



SpiceJet Limited

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

December 1, 2016

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

Reference: Scrip Code: 500285 and Scrip ID: SPICEJET

Subject: Notice of Annual General Meeting of the Company

Dear Sir,

This is to inform you that the 32nd Annual General Meeting of the members of SpiceJet Limited (the “**Company**”) will be held on Monday, the 26th day of December, 2016 at 10.00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003 to transact the business as mentioned in the attached notice of Annual General Meeting.

This is for your information and further dissemination.

Thanking you,

Yours truly,
For SpiceJet Limited

Chandan Sand
VP (Legal) & Company Secretary

Encl.: As above

SpiceJet Limited

CIN: L51909DL1984PLC288239

Regd. Office: Indira Gandhi International Airport, Terminal 1D, New Delhi – 110 037

Website: www.spicejet.com; email: investors@spicejet.com; T: +91 124 3913939; F: +91 124 3913844

Notice of Annual General Meeting

Notice is hereby given that the 32nd Annual General Meeting of the members of SpiceJet Limited (the “**Company**”) will be held on Monday, the 26th day of December, 2016 at 10.00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003 to transact the following business:

ORDINARY BUSINESS:

1. 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.
2. To appoint a Director in place of Mr. Ajay Singh (DIN: 01360684), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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.

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“Resolved that pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Mr. Anurag Bhargava (DIN: 01297542), who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 7, 2016 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period up to September 6, 2021, not liable to retire by rotation.”

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“Resolved that pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Dr. Harsha Vardhana Singh (DIN: 07110296), who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 7, 2016 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period up to September 6, 2021, not liable to retire by rotation.”

6. Remuneration to Mr. Ajay Singh (DIN: 01360684), Managing 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 recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, and subject to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, consent of

the members of the Company be and is hereby accorded for payment of remuneration of Rs.5,000,000 (Rupees Five Million only) per month as fixed pay (with such component as may be agreed and decided by the Board) and upto two percent of annual net profit of the Company payable upon completion of relevant financial year (subject to a maximum of Rs.90,000,000 (Rupees Ninety Million only) per annum) as variable pay to Mr. Ajay Singh (DIN: 01360684), as Managing Director of the Company with effect from April 1, 2016 for remainder period of his appointment i.e. upto May 20, 2018.

Resolved further that in addition to above remuneration, Mr. Ajay Singh shall also be eligible for other benefits of employment as per Company's rules viz. company maintained car with driver, mobile expense reimbursement, provident fund, gratuity, personal accident insurance, medical insurance for self and dependents.

Resolved further that the Board of Directors of the Company be and is hereby authorised to vary, alter or modify remuneration payable or to be provided (including any monetary value thereof) to Mr. Ajay Singh to the extent the Board of Directors deem fit.

Resolved further that the remuneration payable to Mr. Ajay Singh, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

Resolved further that in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Ajay Singh as Managing Director of the Company, the remuneration shall be paid in accordance with the limits specified under Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

Resolved further that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors to give effect to the aforesaid resolution."

By order of the Board of Directors

Place: Gurgaon
Date : November 25, 2016

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

Notes:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. **A member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy in order to be effective shall be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the commencement of the AGM.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
4. The Register of Members and Share Transfer Books will remain closed from December 20, 2016 to December 26, 2016 (both days inclusive).
5. Members are requested to kindly bring their copy of the Annual Report with them at the AGM as no extra copy of Annual Report would be made available at the AGM. Members/proxies should also bring the attached Attendance Slip, duly filled and hand it over at the entrance to the venue.
6. Members are requested to quote their Registered Folio Number or Demat account number and Depository Participant (DP) ID number on all correspondence with the Company.
7. Members who are holding shares in more than one folio are requested to intimate to the Company the detail of all folio numbers for consolidation into a single folio.
8. All documents referred to in the accompanying 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 upto the date of the AGM.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members are requested to send to the Company their queries, if any, on accounts and operations of the Company at least seven days before the AGM so that the same could be suitably answered at the AGM.
11. The Company is concerned about, the environment and utilizes natural resources in a sustainable manner. We request you to update your email address with your Depository Participant to enable us to send you the Annual Report and other official communications by means of e-mail.
12. The Annual Report for the financial year 2015-16 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/Depository Participants. The Annual Report is also available on Company’s website www.spicejet.com in ‘Investors’ section. The physical copy of the Annual Report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/Depository Participant. The members will be entitled to a physical copy of the Annual report for the financial year 2015-16, free of cost, upon sending a request to the Company Secretary at 319, Udyog Vihar, Phase- IV, Gurgaon – 122 016, Haryana.
13. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (“**SS-2**”) in respect of the Directors seeking appointment at the AGM is furnished and forms part of this Notice. The Directors have furnished the requisite consents / declarations for their appointment.

14. In terms of SS-2 route map for the location of the venue of the AGM is given hereunder and forms part of this Notice.
15. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) read with Regulation 44 of the Listing Regulations, the Company is pleased to provide remote e-voting facility through M/s. Karvy Computershare Private Limited (“**Karvy**”), for all members of the Company to enable them to cast their votes electronically on the items mentioned in this Notice. Detailed instructions for remote e-voting process are provided alongwith the user ID and password sent with this Notice. The Company has appointed Mr. Mahesh Kumar Gupta (CP No. 1999), Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. December 19, 2016, may cast their vote electronically.
16. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. He shall make a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, on or before December 29, 2016. The Scrutiniser’s Report shall be given to the Chairman or a person authorised by him in writing who shall countersign the same. The Results on resolutions shall be declared on or after the AGM of the Company and shall be deemed to be passed on the date of the AGM. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.spicejet.com and on the website of Karvy and communicated to the Stock Exchange.
17. Poll will also be conducted at the AGM and any member who has not cast his vote through remote e-voting facility, may attend the AGM and cast his vote.

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

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

Item No. 4

The Board of Directors, at its meeting held on September 7, 2016, appointed Mr. Anurag Bhargava as an Additional Director of the Company with effect from September 7, 2016, pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Anurag Bhargava will hold office up to the date of the ensuing AGM. The Company has received a notice in writing from a member along with requisite deposit under Section 160 of the Companies Act, 2013, proposing candidature of Mr. Anurag Bhargava for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received a declaration from Mr. Anurag Bhargava to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The resolution seeks the approval of the members for the appointment of Mr. Anurag Bhargava as an Independent Director of the Company for a period up to September 6, 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Anurag Bhargava, 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. Anurag Bhargava has been proposed.

A copy of the draft letter for the appointment of Mr. Anurag Bhargava 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 upto the date of the AGM.

Your Directors recommend the resolution for your approval.

Except, Mr. Anurag Bhargava, none of the directors and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution.

Item No. 5

The Board of Directors, at its meeting held on September 7, 2016, appointed Dr. Harsha Vardhana Singh as an Additional Director of the Company with effect from September 7, 2016, pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Dr. Harsha Vardhana Singh will hold office up to the date of the ensuing AGM. The Company has received a notice in writing from a member along with requisite deposit under Section 160 of the Companies Act, 2013, proposing candidature of Dr. Harsha Vardhana Singh for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received a declaration from Dr. Harsha Vardhana Singh to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Dr. Harsha Vardhana Singh as an Independent Director of the Company for a period up to September 6, 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Dr. Harsha Vardhana Singh, 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 Dr. Harsha Vardhana Singh has been proposed.

A copy of the draft letter for the appointment of Dr. Harsha Vardhana Singh 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 upto the date of the AGM.

Your Directors recommend the resolution for your approval.

Except, Dr. Harsha Vardhana Singh, none of the directors and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution.

Item No. 6

Mr. Ajay Singh was appointed as Managing Director of the Company with effect from May 21, 2015 for a period of three years. The consent of Members of the Company for his appointment was obtained on October 6, 2015 through Postal Ballot. Prior to that he acquired management and control of the Company effective February 23, 2015 thereby assuming the position of promoter of the Company. Mr. Ajay Singh has been working full time for the turnaround of the Company and also managing day-to-day affairs without any remuneration and did not accept any remuneration until achieving effective turnaround and continuous profits. Since the Company has now been able to generate profits for the full financial year ended March 2016 and each quarter thereafter it will be only justifiable to adequately remunerate Mr. Singh for his all-around contribution and full time participation in the affairs of the Company.

Accordingly, the Nomination and Remuneration Committee, in its meeting held on September 7, 2016 recommended and the Board of Directors, in its meeting held on November 25, 2016, approved the payment of remuneration of Rs.5,000,000 (Rupees Five Million only) per month as fixed pay (with such component as may be agreed and decided by the Board) and upto two percent of annual net profit of the Company payable upon completion of relevant financial year (subject to a maximum of Rs.90,000,000 (Rupees Ninety Million only) per annum) as variable pay, to Mr. Ajay Singh as Managing Director of the Company with effect from April 1, 2016 and for a period upto the duration of his appointment (i.e. upto May 20, 2018); subject to the approval of the members in the General Meeting and the Central Government (if required). In addition, Mr. Singh shall also be eligible for other benefits of employment as per Company's rules viz. company maintained car with driver, mobile expense reimbursement, provident fund, gratuity, personal accident insurance, medical insurance for self and dependents.

The Directors recommend the resolution for your approval.

Except, Mr. Ajay Singh and Mrs. Shiwani Singh, 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.

This disclosure may also be read and treated as compliance with the requirements of Section 190 of the Companies Act, 2013.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE LISTING REGULATIONS AND SS-2

Name	Mr. Ajay Singh	Mr. Anurag Bhargava	Dr. Harsha Vardhana Singh
DIN	01360684	01297542	07110296
Date of Birth	December 29, 1965	July 17, 1966	August 30, 1956
Date of first Appointment on the Board	May 21, 2015*	September 7, 2016	September 7, 2016#
Qualification(s)	B. Tech from IIT, Delhi M.B.A. from Cornell University LL.B. from University of Delhi	B.A. from the Wharton School of Business B.S. from the Moore School of Engineering and Applied Science.	B.A. (Honours) in Economics and M.A. in Economics from Delhi University; M. Phil and D. Phil. in Economics from University of Oxford, UK.
Brief resume and experience	<p>Mr. Ajay Singh is a first generation entrepreneur. He has extensive experience in the information technology and airline operations having successfully contributed to the launch of the Company during the year 2005.</p> <p>Previously, Mr. Singh has served in government as Advisor to the Ministry of Communication and Information Technology and the Ministry of Information and Broadcasting. He has also served on the Board of the Delhi Transport Corporation.</p> <p>He was appointed as Managing Director of the Company on May 21, 2015. Through his extensive and rich experience, he successfully turnaround the Company by undertaking and implementing various measures in revenue and cost management, customer retention and employee welfare.</p>	<p>Mr. Anurag Bhargava is Chairman and Co-Founder of IREO, one of the largest investment funds focused on real estate in India. Since founding the firm in 2003, his core responsibilities include investment strategy, partnerships with Ascendas and Hyatt, and deal structuring. Under his leadership, IREO has created a world-class portfolio of fourteen development properties with \$2 billion of long-term equity capital committed to projects across India. Mr. Bhargava is also a co-founder of India Equity Partners, a \$350 million long-term private equity fund.</p> <p>Previously, Mr. Bhargava was a principal and head of private equity for MSD Capital, the private investment firm for Michael Dell and his family. During his tenure from 1999-2003, he deployed and managed a portfolio of highly successful private equity investments. He began his career at Wasserstein Perella & Co., New York, where he worked with the merchant banking group.</p> <p>Mr. Bhargava has served on several boards, including AMN Healthcare, Campus Hub, and Tabletop Holdings. He previously served on the board of State Bank of Mauritius and is currently on the boards of U.S - India Business Council and Magic Bus USA.</p>	<p>Dr. Harsh Vardhana Singh is Executive Director of Brookings India, New Delhi. He has worked for over three decades in the areas of infrastructure regulation, trade and investment policy reform, improving competitiveness, policies relating to global value chains, new technologies and sustainable development.</p> <p>He has worked for twenty years in the GATT/WTO, eight of these as Deputy Director General of WTO. For over eight years, he was in the Telecom Regulatory Authority of India, first as Economic Advisor and then as Secretary of TRAI. He has taught in India, China and the US, being an Adjunct Professor or honorary Professor in these places. He has overseen and led large research projects for Think Tanks, and been Consultant to UNCTAD, ILO, Government of India, and the World Bank. At present, he is also Senior Fellow at the Council on Emerging Market Enterprises, The Fletcher School, Tufts University, USA.</p>

Name	Mr. Ajay Singh	Mr. Anurag Bhargava	Dr. Harsha Vardhana Singh
Directorship in other companies	<ul style="list-style-type: none"> ■ SpiceJet Merchandise Pvt. Ltd. ■ SpiceJet Technic Pvt. Ltd. ■ Intel Constructions Pvt. Ltd. ■ Crosslink Finlease Pvt. Ltd. ■ One City, Promoters Pvt. Ltd. ■ Argentum Motors Pvt. Ltd. ■ Greenline Transit System Pvt. Ltd. ■ Star Bus Services Pvt. Ltd. ■ Spice Homes Pvt. Ltd. ■ Spice Homes (Meerut) Pvt. Ltd. ■ Argentum Defence Systems Pvt. Ltd. ■ i2n Technologies Pvt. Ltd. ■ Greenstar Mobility Pvt. Ltd. ■ Greenline Communication Pvt. Ltd. ■ Indiverse Broadband Pvt. Ltd. ■ Smartnagar Digital Ventures Pvt. Ltd. ■ Smartnagar Broadband Networks Pvt. Ltd. and ■ Pan India Motors Pvt. Ltd. 	<ul style="list-style-type: none"> ■ Onehub (Chennai) Pvt. Ltd. and ■ True Developers Pvt. Ltd. 	<ul style="list-style-type: none"> ■ Brookings Institution India Center
Chairman/ Member of the Committee of the Board of Directors of the Company	Nomination and Remuneration Committee Corporate Social Responsibility Committee	Audit Committee Nomination and Remuneration Committee	Stakeholders Relationship Committee Corporate Social Responsibility Committee
Chairman/ Members of the Committee of other companies in which he is a Director	Nil	Nil	Nil
Shareholding in the company (equity shares of Rs.10 each)	354,443,450	Nil	Nil
No. of Board meetings attended during the year 2015-16	6 (Six)	N.A.	1 (One) [#]
Relationship with directors and Key Managerial Personnel	Mr. Ajay Singh is relative (Husband) of Mrs. Shiwani Singh, Director of the Company	None	None.
Remuneration to be paid	Please refer resolution No. 6	Nil [§]	Nil [§]
Remuneration last drawn	Nil	Nil	Nil

*Mr. Ajay Singh was originally appointed as director on November 4, 2004 and subsequently resigned on August 27, 2010. Thereafter, he was appointed as Managing Director of the Company on May 21, 2015 consequent upon takeover of the Company by him.

[#]Dr. Harsha Vardhana Singh was initially appointed as additional director on May 21, 2015 and resigned effective November 17, 2015.

[§]No remuneration will be paid to Mr. Anurag Bhargava and Dr. Harsha Vardhana Singh other than the sitting fee for attending meetings of the Board and the Committees thereof.