



SpiceJet Limited
319 Udyog Vihar, Phase-IV,
Gurgaon 122016, Haryana, India.
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December 27, 2016

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

Subject: Outcome of 32nd Annual General Meeting of SpiceJet Limited

Dear Sir,

This is to inform you that the Members of SpiceJet Limited (the “**Company**”) at its 32nd Annual General Meeting held on December 26, 2016, approved the following resolution by requisite majority:

1. Adoption of Balance Sheet as at March 31, 2016, 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 Mr. Ajay Singh (DIN: 01360684), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No: 101049W/E300004), 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 36th Annual General Meeting on such remuneration as may be fixed by the Board.
4. Appointment of Mr. Anurag Bhargava (DIN: 01297542) as an Independent Director of the Company.
5. Appointment of Dr. Harsha Vardhana Singh (DIN: 07110296) as an Independent Director of the Company.
6. Payment of Remuneration to Mr. Ajay Singh (DIN: 01360684), Managing Director 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

Wedhwa 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 Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,
The Chairman
32nd Annual General Meeting of the Equity Shareholders of
SPICEJET LIMITED
Held on Monday, 26th December, 2016 at 10:00 A.M.,
at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road,
New Delhi-110003

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting & voting through polling paper conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rules of the Companies (Management and Administration) Rules, 2014) and amendment thereof.

I, Mahesh Kumar Gupta, Practicing Company Secretary, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi - 110092, was appointed as a Scrutinizer by the Board of Directors of SpiceJet Limited ("the Company"), pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 & amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for conducting remote e-voting and voting through polling paper in respect of the below mentioned resolution(s) proposed at the 32nd meeting of the Equity Shareholders of SpiceJet Limited, held on Monday, 26th December, 2016 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003

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 and polling paper received on the resolutions contained in the Notice of 32nd Annual General Meeting (AGM) of the Equity Shareholders of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by the M/s. Karvy Computershare Private Limited ("Karvy"),



the Authorized Agency appointed by the Company for providing remote e-voting facilities and polling paper received by the Company.

I have completed the scrutiny of online voting (remote e-voting) and polling papers received and submit my report as under:-

1. The Company had provided the remote e-voting facility offered by M/s. Karvy Computershare Private Limited ("**Karvy**"), to the shareholders of the Company.
2. In accordance with the Notice of the 32nd AGM dated 25th November, 2016 sent to the shareholders and the "Advertisement " published pursuant to the Rule [20(3)(v)] of the Companies (Management and Administration) Rules, 2014 & amendment thereof on 3rd December, 2016 in "The Financial Express" in English and on 3rd December, 2016 in "Jan satta" in Hindi.
3. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 19th December, 2016 were entitled to vote on the proposed resolution(s) item no. 1 to 6 as set out in the Notice of the AGM of SpiceJet Limited by remote e-voting or voting through polling paper at AGM.
4. The remote e-voting period remained open from 9:00 A.M. on 22nd December, 2016 up to 5:00 P.M. on 25th December, 2016.
5. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote e-voting were downloaded from the e-voting website of **Karvy** (<https://evoting.karvy.com>) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 32nd AGM.
6. After the time fixed for closing of the poll by the Chairman, Two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
7. The locked ballot box were subsequently unblocked on 26th December, 2016 at 11:15 a.m in my presence along with 2 (two) witnesses (1) Mr. Paras Kaushik (A-110, Gali No. 1, Vikas Marg, Shakarpur, Delhi-110092 and (2) Ms. Kiran Joshi (L-I, 5/290, Sangam Vihar, New Delhi-110080) who are not in the employment of the Company and the poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the votes being unblocked in their presence. 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.

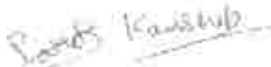


Paras Kaushik

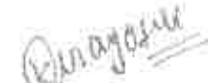


Kiran Joshi

8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. After counting, the votes casted by the members and proxy holders present at the 32nd AGM, through polling paper, the votes casted through remote e-voting were unblocked on 26th December, 2016 at 11.43 a.m. in the presence of 2 (Two) witnesses, Mr. Paras Kaushik and Ms. Kiran Joshi, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.



Paras Kaushik



Kiran Joshi

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

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

Resolution No. 1 - (Ordinary Resolution)

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2016, including the audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	102	375481898	99.9935

Voting through Polling paper (in person or by proxy)	173	24010	0.0064
Total	275	375505908	99.9999

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

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	3	226	0.0001
Voting through Polling paper (in person or by proxy)	0	0	0
Total	3	226	0.0001

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

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	8	319
Total	8	319

Resolution No. 2 - (Ordinary Resolution)

To appoint a Director in place of Mr. Ajay Singh (DIN: 01360684), who retires by rotation and being eligible, offers himself for re-appointment.

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

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	97	373818712	99.5507
Voting through Polling paper (in person or by proxy)	173	24010	0.0064
Total	270	373842722	99.5571



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

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	9	1663118	0.4429
Voting through Polling paper (in person or by proxy)	0	0	0
Total	9	1663118	0.4429

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

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	8	319
Total	0	319

Resolution No. 3 - (Ordinary Resolution)

To appoint M/s S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No: 101049W/E300004), 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 36th Annual General Meeting on such remuneration as may be fixed by the Board.

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

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	98	374371864	99.6979
Voting through Polling paper (in person or by proxy)	173	24010	0.0064
Total	271	374395874	99.7043



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

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	8	1110240	0.2957
Voting through Polling paper (in person or by proxy)	0	0	0
Total	8	1110240	0.2957

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

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	8	319
Total	8	319

Resolution No. 4 - (Ordinary Resolution)

Appointment of Mr. Anurag Bhargava (DIN: 01297542) as an Independent Director of the Company

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

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	98	374384106	99.7012
Voting through Polling paper (in person or by proxy)	173	24010	0.0064
Total	271	374408116	99.7076

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

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
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Remote E-Voting	9	1097868	0.2924
Voting through Polling paper (in person or by proxy)	0	0	0
Total	9	1097868	0.2924

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

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	8	319
Total	8	319

Resolution No. 5 -(Ordinary Resolution)

Appointment of Dr. Harsha Vardhana Singh (DIN: 07110296) as an Independent Director of the Company

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

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	101	374412002	99.7086
Voting through Polling paper (in person or by proxy)	173	24010	0.0064
Total	274	374436012	99.715

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

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	7	1070068	0.2850
Voting through Polling paper (in person or by proxy)	0	0	0
Total	7	1070068	0.2850

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	8	319
Total	8	319

Resolution No. 6 - (Special Resolution)

Remuneration to Mr. Ajay Singh (DIN: 01360684), Managing Director of the Company.

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	94	374373205	99.6983
Voting through Polling paper (in person or by proxy)	173	24010	0.0064
Total	267	374397215	99.7047

(ii) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	16	1108985	0.2953
Voting through Polling paper (in person or by proxy)	0	0	0
Total	16	1108985	0.2953

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
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Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	8	319
Total	8	319

11. The Register of polling papers, all other papers and relevant records related to remote e-voting and voting by polling papers at 32nd AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

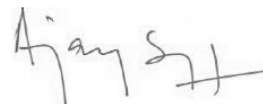
Yours faithfully,
For Mahesh Gupta & Company



Mahesh Kumar Gupta
FCS: 2870; CP: 1999



Countersigned by:
for SpiceJet Limited



(Chairman of the Meeting)

Place: Delhi
Dated: 27.12.2016