



SpiceJet Limited

319 Udyog Vihar, Phase-IV,
Gurugram 122016, Haryana, India.
Tel: + 91 124 3913939
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December 19, 2023

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

Reference: Scrip Code: 500285 and Scrip ID: SPICEJET

Subject: Notice of 39th Annual General Meeting

Dear Sir,

This is to inform you that the 39th Annual General Meeting of the members of SpiceJet Limited will be held on Wednesday, the 10th day of January, 2024 at 3:30 p.m. through video conference and other audio visual means to transact business as per attached Notice of Annual General Meeting.

This is for your information and record.

Thanking you,

Yours truly,
For SpiceJet Limited

Chandan Sand
Sr. VP (Legal) & Company Secretary

Encl.: As above

Notice of Annual General Meeting

Notice is hereby given that the 39th Annual General Meeting (the “AGM”) of the members of SpiceJet Limited (the “Company”) will be held on Wednesday, the 10th day of January, 2024 at 3:30 p.m. through video conference and other audio visual means (“VC”) to transact the following business:

Ordinary Business:

1. Adoption of audited financial statements

To consider and adopt the 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

To appoint a director in place of Mrs. Shiwani Singh (DIN: 05229788), who retires by rotation and being eligible, seeks re-appointment.

Special Business:

3. Issue and allotment of equity shares on preferential basis

To consider and if thought fit, to pass, the following resolution as a special resolution:

“Resolved that pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreement entered into by the Company with the BSE Limited (the “Stock Exchange”) on which the equity shares of the Company are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions

and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 31,83,00,000 (Thirty One Crore Eighty Three Lakh only) equity shares of the face value of Rs.10 (Rupees Ten) each of an aggregate nominal amount of up to Rs.3,18,30,00,000 (Rupees Three Hundred Eighteen Crore Thirty Lakh only) at an issue price of Rs.50 (Rupees Fifty only) per share, on preferential basis, in one or more tranches and on such terms and conditions as the Board may deem fit to following person(s) (the “Proposed Allottee(s)”) under the non-promoter category:

S. No.	Name of the Proposed Allottee	Maximum no. of equity shares
1.	All Trade Consultants Pvt. Ltd.	40,00,000
2.	Amar Alliance Securities Pvt. Ltd.	10,00,000
3.	Anant Aggarwal	5,00,000
4.	Ananthkrishna Subramanian Iyer	5,00,000
5.	Anju Gupta	5,00,000
6.	Anuj Premkumar Agarwal HUF	5,00,000
7.	Aries Opportunities Fund Ltd.	4,00,00,000
8.	Arjun Juneja	10,00,000
9.	Ashibhadarsh Ventures Pvt. Ltd.	50,00,000
10.	Ashwin Mehta HUF	5,00,000
11.	Bhavana Holdings Pvt. Ltd.	8,00,000
12.	Biz Secure Labs Pvt. Ltd.	5,00,000
13.	Divyanshu Aggarwal	10,00,000
14.	Glaxo Finance Pvt. Ltd.	11,00,000
15.	Griebs Comosales LLP	10,00,000
16.	Harihara Mahapatra	2,00,00,000
17.	Harit Exports Pvt. Ltd.	5,00,000
18.	Hello Money Advisors LLP	10,00,000
19.	Indrasinh Sajubha Zala	5,00,000
20.	Intech Technology DMCC	20,00,000
21.	Jehangir Homi Mehta	5,00,000
22.	Kapil Garg	10,00,000
23.	Ketan P Kamdar	5,00,000
24.	KIFS International LLP	30,00,000
25.	Kirti Rungta	2,00,000
26.	Kollagunta Sreenivasan Gopaldaswamy	5,00,000
27.	LKP Finance Ltd.	10,00,000

S. No.	Name of the Proposed Allottee	Maximum no. of equity shares
28.	Martina Developers and Fincon Pvt. Ltd.	2,00,000
29.	Monika Garware	20,00,000
30.	Morde Foods Pvt. Ltd.	20,00,000
31.	Mridul Das	5,00,000
32.	N Ravichandran	5,00,000
33.	Navin Mahavirprasad Dalmia	5,00,000
34.	Nexta Enterprises LLP	10,00,000
35.	Nexus Global Opportunities Fund	5,00,000
36.	Om Apex Investment Services Pvt. Ltd.	5,00,000
37.	Payal Nitin Magiya	5,00,000
38.	Prabhudas Lilladher Advisory Servcies Pvt. Ltd.	5,00,000
39.	Preeti Mahapatra	20,00,00,000
40.	Priya	5,00,000
41.	R. Shankari	5,00,000
42.	Raghav Investment Pvt Ltd	40,00,000
43.	Rajesh K Patel	5,00,000
44.	Rakesh Gupta	5,00,000
45.	Rashi Fincorp Ltd.	5,00,000
46.	Resonance Opportunities Fund	10,00,000
47.	Ridhi Vincom Pvt. Ltd.	20,00,000
48.	Rohit Agrawal	5,00,000
49.	Ruhina Sharma	5,00,000
50.	Saloni Jesal Shah	20,00,000
51.	Sanjiv Shyam Kela	5,00,000
52.	Shalini Chandrakant Morde	10,00,000
53.	Shree Shyam Enterprises	5,00,000
54.	Shree Shyam Investments	30,00,000
55.	Vanaja Sundar Iyer	20,00,000
56.	Vikasa India EIF I Fund - Share Class P	5,00,000
57.	Viney Parkash Aggarwal	5,00,000
58.	Vishal Nitin Sampat	5,00,000
Total		31,83,00,000

Resolved further that the "Relevant Date" for calculating the minimum issue price of the equity shares to be allotted pursuant to preferential issue, in terms of Regulation 161 of the SEBI ICDR Regulations shall be December 11, 2023, which is the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue i.e. January 10, 2024.

Resolved further that:

- (a) the consideration for allotment of the equity shares shall be paid by the respective Proposed Allottee's bank account;

- (b) allotment of the equity shares shall be made only in dematerialised form;
- (c) the equity shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- (d) the equity shares so allotted shall rank *pari-passu* in all respect with the existing equity shares of the Company;
- (e) the equity shares allotted on a preferential basis shall be locked-in for a period of six months from the date of trading approval;
- (f) the entire pre-preferential allotment shareholding of the Proposed Allottee(s), if any, shall be locked-in from the Relevant Date up to a period of ninety trading days from the date of trading approval; and
- (g) the equity shares issued and allotted on preferential basis shall be listed on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case may be.

Resolved further that for the purpose of giving effect to the above 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, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity shares and listing thereof with the Stock Exchange as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee constituted by Board of the Company or to any Director of the Company or to any other officer(s) or employee(s) of the Company or to any person, individual or firm as it may consider appropriate in order to give effect to this resolution.

Resolved further that all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect."

4. Issue and allotment of warrants with an option to apply for and be allotted equivalent number of equity shares on preferential basis

To consider and if thought fit, to pass, the following resolution as a special resolution:

“Resolved that pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreement entered into by the Company with the BSE Limited (the “Stock Exchange”) on which the equity shares of the Company are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 13,00,00,000 (Thirteen Crore only) warrants, having option to apply for and be allotted equivalent number of equity shares of the face value of Rs.10 (Rupees Ten) each of an aggregate nominal amount of up to Rs.1,30,00,00,000 (Rupees One Hundred Thirty Crore only) at an issue price of Rs.50 (Rupees Fifty only) per share, on preferential basis, in one or more tranches and on such terms and conditions as the Board may deem fit to following person(s) (the “Proposed Allottee(s)”) under the non-promoter category:

S. No.	Name of the Proposed Allottee	Maximum no. of warrants
1.	Arunim Purkayastha	1,00,00,000
2.	Elara India Oppurtunites Fund Ltd,	10,00,00,000
3.	Jyoti Gupta	50,00,000
4.	Mayur Gupta	50,00,000
5.	Silver Stallion Limited	1,00,00,000
	Total	13,00,00,000

Resolved further that the “Relevant Date” for calculating the minimum issue price of the equity shares to be allotted pursuant to preferential issue, in terms of Regulation 161 of the SEBI ICDR Regulations shall be December 11, 2023, which is the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue i.e. January 10, 2024.

Resolved further that:

- (a) the consideration for allotment of the warrants and/or equity shares shall be paid by the respective Proposed Allottee’s bank account;
- (b) amount equivalent to at least twenty five per cent of the consideration determined in terms of the SEBI ICDR Regulations or such other higher amount as the Board may deem fit shall be paid against each warrant on the date of allotment of warrants and the balance consideration shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such warrant;
- (c) the currency of warrants to subscribe to equity shares shall be eighteen months from the date of allotment of warrants. In case the option to subscribe to equity shares against such warrants is not exercised by the allottee within eighteen months, the consideration paid by the allottee in respect of such warrants shall be forfeited by the Company;
- (d) the allotment of warrants shall only be made in dematerialised form;
- (e) the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis shall rank *pari-passu* in all respect with the existing equity shares of the Company and shall be locked-in for a period of six months from the date of trading approval;
- (f) the warrants issued on preferential basis shall be under lock-in for a period of one year from the date of allotment;
- (g) the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the Relevant Date up to a period of ninety trading days from the date of trading approval;
- (h) the warrants will neither give any voting rights nor will entitle its holders any dividend until option attached to warrants are exercised and underlying equity shares are allotted; and
- (i) the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis shall be listed on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case may be.

Resolved further that for the purpose of giving effect to the above 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 and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment, listing and to finalise and

execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto by the authority of this resolution.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee constituted by Board of the Company or to any Director of the Company or to any other officer(s) or employee(s) of the Company or to any person, individual or firm as it may consider appropriate in order to give effect to this resolution.

Resolved further that all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect."

5. Re-appointment of Mr. Ajay Aggarwal (DIN: 00001122) as an Independent Director 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule IV of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Ajay Aggarwal (DIN: 00001122), as an Independent Director of the Company, who holds office of Independent Director till February 10, 2024 and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from February 11, 2024 to February 10, 2029.

Resolved further that the Board of Directors of the Company including any committee(s) thereof as may be authorised, be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Re-appointment of Mr. Manoj Kumar (DIN: 00072634) as an Independent Director 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule IV of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Manoj Kumar (DIN: 00072634), as an Independent Director of the Company, who holds office of Independent Director till May 27, 2024 and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from May 28, 2024 to May 27, 2029.

Resolved further that the Board of Directors of the Company including any committee(s) thereof as may be authorised, be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

Sd/-

Chandan Sand

Sr. VP (Legal) &

Company Secretary

Date : December 19, 2023

Place : Gurugram

SpiceJet Limited

Indira Gandhi International Airport,

Terminal 1D, New Delhi - 110037

CIN: L51909DL1984PLC288239

Website: www.spicejet.com

E-mail: investors@spicejet.com

Tel: +91 124 3913939

Fax: +91 124 3913844

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in respect of the special businesses are annexed hereto and forms part of the Notice.
2. Pursuant to the General Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India 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 (collectively referred to as the “e-AGM Circulars”) companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the e-AGM Circulars, the AGM of the Company is being held through VC and the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company.
3. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote at the AGM instead of himself/herself, and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the e-AGM Circulars through VC, the facility for appointment of proxies by the members shall not be available. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.**
4. The Register of Members and Share Transfer Books will remain closed from January 4, 2024 to January 10, 2024 (both days inclusive) for purpose of the AGM.
5. In compliance with the e-AGM Circulars, the Annual Report for financial year ended March 31, 2023, the Notice of the AGM and instructions for e-voting are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / depository participant(s). All these documents are also available on the website of the Company at www.spicejet.com under the “Investors” section.
6. The members whose e-mail addresses are not registered with the Company / depository participant(s), are requested to get the same registered/updated. The members holding shares in demat form can get their e-mail addresses registered by contacting their respective depository participant and the members holding shares in physical form may register their e-mail addresses and mobile number with KFin Technologies Limited (“KFinTech”) by following the process stated hereinafter for receiving the Annual Report in electronic mode.
7. As per Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail

online services, the security holders can register e-mail address. Security holder can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx> and can be provided by any one of the following modes along with the supporting documents:

- (a) Through ‘In Person Verification’ (IPV): The authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- (b) Through hard copies which are self-attested, which can be sent to KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032; or
- (c) Through electronic mode with e-sign at link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>.

8. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and Secretarial Standards on General Meetings (“SS - 2”) issued by the Institute of Company Secretaries of India in respect of re-appointment of directors is provided hereinafter and forms part of the Notice.
9. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the KFinTech.
10. Since the AGM will be held through VC in accordance with the e-AGM Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
11. The register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice are open for inspection at the registered office of the Company during business hours on all working days, except Saturday/Sunday and other public holidays, between 10:00 a.m. to 12:00 noon from the date of circulation of the Notice up to the date of the AGM. Such documents will also be available electronically for inspection without any fee by

the members from the date of circulation of the Notice up to the date of the AGM. Members seeking to inspect such documents can send an e-mail to investors@spicejet.com.

12. Members are requested to make all other correspondence in connection with the equity shares held by them by addressing letters directly to the Registrar and Share Transfer Agent viz., KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032 or to the Company at its registered office as mentioned in this Notice, quoting reference of their Client ID and DP ID or Folio No.
13. Members may participate in the AGM through VC facility by following the procedure as mentioned hereinafter. The VC facility allows participation of at least 1,000 members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoter, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first come-first-served principle as per the e-AGM Circulars. Members of the Company under the category of institutional investors are encouraged to attend and vote at the AGM through VC.
14. Pursuant to the provisions of Section 108 of the Act and rules made thereunder and Regulation 44 of the SEBI Listing Regulations read with the e-AGM Circulars and Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 issued by the Securities and Exchange Board of India ("SEBI"), the Company is providing remote e-voting facility to its members in respect of the business to be transacted at the AGM and a facility for those members participating in the AGM, to cast vote through e-voting system during the AGM. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of January 3, 2024. Mr. Mahesh Kumar Gupta (CP No. 1999), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
15. KFinTech will be providing the facility for participation in the AGM through VC and remote e-voting facility. The procedure and instructions for remote e-voting and participation in the AGM through VC are provided hereinafter and forms part of this Notice.
16. The facility for e-voting shall also be made available during the AGM and the members participating in the meeting who have not cast their votes by remote e-voting shall be able to exercise their right to vote during the meeting through e-voting. The members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM but shall not be entitled to cast their vote again.
17. The e-voting period commences on Saturday, January 6, 2024 at 9:00 a.m. and ends on Tuesday, January 9, 2024 at 5:00 p.m. During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. January 3, 2024, may cast their vote electronically. The e-voting module shall be disabled by KFinTech for voting thereafter. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. January 3, 2024. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. A person who is not a member as on the cut-off date is requested to consider this Notice for information purposes only.
18. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, January 3, 2024, may obtain the user ID and password by sending a request at evoting@kfintech.com. However, if he/she is already registered with KFinTech for remote e-voting, then he/she can use his/her existing user ID and Password for casting the vote as per instructions mentioned hereinafter.

In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. January 3, 2024, may follow steps mentioned hereinafter.
19. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, KFinTech and will also be displayed on the website of the Company at www.spicejet.com under the "Investors" section.
20. **Instructions for remote e-voting and participation in the AGM through VC:**
 - (i) **Login method for remote e-voting for individual members holding securities in demat mode:** As per Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 issued by the SEBI, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories/Depository Participants. Members are advised to update their mobile number and e-mail address in their demat accounts in order to access remote e-voting facility. Following is the login method for remote e-voting for individual members holding securities in demat mode:

Type of members	Login Method
Individual members holding securities in demat mode with NSDL	<p>(i) User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> (a) Visit URL: https://eservices.nsdl.com (b) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. (c) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” (d) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <hr/> <p>(ii) User not registered for IDeAS e-Services:</p> <ul style="list-style-type: none"> (a) To register click on link : https://eservices.nsdl.com (b) Select “Register Online for IDeAS” or click at below link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp (c) Proceed with completing the required fields. (d) Follow steps given in above point (i) <p>(iii) Alternatively by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> (a) Open URL: https://www.evoting.nsdl.com/ (b) Click on the icon “Login” which is available under ‘Shareholder/Member’ section. (c) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. (d) Post successful authentication, you will requested to select the name of the company and the e-voting service provider name, i.e. KFinTech. (e) On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.
Individual members holding securities in demat mode with CDSL	<p>(i) Existing user who have opted for Easi/Easiest</p> <ul style="list-style-type: none"> (a) Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com (b) Click on New System Myeasi (c) Login with your registered user id and password. (d) The user will see the e-Voting Menu. The Menu will have links of e-voting service provider i.e. KFinTech e-voting portal. (e) Click on e-voting service provider name to cast your vote. <p>(ii) User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> (a) Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration (b) Proceed with completing the required fields. (c) Follow the steps given in above point (i) <p>(iii) Alternatively, by directly accessing the e-Voting website of CDSL</p> <ul style="list-style-type: none"> (a) Visit URL: www.cdslindia.com (b) Provide your demat Account Number and PAN No. (c) System will authenticate user by sending OTP on registered mobile and email as recorded in the demat account. (d) After successful authentication, user will be provided links for the respective e-voting service provider i.e. KFinTech where the e-voting is in progress.
Individual members login through their demat accounts/ Website of Depository Participant	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL /CDSL for remote e-voting facility. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-voting feature. Click on options available against company name or e-voting service provider i.e. KFinTech and you will be redirected to e-voting website of KFinTech for casting your vote during the remote e-voting period without any further authentication.</p>

Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at respective websites of NSDL/CDSL. Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at +91 22 4886 7000 or +91 22 2499 7000 and please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

(ii) Login method for remote e-voting for non-individual members or members holding securities in physical mode:

The non-individual members or members holding securities in physical mode desiring to exercise their vote(s) through remote e-voting process are requested to refer to the detailed procedure given as under:

- (a) Open your web browser during the voting period and navigate to <https://evoting.kfintech.com>.
- (b) Enter the login credentials (i.e. User ID and password sent with this Notice through e-mail). If you have already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your votes.
- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach 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 (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the "EVENT" i.e. SpiceJet Limited.
- (g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- (h) Members holding multiple Folios/Demat Accounts need to choose the voting process separately for each Folios/ Demat Accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (k) 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, members can login any number of times till they have voted on the resolution(s).
- (l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID mkg1999@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT No."
- (m) 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 <http://evoting.kfintech.com> or contact KFinTech at Tel No. 1800 309 4001 (Toll Free).

(iii) Participation in the AGM through VC: Instructions for all the members for attending the AGM of the Company through VC are as follows:

- (a) Member may attend the AGM through VC by accessing <https://emeetings.kfintech.com> and using the e-voting login credentials provided in the e-mail received from the Company. After logging in, click on the Video Conference Tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and password for e-voting or have forgotten the User ID and password may retrieve the same by following the remote e-voting instructions mentioned above.
- (b) Facility for joining AGM though VC shall open at least thirty minutes before the commencement of the AGM.
- (c) Members are encouraged to join the AGM through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22. Members will be required to grant access to

the webcam to enable VC. Further, members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- (d) As the AGM is being conducted through VC, for the smooth conduct of proceedings of the AGM, members are encouraged to express their views / send their queries in advance mentioning their name, demat account details, folio number and e-mail ID.
- (e) The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. The members may click on the voting icon displayed on the screen to cast their votes.
- (f) A member can opt for only single mode of voting i.e., through remote e-voting or e-voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- (g) **Speaker Registration:** The members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the User ID and password provided in the mail received from the Company. On successful login, select 'Speaker Registration' which will opened from 9:00 a.m. to 5:00 p.m. on January 6, 2024. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those members who have registered themselves, depending on the availability of time for the AGM.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice:

Item No. 3 and 4

The Board of Directors of the Company, at its meeting held on December 12, 2023, has approved the issue of up to 31,83,00,000 (Thirty One Crore Eighty Three Lakh only) equity shares of the face value of Rs.10 (Rupees Ten) each ("**Tranche I Issue**") and up to 13,00,00,000 (Thirteen Crore only) warrants, having option to apply for and be allotted equivalent number of equity shares of the face value of Rs.10 (Rupees Ten) each ("**Tranche II Issue**"), on a preferential basis.

Section 62 of the Companies Act, 2013 provides, *inter-alia*, that when it is proposed to increase the subscribed capital of a company by the issue of further shares, such further shares may be offered to any persons, whether or not those persons include the persons referred to in Section 62(1)(a) of the Companies Act, 2013, if it is authorised by a special resolution. Hence, the consent of the members of the Company by way of special resolutions are being sought pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**").

Certain information in relation to the issue of equity shares and warrants including the information as required under Chapter V of the SEBI ICDR Regulations and the terms and conditions of the issue are as under:

1. **Objects of the preferential issue:** Due to cascading effect of Covid-19 pandemic and other factors, the Company's outstanding dues towards its statutory authorities, aircraft lessors, vendors, creditors etc. has increased enormously in last few years. The present preferential issues will strengthen the financial position of the Company and improve the cash flow of the Company. Disclosure as per BSE Notice dated December 13, 2022 bearing no. 20221213-47 regarding proceeds of issue is as follows :

The proceeds of the Tranche I Issue aggregating up to Rs.15,91,50,00,000 (Rupees Fifteen Hundred Ninety One Crore Fifty Lakh only) from preferential allotment of up to 31,83,00,000 (Thirty One Crore Eighty Three Lakh only) equity shares shall be utilised in following manner:

Object/Purpose	Amount (In Rupees)	Tentative Timeline*
Payment of statutory obligations such as TDS, GST, PF etc.	3,60,00,00,000	June 30, 2024
Settlement with creditors for past dues	2,85,00,00,000	June 30, 2024
Uplifting and ungrounding of fleet and new fleet acquisition	3,55,00,00,000	December 31, 2024
ATF expenses	1,40,00,00,000	June 30, 2024
Employee expenses	54,50,00,000	June 30, 2024
General Corporate Purposes - 25% of the funds to be raised through preferential issue	3,97,00,00,000	June 30, 2024
Total	15,91,50,00,000	

The proceeds of the Tranche II Issue aggregating up to Rs.6,50,00,00,000 (Rupees Six Hundred Fifty Crore only) from preferential allotment of up to 13,00,00,000 (Thirteen Crore only) warrants, having option to apply for and be allotted equivalent number of equity shares shall be utilised in following manner:

Object/Purpose	Amount (In Rupees)	Tentative Timeline*
Payment of statutory obligations such as TDS, GST, PF etc.	1,44,00,00,000	July 31, 2025
Settlement with creditors for past dues	1,15,00,00,000	July 31, 2025
Uplifting and ungrounding of fleet and new fleet acquisition	1,45,00,00,000	July 31, 2025
ATF expenses	60,00,00,000	July 31, 2025
Employee expenses	24,00,00,000	July 31, 2025
General Corporate Purposes - 25% of the funds to be raised through preferential issue	1,62,00,00,000	July 31, 2025
Total	6,50,00,00,000	

*Pending utilisation of funds for the purpose set forth above, the amount shall be kept in fixed/current deposits accounts maintained with the banks.

The proposed utilisation timelines are based on internal management estimates of the Company, assessed in light of current circumstances of the Company's business. These timelines are, however, dependent upon various factors beyond the Company's control, such as changes in costs, financial condition, competitive environment, inflation, employment, technological changes, interest or exchange rate fluctuations and finance charges, government regulations etc. If the proceeds are not utilised (in full or in part) for the objects stated above during the periods stated above due to any such factors, the remaining proceeds shall be utilised in subsequent periods in such manner as may be determined by the Company, in accordance with applicable laws.

2. **Issue size and maximum number of equity shares to be issued:** (a) up to 31,83,00,000 (Thirty One Crore Eighty Three Lakh only) equity shares of the face value of Rs.10 (Rupees Ten) each; and (b) up to 13,00,00,000 (Thirteen Crore only) warrants, having option to apply for and be allotted equivalent number of equity shares of the face value of Rs.10 (Rupees Ten). The aggregate issue size for equity shares and warrants, having option to apply for and be allotted equivalent number of equity shares is Rs.22,41,50,00,000 (Rupees Twenty Two Hundred Forty One Crore Fifty Lakh only).
3. **Basis of pricing of the issue:** In terms of Regulation 164 of the SEBI ICDR Regulations, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:
 - (i) Ninety trading days' volume weighted average price of the equity shares quoted on the stock exchange preceding the Relevant Date; or

- (ii) Ten trading days' volume weighted average prices of the equity shares quoted on the stock exchange preceding the Relevant Date.

Explanation:

"Relevant Date" means the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.

Both the resolutions are proposed for consent of members by way of special resolution in the Annual General Meeting to be held on January 10, 2024. Accordingly the Relevant Date for both proposed preferential issue is December 11, 2023.

"Stock Exchange" means any of the recognised stock exchange(s) in which the equity shares of the issuer are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding ninety trading days prior to the Relevant Date. Equity shares of the Company are only listed on BSE Limited.

In terms of existing Articles of Association of the Company, the issue price of the equity shares of the Company for preferential issue is not required to be determined through valuation. Since, the proposed preferential issue is for more than five percent of the post issue fully diluted share capital of the Company, the Company has also obtained a valuation report from an independent registered valuer namely SSPA & Co., Chartered Accountants [Firm Registration No. 128851W] having office at First Floor, "Arjun", Plot No. 6A, V. P. Road, Andheri (West), Mumbai - 400058, in terms of Regulation 166A of the SEBI ICDR Regulations, to consider the same for determining the issue price. The valuation report shall be open for inspection at the registered office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon and shall also be available on website of the Company at www.spicejet.com under the 'Investors' section at link <https://corporate.spicejet.com/InvestorsNotices.aspx>.

However, the issue price of the equity shares to be allotted pursuant to the present preferential issues shall be Rs.50 (Rupees Fifty only) per share which is higher of the floor price determined under Regulation 164 of the SEBI ICDR Regulations, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the Company.

4. **Intent of the promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:** The preferential issue under these resolutions are not being made to the promoters, directors or key management personnel of the Company.
5. **Shareholding pattern of the Company before and after the preferential issue:** The shareholding pattern of the Company before and after the preferential issues under Tranche I Issue is as mentioned below:

Category of shareholder	Pre-issue as on December 11, 2023		Post- Issue	
	Total number of shares	Percentage of total number of shares	Total number of shares	Percentage of total number of shares
Promoter and Promoter Group (A)	38,65,57,979	56.49	38,65,57,979	38.55
Public (B)	29,77,80,072	43.51	61,60,80,072	61.45
Total (A) + (B)	68,43,38,051	100.00	1,00,26,38,051	100.00
Custodian (C)	0	0.00	0	0.00
Grand Total (A) + (B) + (C)	68,43,38,051	100.00	1,00,26,38,051	100.00

Note: The aforesaid shareholding are based on capital as on December 11, 2023 without taking into consideration any potential dilutions by way of issuance of shares under the ESOP Scheme of the Company or conversion of outstanding 13,14,08,514 warrants held by promoter group.

The shareholding pattern of the Company before and after the preferential issues under Tranche II Issue is as mentioned below:

Category of shareholder	Pre-issue as on December 11, 2023		Post- Issue (Assuming conversion under Tranche II Issue)	
	Total number of shares	Percentage of total number of shares	Total number of shares	Percentage of total number of shares
Promoter and Promoter Group (A)	38,65,57,979	38.55	38,65,57,979	34.13
Public (B)	61,60,80,072	61.45	74,60,80,072	65.87
Total (A) + (B)	1,00,26,38,051	100.00	1,13,26,38,051	100.00
Custodian (C)	0	0.00	0	0.00
Grand Total (A) + (B) + (C)	1,00,26,38,051	100.00	1,13,26,38,051	100.00

Note: The aforesaid shareholding are based on capital as on December 11, 2023 considering allotment of all equity shares under Tranche I Issue but without taking into consideration any potential dilutions by way of issuance of shares under the ESOP Scheme of the Company or conversion of outstanding 13,14,08,514 warrants held by promoter group.

6. **Time frame within which the preferential issue shall be completed:** The allotment pursuant to these resolutions shall be completed within a period of fifteen (15) days from the date of passing of the resolution by members of the Company, provided that where any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen (15) days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be.
Further, the allotment of equity shares pursuant to exercise of options attached to the warrants shall be completed within 15 days from the date of such exercise by the Proposed Allottee.
7. **Disclosure in case of wilful defaulter or a fraudulent borrower or fugitive economic offender:** Neither the Company, nor its directors or promoters have been declared as wilful defaulter or a fraudulent borrower as defined under Regulation 2(III) of the SEBI ICDR Regulations and therefore disclosures specified in Schedule VI of the SEBI ICDR Regulations is not applicable.
Further, none of the promoters or directors of the Company are fugitive economic offender as defined under Regulation 2(p) of the SEBI ICDR Regulations.
8. **The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:** The Proposed Allottee(s) are under Non-Promoter category. There will be no change in status of the Proposed Allottee(s) post the preferential issue.
9. **Undertaking as to re-computation of price:** Since the equity shares of the Company has been listed on the recognised Stock Exchange(s) for a period of more than ninety trading days prior to the Relevant Date, the Company is not required to re-compute the price of equity shares and therefore the Company is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the SEBI ICDR Regulations.
10. **Certificate of practicing company secretary:** A copy of the certificate from a Practicing Company Secretary, KVMS & Co. LLP (Company Secretaries, ICSI Firm Regd. No. L2021DE010800) certifying that the preferential issue is being made in accordance with the requirements contained in Chapter V of the SEBI ICDR Regulations shall be open for inspection at the registered office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon and shall also be available on website of the Company at www.spicejet.com under the 'Investors' section at link <https://corporate.spicejet.com/InvestorsNotices.aspx>.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

Details are as follows:

S. No.	Name of the proposed allottee and Status	Name of the ultimate beneficial owner	Fresh allotment of equity shares under Tranche I Issue	Post Allotment holding		Fresh allotment of equity shares under Tranche II Issue upon conversion	Post Allotment holding after Tranche II Issue and conversion thereof	
				No. of Shares	Percentage		No. of Shares	Percentage
1.	All Trade Consultants Pvt. Ltd.	Sushila Devi Agarwal and Vidya Agarwal	40,00,000	40,00,000	0.40	0	40,00,000	0.35
2.	Amar Alliance Securities Pvt. Ltd.	Divyanshu Aggarwal	10,00,000	10,00,000	0.10	0	10,00,000	0.09
3.	Anant Aggarwal	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
4.	Ananthkrishna Subramanian Iyer	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
5.	Anju Gupta	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
6.	Anuj Premkumar Agarwal HUF	Anuj Premkumar Agarwal	5,00,000	5,00,000	0.05	0	5,00,000	0.04
7.	Aries Opportunities Fund Ltd.	Nitin Singhal.	4,00,00,000	4,00,00,000	3.99	0	4,00,00,000	3.53
8.	Arjun Juneja	Not applicable	10,00,000	10,00,000	0.10	0	10,00,000	0.09
9.	Ashibhadarsh Ventures Pvt. Ltd.	Bhavin Vinod Parekh and Ashita Bhavin Parekh	50,00,000	50,00,000	0.50	0	50,00,000	0.44
10.	Ashwin Mehta HUF	Ashwin Shantilal Mehta	5,00,000	5,00,000	0.05	0	5,00,000	0.04
11.	Bhavana Holdings Pvt. Ltd.	Mahendra Vasantri Doshi	8,00,000	8,00,000	0.08	0	8,00,000	0.07
12.	Biz Secure Labs Pvt. Ltd.	Sanjiv Shayam Kela	5,00,000	5,00,000	0.05	0	5,00,000	0.04
13.	Divyanshu Aggarwal	Not applicable	10,00,000	10,00,000	0.10	0	10,00,000	0.09
14.	Glaxo Finance Pvt. Ltd.	Surendra Kumar Duggar	11,00,000	11,00,000	0.11	0	11,00,000	0.10
15.	Griebs Comosales LLP	Rachit Poddar	10,00,000	10,00,000	0.10	0	10,00,000	0.09
16.	Harihara Mahapatra	Not applicable	2,00,00,000	2,00,00,000	1.99	0	2,00,00,000	1.77
17.	Harit Exports Pvt. Ltd.	Mohit Ramgopal Agarwal	5,00,000	5,00,000	0.05	0	5,00,000	0.04
18.	Hello Money Advisors LLP	Rachit Poddar	10,00,000	10,00,000	0.10	0	10,00,000	0.09
19.	Indrasinh Sajubha Zala	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
20.	Intech Technology DMCC	Amit Patel	20,00,000	20,00,000	0.20	0	20,00,000	0.18
21.	Jehangir Homi Mehta	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
22.	Kapil Garg	Not applicable	10,00,000	10,00,000	0.10	0	10,00,000	0.09
23.	Ketan P Kamdar	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
24.	KIFS International LLP	Vimal P. Khandwala, Rajesh P. Khandwala, and Jayesh P. Khandwala	30,00,000	30,00,000	0.30	0	30,00,000	0.26
25.	Kirti Rungta	Not applicable	2,00,000	2,00,000	0.02	0	2,00,000	0.02
26.	Kollagunta Sreenivasan Gopalaswamy	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
27.	LKP Finance Ltd.	Mahendra Vasantri Doshi	10,00,000	10,00,000	0.10	0	10,00,000	0.09

S. No.	Name of the proposed allottee and Status	Name of the ultimate beneficial owner	Fresh allotment of equity shares under Tranche I Issue	Post Allotment holding		Fresh allotment of equity shares under Tranche II Issue upon conversion	Post Allotment holding after Tranche II Issue and conversion thereof	
				No. of Shares	Percentage		No. of Shares	Percentage
28.	Martina Developers and Fincon Pvt. Ltd.	Anubhav Dham	2,00,000	2,00,000	0.02	0	2,00,000	0.02
29.	Monika Garware	Not applicable	20,00,000	20,00,000	0.20	0	20,00,000	0.18
30.	Morde Foods Pvt. Ltd.	Harshal Chandrakant Morde	20,00,000	20,00,000	0.20	0	20,00,000	0.18
31.	Mridul Das	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
32.	N Ravichandran	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
33.	Navin Mahavirprasad Dalmia	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
34.	Nexta Enterprises LLP	Hardik Mahendra Shah and Geeta Chetan Shah	10,00,000	10,00,000	0.10	0	10,00,000	0.09
35.	Nexus Global Opportunities Fund	Jamal Ibrahim Mohammad Alhaj Alhi	5,00,000	5,00,000	0.05	0	5,00,000	0.04
36.	Om Apex Investment Services Pvt. Ltd.	G Venkatakrishnan Iyer	5,00,000	5,00,000	0.05	0	5,00,000	0.04
37.	Payal Nitin Magiya	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
38.	Prabhudas Lilladher Advisory Services Pvt. Ltd.	Amisha Niraj Vora	5,00,000	5,00,000	0.05	0	5,00,000	0.04
39.	Preeti Mahapatra	Not applicable	20,00,00,000	20,00,00,000	19.95	0	20,00,00,000	17.66
40.	Priya	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
41.	R. Shankari	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
42.	Raghav Investment Pvt Ltd	Ram Prakash Golyan and Madan Lal	40,00,000	40,00,000	0.40	0	40,00,000	0.35
43.	Rajesh K Patel	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
44.	Rakesh Gupta	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
45.	Rashi Fincorp Ltd.	Ashish Singhania and Vivek Singhania"	5,00,000	5,00,000	0.05	0	5,00,000	0.04
46.	Resonance Opportunities Fund	Yajjadeo LOTUN	10,00,000	10,00,000	0.10	0	10,00,000	0.09
47.	Ridhi Vincom Pvt. Ltd.	Rahul Bagaria	20,00,000	20,00,000	0.20	0	20,00,000	0.18
48.	Rohit Agrawal	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
49.	Ruhina Sharma	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
50.	Saloni Jesal Shah	Not applicable	20,00,000	20,00,000	0.20	0	20,00,000	0.18
51.	Sanjiv Shyam Kela	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
52.	Shalini Chandrakant Morde	Not applicable	10,00,000	10,00,000	0.10	0	10,00,000	0.09
53.	Shree Shyam Enterprises	Shakuntla Jain	5,00,000	5,00,000	0.05	0	5,00,000	0.04
54.	Shree Shyam Investments	Megha Bhuvania, Anil Kedia and Kusum Bhuvania	30,00,000	30,00,000	0.30	0	30,00,000	0.26
55.	Vanaja Sundar Iyer	Not applicable	20,00,000	20,00,000	0.20	0	20,00,000	0.18
56.	Vikasa India EIF I Fund - Share Class P	Mark Andrew Rankin, Dorsey Randal Buttram Jr. and Roshen Pujari	5,00,000	5,00,000	0.05	0	5,00,000	0.04
57.	Viney Parkash Aggarwal	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
58.	Vishal Nitin Sampat	Not applicable	5,00,000	5,00,000	0.05	0	5,00,000	0.04
59.	Arunim Purkayastha	Not applicable	0	0	0.00	1,00,00,000	1,00,00,000	0.88

S. No.	Name of the proposed allottee and Status	Name of the ultimate beneficial owner	Fresh allotment of equity shares under Tranche I Issue	Post Allotment holding		Fresh allotment of equity shares under Tranche II Issue upon conversion	Post Allotment holding after Tranche II Issue and conversion thereof	
				No. of Shares	Percentage		No. of Shares	Percentage
60.	Elara India Oppurtunites Fund Ltd.	Rajendra Bhatt	0	0	0.00	10,00,00,000	10,00,00,000	8.83
61.	Jyoti Gupta	Not applicable	0	0	0.00	50,00,000	50,00,000	0.44
62.	Mayur Gupta	Not applicable	0	0	0.00	50,00,000	50,00,000	0.44
63.	Silver Stallion Ltd.	Bharti Amul Shah and Amul Shah	0	0	0.00	1,00,00,000	1,00,00,000	0.88
Total			31,83,00,000			13,00,00,000		

There will be no change of control in the Company consequent to the preferential issue.

- 12. Details of preferential issues already been made by the Company during the financial year 2023-24:** During the financial year 2023-24, the Company has made allotment of 3,41,72,000 (Three Crore Forty One Lakh Seventy Two Thousand only) equity shares of the face value of Rs.10 (Rupees Ten) each and 13,14,08,514 (Thirteen Crore Fourteen Lakh Eight Thousand Five Hundred Fourteen only) warrants, having option to apply for and be allotted equivalent number of equity shares of the face value of Rs.10 (Rupees Ten) each to Spice Healthcare Private Limited (Promoter Group) at an issue price of Rs.29.84 (Rupees Twenty Nine and Eighty Four Paise) per share on preferential basis on September 4, 2023. The Company has also made allotment of 4,81,23,186 (Four Crore Eighty One Lakh Twenty Three Thousand One Hundred and Eighty Six only) equity shares of the face value of Rs.10 (Rupees Ten) each to 9 (Nine) aircraft lessors of Carlyle Aviation Partners (Non-Promoters) at an issue price of Rs.48 (Rupees Forty Eight) per share on preferential basis on September 4, 2023 consequent upon conversion of their existing outstanding dues of Rs.2,30,99,12,928 (Rupees Two Hundred and Thirty Crore Ninety Nine Lakh Twelve Thousand Nine Hundred and Twenty Eight only).

- 13. Other disclosures:** No allotment under the present preferential issues are proposed to be made for consideration other than cash. No asset of the Company is being charged as security.

As per Section 62(1)(c) of the Companies Act, 2013, approval of the members by way of special resolution is required for allotment of further shares on preferential basis to above named allottee(s). Accordingly, the consent of the members is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and rules made thereunder and the SEBI ICDR Regulations to issue and allot equity shares on preferential basis as stated in the special resolution.

The directors recommend the resolutions for your approval.

None of the directors and key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the resolution no. 3 and 4.

Item No. 5

Mr. Ajay Aggarwal (DIN: 00001122) was appointed as an Independent Director of the Company for a period of five years effective from February 11, 2019, and he holds office as an Independent Director of the Company upto February 10, 2024. As per the provisions of the Companies Act, 2013 (the “Act”) and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), an independent director can hold office for a term of upto five consecutive years on the board of a company and can be re-appointed for another term of five consecutive years with the approval of members by way of a special resolution.

The Board of Directors in its meeting held on December 4, 2023 on the recommendation of the Nomination and Remuneration Committee and after taking into consideration the performance evaluation, background, experience and contribution made by Mr. Aggarwal during his tenure as an Independent Director of the Company, decided that the continued association of Mr. Aggarwal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director of the Company and approved the re-appointment of Mr. Aggarwal as an Independent Director of the Company, for a second term of five consecutive years, effective from February 11, 2024 to February 10, 2029, subject to requisite approval of members.

Mr. Aggarwal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent and information/disclosures as prescribed under the Act and applicable provisions of the SEBI Listing Regulations. The Company has also received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Aggarwal for the office of Independent Director of the Company.

The Company has also received the following from Mr. Aggarwal:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (the “Directors Appointment Rules”);

- (ii) Intimation in Form DIR-8 in terms of the Directors Appointment Rules to the effect that he is not disqualified under Section 164(2) of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under the SEBI Listing Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Directors Appointment Rules, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Aggarwal, fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and he is independent of the management. Considering his area of expertise, rich experience and independence towards the Company, the appointment of Mr. Aggarwal has been proposed.

A copy of the draft letter for re-appointment of Mr. Aggarwal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office on working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon from the date of circulation of the Notice upto the closure of remote e-voting.

The directors recommend the resolution for your approval.

Except, Mr. Aggarwal, none of the directors and key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the said resolution.

Item No. 6

Mr. Manoj Kumar (DIN: 00072634) was appointed as an Independent Director of the Company for a period of five years effective from May 28, 2019, and he holds office as an Independent Director of the Company upto May 27, 2024. As per the provisions of the Companies Act, 2013 (the "**Act**") and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), an independent director can hold office for a term of upto five consecutive years on the board of a company and can be re-appointed for another term of five consecutive years with the approval of members by way of a special resolution.

The Board of Directors in its meeting held on December 4, 2023 on the recommendation of the Nomination and Remuneration Committee and after taking into consideration the performance evaluation, background, experience and contribution made by Mr. Kumar during his tenure as an Independent Director of the Company, decided that the continued association of Mr. Kumar would be beneficial to the

Company and it is desirable to continue to avail his services as an Independent Director of the Company and approved the re-appointment of Mr. Kumar as an Independent Director of the Company, for a second term of five consecutive years, effective from May 28, 2024 to May 27, 2029, subject to requisite approval of members.

Mr. Kumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent and information/disclosures as prescribed under the Act and applicable provisions of the SEBI Listing Regulations. The Company has also received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Kumar for the office of Independent Director of the Company.

The Company has also received the following from Mr. Kumar:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (the "**Directors Appointment Rules**");
- (ii) Intimation in Form DIR-8 in terms of the Directors Appointment Rules to the effect that he is not disqualified under Section 164(2) of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under the SEBI Listing Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Directors Appointment Rules, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Kumar, fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and he is independent of the management. Considering his area of expertise, rich experience and independence towards the Company, the appointment of Mr. Kumar has been proposed.

A copy of the draft letter for re-appointment of Mr. Kumar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office on working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon from the date of circulation of the Notice upto the closure of remote e-voting.

The directors recommend the resolution for your approval.

Except, Mr. Kumar, none of the directors and key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the said resolution.

Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India in respect of re-appointment and/or fixation of remuneration of directors:

Name	Mrs. Shiwani Singh	Mr. Ajay Aggarwal	Mr. Manoj Kumar
DIN	05229788	00001122	00072634
Date of Birth/ Age	November 21, 1971 (52 years)	November 16, 1959 (64 years)	November 16, 1965 (58 years)
Date of first Appointment on the Board of SpiceJet Limited	May 21, 2015	February 11, 2019	May 28, 2019
Qualification	Graduate	B.Sc. (Hons) (Bombay University), Diploma in Multi-Track Recording Tech (USA) Diploma in Financial Management (K.C. College)	B.Com. (Hons) (Delhi University) and Executive Management Program from IIM Ahemdabad
Brief resume and experience	Mrs. Singh is competent businesswoman who takes care of her family's real estate and fashion accessories business. She brings rich and successful experience in general business management and also provides benefit of gender diversity to the Board of Directors.	Mr. Aggarwal have rich experience of over 41 years in providing training resources (videos/simulations/games/e-learning etc.) for Management Skills Development and Maritime Safety Training to Corporates and Shipping Companies across India. With his vast experience in training and development, Mr. Aggarwal brings rich diversity to our Board. He is an active member of Rotary Club of Mumbai Queen's Necklace since 1985 and served as Club President during year 1991-92.	Mr. Kumar is a businessman and he has interest in textile business/trading. He is also a trustee of Hindu College, Lady Shri Ram College of Delhi University and Rtn. Naqshband Institute for Physically Challenged. Mr. Kumar is also an active member of Rotary Club of Delhi Midtown. He brings with him multilevel experience in business management which will also help the Company in having diversified knowledge based portfolio of the Board.
No. of Board meetings attended during the year 2022-23	1 (one)	3 (three)	3 (three)
Relationship with directors and Key Managerial Personnel	Mrs. Shiwani Singh is spouse of Mr. Ajay Singh, Chairman & Managing Director	Nil	Nil
Directorship in other companies as on March 31, 2023	Argentum Electric Vehicles Pvt. Ltd., Canvin Real Estate Pvt. Ltd., Greenline Communication Pvt. Ltd., Greenline Transit System Pvt. Ltd., I2N Technologies Pvt. Ltd., Multipurpose Trading and Agencies Ltd., Pan India Motors Pvt. Ltd., Spice Club Pvt. Ltd., Spice Ground Handling Services Pvt. Ltd., Spice Shuttle Pvt. Ltd., Spice Wecare Pvt. Ltd., SpiceJet Innovate Pvt. Ltd., SpiceJet Interactive Pvt. Ltd., SpiceJet Merchandise Pvt. Ltd., SpiceJet Technic Pvt. Ltd., SpiceTech System Pvt. Ltd., SpiceXpress and Logistics Pvt. Ltd. and Star Bus Services Pvt. Ltd.	A3M Direct Brand Purchase Pvt. Ltd., Multi Media Hrd Pvt. Ltd. and Viridis Chemicals Pvt. Ltd.	B H P C Clothing Pvt. Ltd., DCM Shriram Industries Ltd., M R Ram Chand and Co Pvt. Ltd., Raghushree Sales Pvt. Ltd. and Select World Tours (India) Pvt. Ltd.

Name	Mrs. Shiwani Singh	Mr. Ajay Aggarwal	Mr. Manoj Kumar
Chairperson/ Member of the Committee of the Board of Directors of SpiceJet Limited as on March 31, 2023	Audit Committee - Member	Audit Committee - Member	Audit Committee - Member
	Corporate Social Responsibility Committee - Member	Nomination and Remuneration Committee - Chairperson	Nomination and Remuneration Committee - Member
	Stakeholders Relationship Committee - Member	Corporate Social Responsibility Committee - Chairperson	Stakeholder Relationship Committee - Chairperson
Chairperson/ Member of the Committee of other companies in which he/she is a Director as on March 31, 2023	Multipurpose Trading & Nil Agencies Ltd.:		DCM Shriram Industries Ltd:
	Nomination and Remuneration Committee - Chairperson		Risk Management Committee - Member
	Stakeholder Relationship Committee - Chairperson		Audit Committee - Member
Shareholding in the company (equity shares of Rs.10 each) as on March 31, 2023	6,001	20,000	8,000
Remuneration to be paid	Nil	Nil	Nil
Remuneration last drawn	Nil	Nil	Nil

**No remuneration is being paid to non-executive directors other than the sitting fee for attending meetings of the Board and reimbursement for expenses incurred for participating in such meetings.*