



## SpiceJet Limited

Regd. Office: Murasoli Maran Towers, 73, MRC Nagar Main Road, MRC Nagar, Chennai- 600 028

### POSTAL BALLOT NOTICE

Notice is hereby given to the Members of SpiceJet Limited pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, to transact the following special businesses by passing the Resolutions through Postal Ballot:

#### 1. 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 give assent/ dissent to the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Section 81(1A) and any other applicable provisions of the Companies Act, 1956 and any applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with Stock Exchange(s), where the shares of the Company are listed and in accordance with the applicable guidelines issued by Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Government of India ("GOI") or any other authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory and government approvals, permissions or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company and/ or duly authorised Committee of the Board of Directors of the Company (hereinafter referred to as the "Board"), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot (i) upto 45,000,000 (Forty Five Million) Warrants, having option to apply for and be allotted equivalent number of equity shares of the face value of Rs.10 each of an aggregate nominal amount of upto Rs.450,000,000 (Rupees Four Hundred Fifty Million) to M/s Kal Airways Private Limited ("KAL"), Promoter of the Company; and (ii) upto 19,169,000 (Nineteen Million One Hundred and Sixty Nine Thousand) Warrants, having option to apply for and be allotted equivalent number of equity shares of the face value of Rs.10 each of an aggregate nominal amount of upto Rs.191,690,000 (Rupees One Hundred Ninety One Million and Six Hundred Ninety Thousand) to Mr. Kalanithi Maran ("KM"), Promoter of the Company; (KAL and KM jointly referred to as "Allottees" and individually as "Allottee") on preferential basis, in one or more tranches at an issue price to be determined in accordance with Regulation 76 of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and on such terms and conditions as the Board may deem fit.

Resolved further that the "Relevant Date" for calculating the minimum issue price of the Warrants (including resultant equity shares arising out of exercise of option attached to the Warrants), in terms of Regulation 71 of SEBI ICDR Regulations shall be January 10, 2014.

Resolved further that the terms and conditions of the Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be as follows:

- a) Amount equivalent to at least twenty five per cent of the consideration determined in terms of Regulation 76 of 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.
- b) The consideration for allotment of Warrants and/or equity shares arising out of exercise of option attached to Warrants shall be paid to the Company from the Bank Account of the Allottees.
- c) Pursuant to Regulation 74(4) of SEBI ICDR Regulations, the allotment shall only be made in dematerialised form.
- d) The currency of Warrants to subscribe to equity shares shall be eighteen months from the date of allotment of Warrants. Provided that the Allottee shall not be entitled to apply for equity shares against such Warrants on or before March 31, 2014. 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 Warrant shall be forfeited by the Company.
- e) The equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis shall be locked-in for a period of three years from the date of trading approval granted by the Stock Exchange for equity shares allotted pursuant to exercise of the option attached to Warrants in accordance with Regulation 78 of SEBI ICDR Regulations. Provided that equity shares allotted in excess of the twenty per cent of the total capital of the Company shall be locked-in for a period of one year from the date of trading approval granted by the Stock Exchange for equity shares allotted pursuant to exercise of options.
- f) The entire pre-preferential allotment shareholding of the Allottees if any shall be locked-in from the Relevant Date upto a period of six months from the date of trading approval granted by the Stock Exchange.
- g) 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.

Resolved further that the Board be and is hereby authorized to apply for and get the equity shares arising out of exercise of the Warrants listed on the Stock Exchange(s), where the equity shares of the Company are listed and the equity shares so allotted on exercise of option attached to Warrants shall rank pari-passu in all respect with the existing equity shares of the Company.

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 utilisation of the proceeds 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 shareholders of the Company to the intent that the shareholders 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 as it may consider appropriate in order to give effect to this resolution."

## 2. Borrowing Powers of the Board of Directors of the Company:

To consider and, if thought fit, to give assent/ dissent to the following resolution as a Special Resolution:

"Resolved that in pursuance of the provisions of Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies Act, 1956, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money from time to time up to a limit not exceeding in aggregate Rs.5,000 Crores (Rupees Five Thousand Crores) notwithstanding that the money to be borrowed, together with money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say reserves not set part for any specific purpose."

Place : Chennai  
Date : January 9, 2014

By Order of the Board of Directors

Sd/-  
Chandan Sand  
GM (Legal) & Company Secretary

### Notes:

- Pursuant to Section 102 of the Companies Act, 2013 read with Section 192A (2) of the Companies Act, 1956 a statement setting out material facts and reasons for proposed special businesses is annexed hereto.
- The Board of Directors in its meeting held on January 9, 2014 has appointed Mrs. Lakshmmi Subramanian, Practicing Company Secretary, as Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.
- The notice is being sent to all the Members whose names appear in the Members Register/ Records as on January 3, 2014 by post and electronically by e-mail to those Members who have registered e-mail IDs.
- All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 1:00 p.m. and 3:00 p.m. upto the date of declaration of Postal Ballot Results by the Company.
- A Member desiring to exercise voting through Postal Ballot may complete the enclosed Postal Ballot Form and send the self addressed Business Reply Letter to the Scrutinizer. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, may also be sent through courier or by registered post at the expense of the registered Member. The envelopes may also be deposited personally at the address given thereon. The envelopes containing the Postal Ballot Form should reach the Company not later than 5:00 p.m. on February 10, 2014. If the ballots are received thereafter they shall be deemed to be not received.
- The Company is offering e-voting facility as an alternate, for its Members to enable them cast their vote electronically instead of dispatching Postal Ballot. The instructions for Members for e-voting are as under:
  - Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
  - Enter the login credentials (i.e., user ID and password) mentioned on the Postal Ballot Form. Your Folio/DP Client ID will be your User-ID.

User ID	<i>For Members holding shares in Demat Form:</i> a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID <i>For Members holding shares in Physical Form:</i> <u>Event no.</u> followed by 9 character alpha numeric Folio Number registered with the Company
Password	Your unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- After entering these details appropriately, click on "LOGIN".
- Members will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z) one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that the said company opts for e-voting through M/s. Karvy Computershare Private Limited ("**Karvy**") e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc. on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, system will prompt to select the "Event" i.e., 'SpiceJet Limited'.
- If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your exiting login ID and password are to be used.
- On the voting page, you will see Resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If you do not want to cast your vote, select 'ABSTAIN'.
- After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- Corporate/Institutional Members (corporate /FIs/FIIs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board Resolution to the Scrutinizer through e-mail to [lakshmmi6@gmail.com](mailto:lakshmmi6@gmail.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "SpiceJet Limited\_Event no."
- Please contact toll free no. 1-800-34-54-001 of Karvy for any further clarifications.
- Members can cast their vote online upto 5.00 p.m. on February 10, 2014.

7. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting done through physical ballot shall prevail and voting done by e-voting will be treated as invalid.
8. In line with the "Green initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing emails as one of the modes of service of notice/documents on the shareholders and pursuant to Rule 3(a)(iii) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is sending this notice electronically on the e-mail addresses as obtained from the Depositories/ Members. Such individual Members may exercise their voting electronically as per the procedure given above. In case, a Member does not want to avail the e-voting facility organised through Karvy, such Member may send a request to the Company for obtaining the Notice and Postal Ballot in physical form. On receipt of such request, the Company will despatch the same in physical form to enable the Member to send back the duly signed Postal Ballot by February 10, 2014.
9. Upon completion of scrutiny of the postal ballot voting, the Scrutinizer will submit her report to the Chairman of the Board of the Company. Subsequently, result of the Postal Ballot will be announced by the Company on February 11, 2014 at the Registered Office of the Company and the resolutions will be taken as passed effectively on the date of such declaration of the result by the Chairman of the Board of the Company, if assented to by the requisite majority. The date of declaration of the result by the Chairman of the Board of the Company shall be deemed to be the date of general meeting convened in that behalf. The result of the Postal Ballot shall also be published in newspapers and also posted on the website of the Company, [www.spicejet.com](http://www.spicejet.com).

#### Statement under Section 102 of the Companies Act, 2013

The statement under Section 102 of the Companies Act, 2013 setting out material facts of special businesses of the accompanying Notice set out hereinabove is as under:

##### Item No. 1

Section 81 of the Companies Act, 1956 provides, inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares; such further shares shall be offered to the existing shareholders of the company in the manner laid down in Section 81 unless the shareholders decide otherwise. Hence, consent of the shareholders by way of special resolution is being sought pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable and in terms of the provisions of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and the Listing Agreement executed by the Company with the Stock Exchange where the shares of the Company are listed.

Certain information in relation to the issue of Warrants including the information as required under Chapter VII of the SEBI ICDR Regulations and the terms and conditions of the issue are as under:

##### a) Objects of the Issue

The proceeds of the preferential issue are proposed to be utilized for expansion program of the Company, its working capital requirements and repayment of loans.

##### b) The intention of the promoters/ directors/ key management persons to subscribe to this offer

The proposed issue of Warrant shall be acquired by M/s. Kal Airways Private Limited and Mr. Kalanithi Maran, Promoters of the Company.

##### c) Pricing of the Issue

The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following:

- i) The average of the weekly high and low of the closing prices of the related equity shares quoted on the stock exchange during the twenty six weeks preceding the Relevant Date;
- OR
- ii) The average of the weekly high and low of the closing prices of the related equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date

##### Explanation

"Relevant Date" for this purpose means the date thirty days prior to the date on which the meeting of shareholders is held, determined as per Regulation 71 of SEBI ICDR Regulations to consider proposed issue in terms of Section 81(1A) of the Companies Act, 1956. Where the Relevant Date falls on a Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

The date of declaration of the result of Postal Ballot by the Chairman of the Board of the Company i.e. February 11, 2014 shall deemed to be the date of general meeting convened in that behalf. Accordingly the Relevant Date for this proposed preferential issue is January 10, 2014.

"Stock Exchange" for this purpose shall mean any of the recognised stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the Relevant Date.

##### d) Proposed time within which allotment will be completed

The allotment of Warrants shall be completed within a period of fifteen days from the date of passing the resolution by the shareholders through postal ballot, provided that when the allotment on preferential basis is pending on account of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within fifteen days from the receipt of such approval.

##### e) Identity of Proposed Allottees

S. No.	Name of proposed allottee	Status	Fresh allotment of equity shares	Post Allotment holding	
1.	M/s Kal Airways Private Limited*	Promoter	45,000,000	201,518,005	33.62%
2.	Mr. Kalanithi Maran	Promoter	19,169,000	148,910,753	24.84%
<b>Total</b>			<b>64,169,000</b>	<b>350,428,758</b>	<b>58.46%</b>

\* Mr. Kalanithi Maran, Promoter of the Company ultimately controls M/s. Kal Airways Private Limited.

The proposed allotment of Warrants on preferential basis (if made) and exercise of option attached to such Warrants will not result in change in management or control of the Company as per the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof.

**f) Pre-issue & Post-issue Shareholding Pattern of the Company**

The shareholding pattern of the Company Pre and Post exercise of option attached to Warrant issued on preferential basis is as mentioned below:

Category of shareholder	Pre-Issue as on January 3, 2014		Post- Issue <sup>#</sup>	
	Total number of shares	Percentage of total number of shares	Total number of shares	Percentage of total number of shares
Indian Promoters	286,259,758	53.48	350,428,758	58.46
Foreign Promoters	-	-	-	-
<b>Total Indian Promoter and Foreign Promoter</b>	<b>286,259,758</b>	<b>53.48</b>	<b>350,428,758</b>	<b>58.46</b>
<b>Public shareholding</b>				
Institutions	17,711,163	3.31	17,711,163	2.95
Non-institutions	231,310,262	43.21	231,310,262	38.59
<b>Total Public Shareholding</b>	<b>249,021,425</b>	<b>46.52</b>	<b>249,021,425</b>	<b>41.54</b>
<b>Grand Total</b>	<b>535,281,183</b>	<b>100.00</b>	<b>599,450,183</b>	<b>100.00</b>

<sup>#</sup>The aforesaid percentages are based on capital as on January 3, 2014 without taking into consideration any potential dilutions by way of issuance of shares under the ESOP schemes.

**g) Undertaking regarding re-computation of price**

The Company undertakes to re-compute the price of the specified securities in terms of the provision of the SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the Allottee.

**h) Auditors' Certificate**

A copy of the certificate from Company's statutory auditors, M/s S. R. Batliboi & Associates LLP, Chartered Accountants certifying that the preferential issue of Warrant are being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 1:00 p.m. and 3:00 p.m. upto the date of declaration of results of Postal Ballot.

As per Section 81 (1A) of the Companies Act, 1956, approval of the Members by way of special resolution is required for allotment of further shares on preferential basis. Accordingly, the consent of the Members is being sought, pursuant to the provisions of Section 81 (1A) and other applicable provisions of the Companies Act, 1956, Companies Act, 2013 and SEBI ICDR Regulations, and in terms of the provisions of the Listing Agreements, to issue and allot Warrants having option to apply for and be allotted equivalent number of equity shares under the Preferential Issue as stated in the Special Resolution.

The Directors recommend the resolution for your approval.

Mr. Kalanithi Maran (Promoter & Director) alongwith his spouse Mrs. Kavery Kalanithi (Directors) hold the entire share capital of M/s. Kal Airways Private Limited.

Mr. S. Natrajhen (Managing Director) is also acting as Managing Director of M/s. Kal Airways Private Limited.

Except Mr.Kalanithi Maran, Mrs. Kavery Kalanithi and Mr. S. Natarajhen 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. 2**

The shareholders in their meeting held on November 29, 2005 by passing an ordinary resolution accorded their consent to the Board under Section 293(1)(d) of the Companies Act, 1956 to borrow money from time to time up to a limit not exceeding in aggregate Rs.5,000 Crore.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the shareholders in general meeting by way of special resolution, borrow monies in excess of the aggregate of the paid-up share capital of the Company and its free reserves.

In order to be compliant with the provisions of Companies Act, 2013, the directors once again recommend the resolution for your approval as a special resolution to borrow monies which may exceed at any time the aggregate of the paid-up share capital of the Company and its free reserves but not exceeding Rs.5,000 Crores (Rupees Five Thousand Crores only) .

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 except to the extent of loan which may be provided by them to the Company.

Place : Chennai  
Dated : January 9, 2014

By Order of the Board of Directors

Sd/-  
Chandan Sand  
GM (Legal) & Company Secretary