

28 January 2019

Corporate Relationship Department,  
BSE Limited,  
2<sup>nd</sup> Floor, New Trading Wing,  
Rotunda Building, P.J. Towers,  
Dalal Street, Mumbai -400 001

Corporate Relationship Department,  
National Stock Exchange of India Ltd,  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra - Kurla Complex,  
Bandra (E), Mumbai - 400 051

**Symbol: JETAIRWAYS/Series: EQ  
Debenture Script CODE: 952813**

**Stock Code: 532617/JETAIRWAYS**

Dear Sir,

**Sub: Notice of Extraordinary General Meeting of the Company**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Notice of Extraordinary General Meeting of the Company to be held on Thursday, 21 February 2019 at 4.00 P.M. at Siroya Centre, Sahar Airport Road, Andheri (East), Mumbai 400 099.

Please take the same on record.

Yours faithfully,  
**For Jet Airways (India) Limited**



**Kuldeep Sharma  
Vice President-Global Compliance & Company Secretary**

Encl: as above



## 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

### NOTICE

**NOTICE** is hereby given that an Extraordinary General Meeting of the Members of Jet Airways (India) Limited will be held at Siroya Centre, Sahar Airport Road, Andheri (East), Mumbai - 400 099 on Thursday, 21 February, 2019, at 4.00 p.m. to transact the following Special Business:-

#### **1. To approve increase in the Authorized Share Capital and consequent alteration to Share Capital Clause of Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), including any statutory modification or re-enactment thereof for the time being in force, and the rules framed thereunder consent of the Shareholders be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.200,00,00,000 (Rupees Two Hundred Crore Only) consisting of 18,00,00,000 (Eighteen Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each and 2,00,00,000 (Two Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 2200,00,00,000 (Rupees Two Thousand Two Hundred Crore Only) consisting of 68,00,00,000 (Sixty Eight Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each and 152,00,00,000 (One Hundred and Fifty Two Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation of 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 150,00,00,000 (One Hundred and Fifty Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 2000,00,00,000/- (Rupees Two Thousand Crore only).

**FURTHER RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, consent of the shareholders be and is hereby accorded to substitute Clause V(a) of the Memorandum of Association of the Company by the following Clause V(a):

V(a). The Authorized Share Capital of the Company is Rs. 2200,00,00,000/- (Rupees Two Thousand Two Hundred Crore Only) divided into 68,00,00,000 (Sixty Eight Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each and 152,00,00,000 (One Hundred and Fifty Two Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each, capable of being increased in accordance with the Company's regulations and provisions of the Companies Act, 2013.'

**LASTLY RESOLVED THAT** Mr. Gaurang Shetty, Whole Time Director and Mr. Kuldeep Sharma, Vice President-Global Compliance & Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

#### **2. To approve Alteration of the Articles of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) consent of the Shareholders be and is hereby accorded to:

(i) alter Article 4(a) of the Articles of Association of the Company by substituting the following for the existing Article 4(a):

"4(a) The Authorised Share Capital of the Company shall be as per the Share Capital Clause V(a) in the Memorandum of Association of the Company."

(ii) to insert the following Article 45A 'Nominee Directors' after Article 45 'Directors' in the Articles of Association of the Company:

##### **"45A Nominee Directors**

(a) Notwithstanding anything to the contrary contained in these Articles, banks, financial institutions or other financing entities (the "**Lenders**"), which have extended or will extend any credit facilities to the Company shall, as per the terms set out under the financing documents entered into by Company and the Lenders, have a right but not an obligation, to appoint one or more persons as Director(s) on the Board as their nominee (the "**Nominee Director**")/observer on the Board (the "**Observer**").

- (b) Such Lenders may, from time to time, remove the Nominee Director and/or Observer appointed by it and in the event of such removal and also in case of the Nominee Director and/or Observer ceasing to hold office for any reason whatsoever including resignation or death, appoint other person(s) to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant Lender(s) and shall be delivered to the Company and the Company shall have no power to remove the Nominee Director/Observer from office.
- (c) Each such Nominee Director/Observer shall be entitled to attend all General Meetings, meetings of the Board and of any committee thereof of which he is a member and he and the Lender(s) appointing him shall also be entitled to receive notice of all such meetings."

**FURTHER RESOLVED THAT** Mr. Gaurang Shetty, Whole Time Director and Mr. Kuldeep Sharma, Vice President-Global Compliance & Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

### **3. To approve Alteration in 'Object Clause' of Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Incorporation) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the Shareholders be and is hereby accorded for the following alterations in the Memorandum of Association of the Company:

- A. The words at the beginning of the Memorandum of Association and before Clause I "(THE COMPANIES ACT, 1956)" be and are hereby substituted with the words "(THE COMPANIES ACT, 2013)"
- B. The existing Clause III(A), "THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION" be substituted by the new sub-heading "III(A) - THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE";
- C. The existing Clause III (B) "OBJECTS INCIDENTAL TO OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" be substituted by the new sub-heading i.e. "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE".
- D. The existing Sub-clauses 52 to 69 as appearing under the existing Clause III (C) i.e. "OTHER OBJECTS", be shifted under the Clause III (B) i.e. "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE". The existing Clause III(C) i.e. "OTHER OBJECTS" be deleted.
- E. The existing Sub-clauses under Clause III(B) be renumbered as may be appropriate.

**FURTHER RESOLVED THAT** consent of the Shareholders be and is hereby also accorded to replace the references to various Sections of the Companies Act, 1956 with the reference to the corresponding Sections of the Companies Act, 2013, in the Object Clause of the Memorandum of Association of the Company, as applicable.

**LASTLY RESOLVED THAT** Mr. Gaurang Shetty, Whole Time Director and Mr. Kuldeep Sharma, Vice President-Global Compliance & Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

### **4. To approve Alteration in 'Liability Clause' of Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013(the Act), read with the Companies (Incorporation) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the shareholders be and is hereby accorded to substitute Clause 'IV. The Liability of the Members is Limited' of the Memorandum of Association of the Company with the following:

'IV. The liability of the Member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.'

**LASTLY RESOLVED THAT** Mr. Gaurang Shetty, Whole Time Director and Mr. Kuldeep Sharma, Vice President-Global Compliance & Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

### **5. To approve conversion of loan into Shares or Convertible instruments or other securities**

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

**"RESOLVED THAT** pursuant to Sections 62(1) and 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules

made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Memorandum of Association and Articles of Association of the Company and subject to all applicable circulars, notifications, guidelines issued by the Ministry of Civil Aviation and the Directorate General of Civil Aviation, the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and such other statutory/regulatory authorities, and subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction which may be agreed to by the Board, the consent of the Shareholders be and is hereby accorded to convert the whole or part of the outstanding under loans, extended / to be extended by the Lenders, into shares, or convertible instruments or other securities, of the Company, as per the terms contained in the respective loan documents executed/to be executed between the Company and its lenders and shall be subject to the applicable statutory and regulatory guidelines for conversion of loans into shares, or convertible instruments or other securities, of the Company.

**FURTHER RESOLVED THAT** within the overall existing borrowing limit of INR 25,000 crores (Rupees Twenty Five Thousand Crores) of the Company as approved under Section 180(1)(c) of the Companies Act, 2013, the Board be and is hereby authorized to negotiate and finalise the terms and conditions with the Lenders for raising further loans from time to time, and provide the Lenders with a right to convert such loans into shares, or convertible instruments or other securities, of the Company any time until there are amounts outstanding under such loans in accordance with the terms of the lending agreements and subject to the applicable statutory and regulatory guidelines for conversion of loans into shares, or convertible instruments or other securities, of the Company.

**FURTHER RESOLVED THAT** the shares, or convertible instruments or other securities, of the Company to be issued pursuant to this resolution shall at-least rank pari passu with the respective existing shares, or convertible instruments or other securities, of the Company in all respects;

**FURTHER RESOLVED THAT** subject to the applicable provisions of the Companies Act, 2013 and in accordance with the Memorandum of Association and Articles of Association of the Company and subject to all applicable circulars, notifications, guidelines issued by the Ministry of Civil Aviation and the Directorate General of Civil Aviation, the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges and such other statutory/regulatory authorities, and all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, the Board be and is hereby authorized to offer, issue and allot from time to time to the Lenders such number of shares, or convertible instruments or other securities, of the Company, upon conversion of the outstanding portion of the loans, extended by the Lenders, into shares, or convertible instruments or other securities, of the Company in accordance with the terms of the lending agreements subject to the applicable statutory and regulatory guidelines for conversion of loans into shares, or convertible instruments or other securities, of the Company.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares or convertible instruments or other securities, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**LASTLY RESOLVED THAT** the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

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

**Mr. Kuldeep Sharma**  
**V. P – Global Compliance & Company Secretary**

**Registered Office:**

Siroya Centre  
Sahar Airport Road  
Andheri (East)  
Mumbai - 400 099  
Place: Mumbai  
Date: 24 January 2019

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“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 resolution/authority, as applicable. Pursuant to the provisions of the Section 105 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), 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 Member.

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 Explanatory Statement for the proposed Resolutions, 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 hereto.
4. Corporate Members intending to send their authorised representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
5. 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
6. Members / Proxies / Representatives are requested to bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, Members holding shares in dematerialized form are requested to submit the PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
8. Members are requested to send the advice about change in address / bank particulars / any other details to the Company's Registrar and Share Transfer Agent, Karvy Fintech Private Limited in respect of Equity Shares held in physical form and to their respective Depository Participants in respect of Equity Shares held in dematerialized form.
9. For any assistance or information about transfer of shares, dividend, etc. you may contact the Company's Registrar and Share Transfer Agent, Karvy Fintech Private Limited, at:

Karvy Fintech 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: [inward.ris@karvy.com](mailto:inward.ris@karvy.com)

Website: [www.karvyfintech.com](http://www.karvyfintech.com)

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

10. 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 Extraordinary General Meeting.
11. Green Initiative:

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.

In accordance with the provisions of the Companies Act, 2013 read with the Rules made thereunder all communications are 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 Fintech Private Limited, [UNIT: Jet Airways (India) Limited], Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 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 Company Secretary or to the Registrar and Share Transfer Agents regarding transfer of shares and for resolving grievances.

The route map to reach the venue of the Extraordinary General Meeting is attached at the end of the Notice.

12. In terms of Section 72 of the Companies Act, 2013 and the Rules framed thereunder, a Member of the Company may nominate a person on whom the Shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/ Karvy Fintech Private Limited in case shares are held in Physical form, and to their respective Depository participant, if held in electronic form.
13. The Securities and Exchange Board of India has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form.
14. Remote E-Voting:
  - I. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at the Extraordinary General Meeting by electronic means. The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 15 February, 2019 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting) and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting period will commence at 9.00 A.M. on Monday, 18 February, 2019 and will end at 05:00 P.M. on Wednesday, 20 February, 2019 and at the end of remote e-voting period, the facility shall forthwith be blocked. The Members, who have voted by remote e-voting, cannot vote at the Extraordinary General Meeting but such Members shall be entitled to attend the said Extraordinary General Meeting.
  - II. The Company has appointed Mr. Taizoon M. Khumri, Practising Company Secretary (COP No. 88) of Mumbai, to act as the Scrutinizer, for scrutinizing the remote e-voting process as well as voting through Poll paper at the Extraordinary General Meeting, in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
    - a. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 15 February, 2019, may cast their vote electronically.
    - b. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on Friday, 18 January, 2019, have been considered.
    - c. Use the following URL for e-voting: <https://evoting.karvy.com>
    - d. Enter the login credentials [i.e. user id and password mentioned in the attendance slip of the Meeting]. Your Folio No/DP ID Client ID will be your user ID.
    - e. After entering the details appropriately, click on LOGIN.
    - f. 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.
    - g. You need to login again with the new credentials.

- h. On successful login, the system will prompt you to select the EVENT i.e., Jet Airways.
  - i. 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.
  - j. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - k. 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.
  - l. Once the vote on the resolutions is cast by the shareholder, he shall not be allowed to change it subsequently.
  - m. 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.
  - n. The remote e-voting period commences at 9.00 A.M. on Monday, 18 February 2019 and will end at 05:00 P.M. on Wednesday, 20 February, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 15 February, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by Karvy Fintech Private Limited 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 Meeting, however, he shall not be able to vote in the Meeting again and their earlier vote cast through electronic means shall be treated as final.
  - o. 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 Fintech Pvt. Ltd at Tel No. 1800 345 4001 (toll free).
- III. The Scrutiniser shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, 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 Saturday, 23 February, 2019. The Scrutiniser's Report shall be given to the Chairman or a person authorized by him in writing who shall countersign the same. The Results on resolutions shall be declared on or after the Meeting of the Company and shall be deemed to be passed on the date of the Meeting. 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 Fintech Private Limited within two days of passing of the resolutions at the Meeting of the Company and communicated to the Stock Exchanges.
- IV. Poll will also be conducted at the Meeting and any Shareholder who has not cast his vote through remote e-voting facility, may attend the Meeting 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.1 and No.2**

The Company, as part of its turnaround plan is, inter alia, considering various funding options including conversion of the whole or part of the loans, extended / to be extended by the lenders to the Company into shares, or convertible instruments or other securities. In view of this, it is proposed to increase the Authorised Share Capital of the Company from Rs.200,00,00,000 (Rupees Two Hundred Crore Only) consisting of 18,00,00,000 (Eighteen Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each and 2,00,00,000 (Two Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 2200,00,00,000 (Rupees Two Thousand Two Hundred Crore Only) consisting of 68,00,00,000 (Sixty Eight Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each and 152,00,00,000 (One Hundred and Fifty Two Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation of 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 150,00,00,000 (One Hundred and Fifty Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 2000,00,00,000/- (Rupees Two Thousand Crore only).

The increase in the Authorised share capital of the Company would require a consequential amendment to the Memorandum and Articles of Association of the Company which calls for the approval of the Shareholders by means of Special Resolutions.

Further, the Articles of Association of the Company presently do not provide for appointment of Directors nominated by banks, financial institutions or other financing entities ('Lenders') as per the terms set out under the financing documents entered into by the Company and the Lenders. Accordingly, it is now proposed to insert Clause 45A in the Articles of Association of the Company providing for such appointment of directors nominated by the Lenders.

The Board recommend the passing of the Resolutions set out in Item Nos.1 and 2 of the accompanying Notice as Special Resolutions.

None of the Directors or Key Managerial Personnel or any of their relatives are in any way concerned or interested, financially or otherwise, in these resolutions.

### **Item No. 3 and No.4**

Pursuant to the provisions of Section 4 of the Companies Act, 2013, (the Act), Memorandum of Association of a Company shall be as per 'Table A' prescribed under the Act. Accordingly, it is proposed to alter the Clause III - 'Object Clause' and Clause IV - 'Liability Clause' of the Memorandum of Association of the Company in accordance with the Table A of Schedule I prescribed under the Act.

The Board recommend the passing of the Resolutions set out in Item Nos.3 and 4 of the accompanying Notice as Special Resolutions.

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

### **Item No. 5**

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the shareholders of the Company accorded their approval to the Board of the Company to borrow money/moneys upto an amount of Rs. 25,000 Crores by passing a Special Resolution by Postal Ballot dated 9 August, 2014.

As per the terms of the borrowing availed of by the Company, it is required to provide the Lenders with a right to convert full or part of the outstanding under such borrowing into shares, or convertible instruments or other securities, of the Company.

Accordingly, the Board seeks the approval of the members to convert its outstanding loans or any other financial assistance categorized as loans, already availed from the Lenders or as may be availed from the Lenders upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable statutory and regulatory guidelines.

In view of the above, the Board recommends the Resolution as set out at Item No. 5 for approval of the Shareholders as a Special Resolution.

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

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

**Mr. Kuldeep Sharma**  
**V. P – Global Compliance & Company Secretary**

### **Registered Office:**

Siroya Centre  
Sahar Airport Road  
Andheri (East)  
Mumbai - 400 099  
Place: Mumbai  
Date: 24 January 2019



# MEETING VENUE ROUTE MAP

