



**SpiceJet Limited**

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

December 29, 2015

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

**Subject: Outcome of 31<sup>st</sup> Annual General Meeting of SpiceJet Limited**

Dear Sir,

This is to inform you that the Members of SpiceJet Limited (the “**Company**”) at its 31<sup>st</sup> Annual General Meeting held on December 28, 2015, approved the following resolution by requisite majority:

1. Adoption of Balance Sheet as at March 31, 2015, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. Appointment of M/s S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No: 101049W), retiring auditors, as the Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.
3. Appointment of Mr. Ajay Singh as Director of the Company.
4. Appointment of Mrs. Shiwani Singh as Director of the Company.
5. Appointment of Mr. R. Sasiprabhu as an Independent Director of the Company.
6. Investments under Section 186 of the Companies Act, 2013.
7. Creation of charges on the movable and immovable properties of the Company.

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

Thanking you,

Yours truly,

For SpiceJet Limited

Chandan Sand  
VP (Legal) & Company Secretary

Encl: As above

**Mahesh Gupta & Company**  
**Company Secretaries**

Wadhwa Complex Chamber No. 110, G.F. D-288-289/10, Laxmi Nagar,  
Delhi 110 092

**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 and 109 of the Companies Act, 2013, read with the Companies  
(Management and Administration) Rules, 2014]

December 28, 2015

To,  
The Chairman,  
SpiceJet Limited,  
Indira Gandhi International Airport,  
Terminal 1D,  
New Delhi – 110037

Dear Sir,

**Subject: Scrutinizer's Report on e-voting and poll conducted pursuant to the provisions of  
Section 108 and 109 of the Companies Act, 2013 read with Rules of the Companies  
(Management and Administration) Rules, 2014)**

I, Mahesh Kumar Gupta, Company Secretary, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi – 110 092, appointed as a Scrutinizer by the Board of Directors of SpiceJet Limited (the "Company"), pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rules of the Companies (Management and Administration) Rules, 2014, for the purpose of e-voting and poll carried out as per the provisions of Companies Act, 2013 in respect of the resolution(s) mentioned in the Notice of 31<sup>st</sup> Annual General Meeting ("AGM") of the Company held on December 28, 2015 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003, submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means for the resolutions contained in the Notice of the 31<sup>st</sup> AGM dated December 1, 2015 (the "Notice") of the Company. My responsibility as a scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions mentioned in the Notice, based on the reports generated from the e-voting platform provided by M/s. Karvy Computershare Private Limited, the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means.
2. In accordance with the Notice dispatched to the Members of the Company by prescribed mode on December 3, 2015 and the Advertisement published pursuant to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 on December 6, 2015 in "Financial Express" in English and in "Jan satta" in Hindi, the e-voting opened at 9:00 A.M. on December 24, 2015 and remained open upto 5:00 P.M. on December 27, 2015.



3. The Members holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. December 21, 2015 were entitled to vote on the proposed resolution item no. 1 to 7 as set out in the Notice.
4. After the time fixed for closing of the poll by the Chairman at the AGM, two (2) Ballot Boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
5. The locked Ballot Boxes were subsequently opened in our presence and the votes were unlocked on December 28, 2015 around 10:00 A.M. in the presence of two witnesses, Mr. Rakesh Jamwal and Mr. Vinod Negi, who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

Rakesh Jamwal

Vinod Negi

6. The e-votes were unblocked on December 28, 2015 around 10:00 A.M. in the presence of two witnesses, Mr. Rakesh Jamwal and Mr. Vinod Negi, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Rakesh Jamwal

Vinod Negi

7. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the e-voting website of M/s. Karvy Computershare Private Limited.

The consolidated result of the e-voting and the polling at the 31<sup>st</sup> AGM, for the resolutions starting from serial no. 1 to 7 are passed with the requisite majority, are as under:

**Item No. 1: Adoption of financial statements of the Company for the year ended March 31, 2015: Ordinary Resolution**

(i) Voted 'in favour' of the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'in favour' of resolution	% of total number of valid votes cast
E-Voting			
Public	59	2,522,436	
Promoters	-	-	
<b>Total</b>	<b>59</b>	<b>2,522,436</b>	
Voting through Polling paper (in person or by proxy)			
Public	129	39,785	
Promoters	3	361,560,624	
<b>Total</b>	<b>132</b>	<b>361,600,409</b>	
<b>Grand Total</b>	<b>191</b>	<b>364,122,845</b>	<b>99.98</b>



(ii) Voted 'against' the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'against' of resolution	% of total number of valid votes cast
E-Voting			
<i>Public</i>	1	56,000	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>1</b>	<b>56,000</b>	
Voting through Polling paper (in person or by proxy)			
<i>Public</i>	7	7	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>7</b>	<b>7</b>	
<b>Grand Total</b>	<b>8</b>	<b>56,007</b>	<b>0.02</b>

(iii) Votes 'invalid':

Mode of voting	Total number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-Voting	1	600
Postal Paper	3	481
<b>Total</b>	<b>4</b>	<b>1,081</b>

**Item No. 2: Appointment of M/s S. R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company: Ordinary Resolution**

(i) Voted 'in favour' of the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'in favour' of resolution	% of total number of valid votes cast
E-Voting			
<i>Public</i>	57	2,576,750	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>57</b>	<b>2,576,750</b>	
Voting through Polling paper (in person or by proxy)			
<i>Public</i>	129	39,785	
<i>Promoters</i>	3	361,560,624	
<b>Total</b>	<b>132</b>	<b>361,600,409</b>	
<b>Grand Total</b>	<b>189</b>	<b>364,177,159</b>	<b>100.00</b>

(ii) Voted 'against' the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'against' of resolution	% of total number of valid votes cast
E-Voting			
<i>Public</i>	2	405	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>2</b>	<b>405</b>	



Voting through Polling paper (in person or by proxy)			
<i>Public</i>	7	7	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>7</b>	<b>7</b>	
<b>Grand Total</b>	<b>9</b>	<b>412</b>	<b>0.00 (negligible)</b>

(iii) Votes 'invalid':

Mode of voting	Total number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-Voting	2	1,881
Postal Paper	3	481
<b>Total</b>	<b>5</b>	<b>2,362</b>

**Item No. 3: Appointment of Mr. Ajay Singh as Director: Ordinary Resolution**

(i) Voted 'in favour' of the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'in favour' of resolution	% of total number of valid votes cast
E-Voting			
<i>Public</i>	59	2,522,436	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>59</b>	<b>2,522,436</b>	
Voting through Polling paper (in person or by proxy)			
<i>Public</i>	129	39,785	
<i>Promoters</i>	3	361,560,624	
<b>Total</b>	<b>132</b>	<b>361,600,409</b>	
<b>Grand Total</b>	<b>191</b>	<b>364,122,845</b>	<b>99.98</b>

(ii) Voted 'against' the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'against' of resolution	% of total number of valid votes cast
E-Voting			
<i>Public</i>	1	56,000	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>1</b>	<b>56,000</b>	
Voting through Polling paper (in person or by proxy)			
<i>Public</i>	7	7	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>7</b>	<b>7</b>	
<b>Grand Total</b>	<b>8</b>	<b>56,007</b>	<b>0.02</b>



(iii) Votes 'invalid':

Mode of voting	Total number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-Voting	1	600
Postal Paper	3	481
<b>Total</b>	<b>4</b>	<b>1,081</b>

**Item No. 4: Appointment of Mrs. Shiwani Singh as Director: Ordinary Resolution**

(i) Voted 'in favour' of the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'in favour' of resolution	% of total number of valid votes cast
E-Voting			
<i>Public</i>	54	2,421,013	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>54</b>	<b>2,421,013</b>	
Voting through Polling paper (in person or by proxy)			
<i>Public</i>	129	39,785	
<i>Promoters</i>	3	361,560,624	
<b>Total</b>	<b>132</b>	<b>361,600,409</b>	
<b>Grand Total</b>	<b>186</b>	<b>364,021,422</b>	<b>99.96</b>

(ii) Voted 'against' the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'against' of resolution	% of total number of valid votes cast
E-Voting			
<i>Public</i>	6	156,142	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>6</b>	<b>156,142</b>	
Voting through Polling paper (in person or by proxy)			
<i>Public</i>	7	7	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>7</b>	<b>7</b>	
<b>Grand Total</b>	<b>13</b>	<b>156,149</b>	<b>0.04</b>

(iii) Votes 'invalid':

Mode of voting	Total number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-Voting	2	1,881
Postal Paper	3	481
<b>Total</b>	<b>5</b>	<b>2,362</b>



**Item No. 5: Appointment of Mr. R. Sasiprabhu as an Independent Director of the Company: Ordinary Resolution**

(i) Voted 'in favour' of the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'in favour' of resolution	% of total number of valid votes cast
E-Voting			
<i>Public</i>	59	2,549,555	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>59</b>	<b>2,549,555</b>	
Voting through Polling paper (in person or by proxy)			
<i>Public</i>	129	39,785	
<i>Promoters</i>	3	361,560,624	
<b>Total</b>	<b>132</b>	<b>361,600,409</b>	
<b>Grand Total</b>	<b>191</b>	<b>364,149,964</b>	<b>99.99</b>

(ii) Voted 'against' the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'against' of resolution	% of total number of valid votes cast
E-Voting			
<i>Public</i>	2	22,600	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>2</b>	<b>22,600</b>	
Voting through Polling paper (in person or by proxy)			
<i>Public</i>	7	7	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>7</b>	<b>7</b>	
<b>Grand Total</b>	<b>9</b>	<b>22,607</b>	<b>0.01</b>

(iii) Votes 'invalid':

Mode of voting	Total number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-Voting	2	1,881
Postal Paper	3	481
<b>Total</b>	<b>5</b>	<b>2,362</b>



Item No. 6: Investments under Section 186 of the Companies Act, 2013: Special Resolution

(i) Voted 'in favour' of the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'in favour' of resolution	% of total number of valid votes cast
E-Voting			
<i>Public</i>	54	2,376,304	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>54</b>	<b>2,376,304</b>	
Voting through Polling paper (in person or by proxy)			
<i>Public</i>	129	39,785	
<i>Promoters</i>	3	361,560,624	
<b>Total</b>	<b>132</b>	<b>361,600,409</b>	
<b>Grand Total</b>	<b>186</b>	<b>363,976,713</b>	<b>99.94</b>

(ii) Voted 'against' the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'against' of resolution	% of total number of valid votes cast
E-Voting			
<i>Public</i>	7	202,132	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>7</b>	<b>202,132</b>	
Voting through Polling paper (in person or by proxy)			
<i>Public</i>	7	7	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>7</b>	<b>7</b>	
<b>Grand Total</b>	<b>14</b>	<b>202,139</b>	<b>0.06</b>

(iii) Votes 'invalid':

Mode of voting	Total number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-Voting	1	600
Postal Paper	3	481
<b>Total</b>	<b>4</b>	<b>1,081</b>





**Item No. 7: Creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings: Special Resolution**

(i) Voted 'in favour' of the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'in favour' of resolution	% of total number of valid votes cast
E-Voting			
<i>Public</i>	50	2,010,274	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>50</b>	<b>2,010,274</b>	
Voting through Polling paper (in person or by proxy)			
<i>Public</i>	129	39,785	
<i>Promoters</i>	3	361,560,624	
<b>Total</b>	<b>132</b>	<b>361,600,409</b>	
<b>Grand Total</b>	<b>182</b>	<b>363,610,683</b>	<b>99.84</b>

(ii) Voted 'against' the resolution:

Mode of voting	Number of Members voted	Number of votes cast 'against' of resolution	% of total number of valid votes cast
E-Voting			
<i>Public</i>	9	566,806	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>9</b>	<b>566,806</b>	
Voting through Polling paper (in person or by proxy)			
<i>Public</i>	7	7	
<i>Promoters</i>	-	-	
<b>Total</b>	<b>7</b>	<b>7</b>	
<b>Grand Total</b>	<b>16</b>	<b>566,813</b>	<b>0.16</b>

(iii) Votes 'invalid':


Mode of voting	Total number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-Voting	3	1,956
Ballot Paper	3	481
<b>Total</b>	<b>6</b>	<b>2,437</b>



8. Register of Ballot Paper and all other relevant records of voting process given/provided/ maintained in electronic mode and the Ballot Paper will remain in our custody until the Chairman of the Company considers, approves and signs the minutes of proceeding of the 31<sup>st</sup> AGM and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking you,

Yours truly,  
For Mahesh Gupta & Company

  
Mahesh Kumar Gupta  
FCS: 2870: CP: 1999



Countersigned by



Chairman  
SpiceJet Limited