



**SpiceJet Limited**

319 Udyog Vihar, Phase-IV,  
Gurugram 122016, Haryana, India.  
Tel: + 91 124 3913939  
Fax: + 91 124 3913844

October 1, 2019

Corporate Service Department,  
BSE Limited,  
Phiroz Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

**Reference: Scrip Code: 500285 and Scrip ID: SPICEJET**

**Subject: Outcome of the 35<sup>th</sup> 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 35<sup>th</sup> Annual General Meeting held on September 30, 2019, approved the following resolution by requisite majority:

1. Adoption of:
  - (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019, together with the Report of the Board of Directors and the Statutory Auditors thereon; and
  - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the Report of the Statutory Auditors thereon.
2. Appointment of a Director in place of Mrs. Shiwani Singh (DIN: 05229788), who retires by rotation at this AGM and being eligible, offers herself for re-appointment.
3. Appointment of Mr. Ajay Chhotelal Aggarwal (DIN: 00001122) as an Independent Director of the Company.
4. Appointment of Mr. Manoj Kumar (DIN: 00072634) as an Independent Director of the Company.
5. Remuneration to Mr. Ajay Singh (DIN: 01360684), Managing Director of the Company in case of no profits/ inadequacy of profits 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 : 011-22533508; 9312406331; E-Mail: maheshgupta.co@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  
35<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**SpiceJet Limited**  
Held on Monday, 30<sup>th</sup> September, 2019 at 4:00 P.M.,  
at PHD Chamber of Commerce and Industry,  
PHD House, 4/2, Siri Institutional Area,  
August Kranti Marg, New Delhi – 110016

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on e-voting and voting through Instapoll conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended.**

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries (M.N. 2870 , C.P. No. 1999) firm having office at 110, Wadhwa Complex, 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 and 109 of the Companies Act, 2013 (the "Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for conducting remote e-voting and Instapoll in respect of the below mentioned resolution(s) proposed at the 35<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of **SpiceJet Limited**, held on Monday, 30<sup>th</sup> September, 2019 at 4:00 P.M. at PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to remote e-voting and Instapoll received on the resolutions contained in the Notice of 35<sup>th</sup> 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 M/s. Karvy Fintech Private Limited ("Karvy"), the Authorized Agency appointed by the Company for providing remote e-voting and Instapoll facilities.

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



1. The Company had provided the remote e-voting and Instapoll facility offered by Karvy to the shareholders of the Company.
2. In accordance with the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 as amended, the Notice of the 35<sup>th</sup> AGM dated 9<sup>th</sup> August, 2019 sent to the shareholders and newspaper Advertisement was published in "Financial Express" in English Language on 7<sup>th</sup> September, 2019 and "Jansatta" in Hindi Language on 8<sup>th</sup> September, 2019.
3. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 23<sup>rd</sup> September, 2019 were entitled to vote on the proposed resolution(s) items no.1 to 5 as set out in the Notice of the 35<sup>th</sup> AGM of the Company by remote e-voting or voting through Instapoll at AGM.
4. The remote e-voting period remained open from 9:00 A.M. on 26<sup>th</sup> September, 2019 up to 5:00 P.M. on 29<sup>th</sup> September, 2019.
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 through remote e-voting were downloaded from the e-voting website of Karvy (<http://www.evoting.karvy.com>) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 35<sup>th</sup> AGM.
6. The votes casted by the members through remote e-voting were unblocked at 5:06 P.M. on 30<sup>th</sup> September, 2019 in the presence of 2 (two) witnesses, Ms. Kumari Kajal and Ms. Arpita Abhilasha, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Kumari Kajal  
Kumari Kajal

Arpita  
Arpita Abhilasha

7. At the meeting, the Company provided the facility of Instapoll by Karvy to the members who did not cast their votes through remote e-voting and the votes casted by the members and proxy holders present at the 35<sup>th</sup> AGM, through Instapoll were unblocked and downloaded at 05:06 P.M. on 30<sup>th</sup> September, 2019 in the presence of 2 (two) witnesses, Ms. Kumari Kajal and Ms. Arpita Abhilasha, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Kumari Kajal  
Kumari Kajal

Arpita  
Arpita Abhilasha

8. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the e-voting website of Karvy (<http://www.evoting.karvy.com>).



The Consolidated Report on the results of remote e-voting and voting through Instapoll on each resolution are given hereunder:

**Resolution No. 1– (Ordinary Resolution)**

**(1a)Adoption of audited standalone financial statements of the Company for the financial year ended March 31, 2019 together with the Report of the Board of Directors and the Statutory Auditors thereon.**

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	140	418220611	99.9999
Voting through Instapoll	173	127620	99.9882
<b>Total</b>	<b>313</b>	<b>418348231</b>	<b>99.9999</b>

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	6	392	0.0001
Voting through Instapoll	6	15	0.0118
<b>Total</b>	<b>12</b>	<b>407</b>	<b>0.0001</b>

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	0	0
Voting through Instapoll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution No. 2 – (Ordinary Resolution)**

**(1b)Adoption of audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the Report of the Statutory Auditors thereon.**



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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	139	418220581	99.9999
Voting through Instapoll	173	127620	99.9882
<b>Total</b>	<b>312</b>	<b>418348201</b>	<b>99.9999</b>

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	7	422	0.0001
Voting through Instapoll	6	15	0.0118
<b>Total</b>	<b>13</b>	<b>437</b>	<b>0.0001</b>

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	0	0
Voting through Instapoll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution No. 3 – (Ordinary Resolution)**

**Appointment of Mrs. Shiwani Singh, who retires by rotation and being eligible, offers herself for re-appointment.**

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	131	417848032	99.9108
Voting through Instapoll	173	127620	99.9882
<b>Total</b>	<b>304</b>	<b>417975652</b>	<b>99.9108</b>

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
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Remote E-Voting	15	372971	0.0892
Voting through Instapoll	6	15	0.0118
<b>Total</b>	<b>21</b>	<b>372986</b>	<b>0.0892</b>

(iii) 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	0	0
Voting through Instapoll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution No. 4 – (Ordinary Resolution)**

**Appointment of Mr. Ajay Chhotelal Aggarwal as an Independent Director of the Company.**

(i) 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	134	418219616	99.9997
Voting through Instapoll	173	127620	99.9882
<b>Total</b>	<b>307</b>	<b>418347236</b>	<b>99.9997</b>

(ii) 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	11	1357	0.0003
Voting through Instapoll	6	15	0.0118
<b>Total</b>	<b>17</b>	<b>1372</b>	<b>0.0003</b>

(iii) 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	0	0
Voting through Instapoll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**Resolution No. 5 – (Ordinary Resolution)**

**Appointment of Mr. Manoj Kumar, as an Independent Director of the Company.**

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	137	418219798	99.9997
Voting through Instapoll	173	127620	99.9882
<b>Total</b>	<b>310</b>	<b>418347418</b>	<b>99.9997</b>

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	9	1205	0.0003
Voting through Instapoll	6	15	0.0118
<b>Total</b>	<b>15</b>	<b>1220</b>	<b>0.0003</b>

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	0	0
Voting through Instapoll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution No. 6 – (Special Resolution)**

**Remuneration to Mr. Ajay Singh, Managing Director of the Company in case of no profits/inadequacy of profits of the Company.**

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	99	412475036	98.6261
Voting through Instapoll	173	127620	99.9882
<b>Total</b>	<b>272</b>	<b>412602656</b>	<b>98.6265</b>



(ii) 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	47	5745967	1.3739
Voting through Instapoll	6	15	0.0118
<b>Total</b>	<b>53</b>	<b>5745982</b>	<b>1.3735</b>

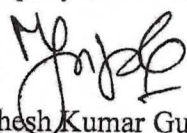
(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
Voting through Instapoll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

9. The Register, all other papers and relevant records related to electronic voting at 35<sup>th</sup> 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,

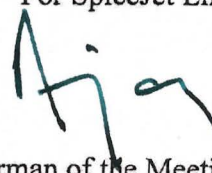
Yours faithfully,  
For Mahesh Gupta & Company  
Company Secretaries



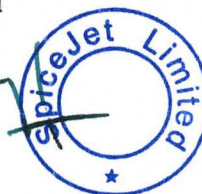
Mahesh Kumar Gupta  
FCS: 2870 CP: 1999  
UDIN : F002870A000020140



Countersigned by:  
For SpiceJet Limited



(Chairman of the Meeting)



Place: Delhi

Date: October 1, 2019