



SpiceJet Limited

319 Udyog Vihar, Phase-IV,
Gurugram 122016, Haryana, India.
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January 11, 2024

Department of Corporate Services,
BSE Limited,
Phiroz Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Reference: Scrip Code: 500285 and Scrip ID: SPICEJET

Subject: Outcome of the 39th Annual General Meeting of SpiceJet Limited and Scrutinizer Report

Dear Sir,

This is to inform you that the members of SpiceJet Limited (the “**Company**”) at its 39th Annual General Meeting held on January 10, 2024 has approved the following resolution by requisite majority:

1. Adoption of audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2023, together with the Report of the Board of Directors and the Statutory Auditors thereon.
2. Re-appointment of Mrs. Shiwani Singh (DIN: 05229788) as a Director liable to retire by rotation.
3. Issue and allotment of 31,83,00,000 equity shares of ₹10 each at an issue price of ₹50 per share on preferential basis.
4. Issue and allotment of 13,00,00,000 warrants with an option to apply for and be allotted equivalent number of equity shares of ₹10 each at an issue price of ₹50 per share on preferential basis.
5. Re-appointment of Mr. Ajay Aggarwal (DIN: 00001122) as an Independent Director of the Company.
6. Re-appointment of Mr. Manoj Kumar (DIN: 00072634) as an Independent Director of the Company.

In this regard, please find attached herewith scrutinizer’s report thereon.

Thanking you,

Yours truly,
For SpiceJet Limited

Chandan Sand
Sr. VP (Legal) & Company Secretary

Encl.: As above



Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex, Chamber No. 110, Ground Floor, D-288-289/10, Laxmi Nagar, Delhi – 110092

Phone: 011-49503085; 9312406331; e-mail: mkg1999@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended)

To,

The Chairman of the 39th Annual General Meeting of the Equity Shareholders of **SpiceJet Limited** held on Wednesday, January 10, 2024 at 3:30 p.m. through video conference and other audio visual means.

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and e-voting at the 39th Annual General Meeting of SpiceJet Limited held through video conference and other audio visual means

Dear Sir,

I, Mahesh Kumar Gupta, Practicing Company Secretary having office at Wadhwa Complex, Chamber No. 110, Ground Floor, D-288-289/10, Laxmi Nagar, Delhi – 110092, was appointed as a Scrutinizer by the Board of Directors of SpiceJet Limited (the "**Company**"), pursuant to Section 108 of the Companies Act, 2013 (the "**Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the process of voting through electronic means on the resolutions proposed at the 39th Annual General Meeting ("**AGM**") of the Equity Shareholders of the Company held on Wednesday, the 10th day of January, 2024 at 3:30 p.m. through video conference and other audio visual means in accordance with the General Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("**MCA**") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India ("**SEBI**") (collectively referred to as the "**e-AGM Circulars**").

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules and Circulars issued by MCA and SEBI relating to conducting of AGM through video conference and other audio visual means and voting through electronic means on the resolutions contained in the Notice of the 39th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "**in favour**" or "**against**" the resolutions stated below, based on the reports generated from the e-voting system provided by KFin Technologies Limited ("**KFinTech**"), the authorized agency appointed by the Company for providing remote e-voting and e-voting during the AGM.

I have completed the scrutiny of remote e-voting and e-voting during the AGM and submit my report as under:-

1. The Company had provided the remote e-voting and e-voting at the AGM offered by KFinTech to the shareholders of the Company.
2. Pursuant to the e-AGM Circulars and in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Notice of the 39th AGM dated December 19, 2023 was sent to the shareholders and newspaper advertisement was published in "Financial Express" in English Language and "Jansatta" in Hindi Language on December 20, 2023 and December 21, 2023 respectively. Further, Notice calling the AGM had been uploaded on the website of the Company at www.spicejet.com. The Notice was also accessible from the websites of the Stock Exchange i.e. www.bseindia.com. The AGM Notice was also disseminated on the website of KFinTech (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. <https://evoting.kfintech.com>.



3. The shareholders holding shares either in physical form or in dematerialized form as on the “cut-off” date i.e. January 3, 2024 were entitled to vote on the proposed resolution(s) items No. 1 to 6 as set out in the Notice of the 39th AGM of the Company by remote e-voting or e-voting at the AGM.
4. The remote e-voting period remained open from 9:00 a.m. on Saturday, January 6, 2024 to 5:00 p.m. on Tuesday, January 9, 2024.
5. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes during the AGM were downloaded from the e-voting website of KFinTech i.e. <https://evoting.kfintech.com> for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again during the 39th AGM.
6. The votes cast through remote e-voting were unblocked on January 9, 2024 at 05:47 p.m. and after the conclusion of the AGM, e-voting at the AGM were also unblocked on January 10, 2024 at 04:43 p.m. from the e-voting website of KFinTech i.e. <https://evoting.kfintech.com> in the presence of two witnesses, Ms. Manju Gupta and Ms. Himanshi Gupta, who are not in employment of the Company.
7. The Consolidated Report on the results of remote e-voting and e-voting during the AGM on each resolution are given hereunder:

Resolution No. 1: Ordinary Resolution

Adoption of audited financial statements

- (a) Voted ‘**FOR**’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Favour’ of resolution	% of total number of valid votes cast
Remote e-voting	517	82466352	99.882488
E-voting during the AGM	53	273931789	99.999996
Total	570	356398141	99.972782

- (b) Voted ‘**AGAINST**’ the resolution:

Mode of voting	Number of members voted	Number of votes cast in ‘Against’ the resolution	% of total number of valid votes cast
Remote e-voting	10	97022	0.117512
E-voting during the AGM	1	10	0.000004
Total	11	97032	0.027218

- (c) Votes ‘**INVALID**’:

Mode of voting	Total number of members whose votes were declared ‘Invalid’	Total number of votes cast by them declared ‘Invalid’
Remote e-voting	Nil	Nil
E-voting during the AGM	Nil	Nil
Total	Nil	Nil



Resolution No. 2: Ordinary Resolution

Re-appointment of Mrs. Shiwani Singh (DIN: 05229788) as a Director liable to retire by rotation

(a) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	500	82442549	99.880077
E-voting during the AGM	53	273931789	99.999996
Total	553	356374338	99.972229

(b) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	22	98986	0.119923
E-voting during the AGM	1	10	0.000004
Total	23	98996	0.027771

(c) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	Nil	Nil
E-voting during the AGM	Nil	Nil
Total	Nil	Nil

Resolution No. 3: Special Resolution

Issue and allotment of equity shares on preferential basis

(a) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	512	82464733	99.880491
E-voting during the AGM	52	273931786	99.999995
Total	564	356396519	99.972318

(b) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	15	98671	0.119509
E-voting during the AGM	2	13	0.000005
Total	17	98684	0.027682

(c) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	Nil	Nil
E-voting during the AGM	Nil	Nil
Total	Nil	Nil



Resolution No. 4: Special Resolution**Issue and allotment of warrants with an option to apply for and be allotted equivalent number of equity shares on preferential basis**

(a) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	510	82464891	99.880728
E-voting during the AGM	52	273931786	99.999995
Total	562	356396677	99.972373

(b) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	16	98475	0.119272
E-voting during the AGM	2	13	0.000005
Total	18	98488	0.027627

(c) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	Nil	Nil
E-voting during the AGM	Nil	Nil
Total	Nil	Nil

Resolution No. 5: Special Resolution**Re-appointment of Mr. Ajay Aggarwal (DIN: 00001122) as an Independent Director of the Company**

(a) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	502	82457869	99.880683
E-voting during the AGM	52	273931788	99.999996
Total	554	356389657	99.972365

(b) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote e-voting	20	98504	0.119317
E-voting during the AGM	2	11	0.000004
Total	22	98515	0.027635

(c) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	Nil	Nil
E-voting during the AGM	Nil	Nil
Total	Nil	Nil



Resolution No. 6: Special Resolution

Re-appointment of Mr. Manoj Kumar (DIN: 00072634) as an Independent Director of the Company

(a) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote e-voting	501	82443081	99.880677
E-voting during the AGM	53	273931789	99.999996
Total	554	356374870	99.972368

(b) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote e-voting	21	98491	0.119323
E-voting during the AGM	1	10	0.000004
Total	22	98501	0.027632


(c) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote e-voting	Nil	Nil
E-voting during the AGM	Nil	Nil
Total	Nil	Nil

8. The electronic data and all other relevant records related to remote e-voting and e-voting at the AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

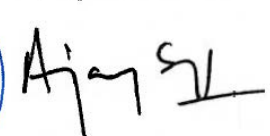
Thanking you,

Yours faithfully,
For Mahesh Gupta & Company
Company Secretaries


Mahesh Kumar Gupta
FCS: 2870 CP: 1999
UDIN: F002870E003180077



Countersigned by:
For SpiceJet Limited


Ajay Singh
(Chairman of the Meeting)

Date: January 10, 2024

Place: Gurugram