

****THE POLICY DISPLAYED WAS APPROVED BY THE ERSTWHILE BOARD OF DIRECTORS OF THE COMPANY IN ITS MEETING HELD ON 14 FEBRUARY 2019, PRIOR TO INITIATION OF CORPORATE INSOLVENCY RESOLUTION PROCESS UNDER THE PROVISIONS OF INSOLVENCY & BANKRUPTCY CODE, 2016. THIS POLICY HAS BEEN PUBLISHED ON THE WEBSITE OF THE COMPANY TO COMPLY WITH REGULATION 46 OF THE SEBI (LODR) REGULATIONS, 2015. UPDATED VERSION OF THE POLICY WILL BE PUBLISHED ONCE THE SAME IS CONSIDERED AND APPROVED BY THE NEW BOARD OF DIRECTORS WHEN APPOINTED.**

JET AIRWAYS (INDIA) LIMITED

STAKEHOLDERS RELATIONSHIP COMMITTEE CHARTER

I. Constitution

- a) The Committee shall be called the "**Stakeholders Relationship Committee**" ("the Committee") of Jet Airways (India) Limited ("the Company").
- b) The Committee shall comprise a minimum of three Directors of the Company with atleast one Independent Director. The Board of Directors of the Company is the authority that appoints the members of the Committee, in conformity with laws, rules and regulations in force or as may be amended from time to time ("the Statutory Regulations"), including but not confined to :
 - the Companies Act, 2013
 - the Securities and Exchange Board of India ("SEBI") Act, 1992 and all related acts, rules regulations and guidelines
 - SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company ("Listing Regulations").
- c) The Chairman of the Committee shall be a Non-executive Director to be determined by the Board of Directors.
- d) The Company Secretary shall act as the Secretary to the Committee.
- e) The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries thereat.

II. Definitions

the "**Act**" means the Companies Act 2013 and the Rules made thereunder, as amended, modified or supplemented from time to time.

"Board of Directors" or **"Board"** means in relation to the Company the collective body of the Directors of the Company.

"Key Managerial Personnel", in relation to the Company, means—

- (i) the Chief Executive Officer or the Managing Director or the Manager;
- (ii) the Company Secretary;
- (iii) the Whole-Time Director;

- (iv) the Chief Financial Officer
- (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- (vi) such other Officer as may be prescribed under the Act;

"Independent director" means an independent director referred to in sub-section (6) of section 149 of the act and the Rules prescribed thereunder;

III. Terms of Reference

- a) To receive the report of the Registrar and Share Transfer Agent about investors' complaints and grievances and follow up for necessary action taken for redressal thereof.
- b) To review the existing "Investor Redressal System" and suggest measures for improvement in investor relations.
- c) To note the transfer / transmission / transposition / rematerialisation/ dematerialization of shares and consolidation / splitting of folios as approved by the persons duly authorized by the Board of Directors in this regard and the issue of share certificates in exchange for sub-divided, consolidated, defaced, torn, etc.
- d) To review the Shareholding Pattern of the Company and the changes therein.
- e) To appoint and remove Registrars and Share Transfer Agent, decide the terms and conditions, remuneration, service charge / fees and review their performance.
- f) To decide the frequency of audit of the Registrar and Share Transfer Agent and to consider the Auditor's Report thereon.
- g) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- h) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company
- i) To consider and take on record the certificate from a practicing Company Secretary under Listing Regulations.
- j) Consider and resolve the grievances of security holders of the Company including complaints related to transfer/transmission of securities, non-receipt of annual report/declared dividends/notices/ balance sheet, issue of new/duplicate certificates, general meetings, etc.
- k) Oversee compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund

- l) Review of measures taken for effective exercise of voting rights by shareholders.
- m) to delegate any of the powers mentioned above to the Company executives
- n) To carry out any other activity as may be mandated by the Statutory Regulations
- o) Such other matters as may be referred or delegated to it, from time to time, by the Company's Board of Directors.

IV. Powers of the Committee

- a) The Committee shall have all powers to decide on matters in II above.
- b) The Committee is authorized to delegate its powers in whole or in part.
- c) The Company Secretary or any other authorized executive of the Company shall provide the Committee :
 - i. Full background details of all grievances in II above
 - ii. Updates on changes in the Statutory regulations
 - iii. All relevant correspondence with statutory and regulatory authorities
 - iv. Any other information required by the Committee
- d) Any member of the Committee shall have the right to seek any information or clarification from the Company and/or the Registrar and Share Transfer Agents and/or any other person or person(s),
- e) The Committee can seek legal and / or professional advice that may be required to fulfill its objectives.

V. Meetings

- a) **Frequency:** As and when required with a minimum one Meetings to be held in a financial year.
- b) **Quorum:** The quorum shall be minimum two members or one third of the members of the Committee, whichever is higher.
- c) **Other attendees** The Company Secretary and any other executive(s) required by the Chairman of the Committee shall be present at the meeting. Further if required by the Chairman of the Committee, a representative of the Company's Share Registrars and Transfer Agents, shall be present at the meeting.
- d) **Minutes:** The Minutes of each Meeting shall be recorded by the Company Secretary or any other executive of the Company authorized by the Chairman of the Committee, and shall be approved by the Chairman before being circulated to the Board of Directors of the Company. However issues requiring attention /approval of the Board of Directors

shall be tabled in the form of a note to the Board of Directors by the Chairman of the Committee.