



**SpiceJet Limited**

319 Udyog Vihar, Phase-IV,  
Gurgaon 122016, Haryana, India.  
Tel: + 91 124 3913939  
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November 27, 2017

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

**Reference: Scrip Code: 500285 and Scrip ID: SPICEJET**

**Subject: Outcome of the 33<sup>rd</sup> Annual General Meeting of SpiceJet Limited and Scrutinizer Report**

Dear Sir,

This is to inform you that the members of SpiceJet Limited (the “**Company**”) at its 33<sup>rd</sup> Annual General Meeting held on November 27, 2017, approved the following resolution by requisite majority:

- 1) Adoption of the financial statements of the Company for the year ended March 31, 2017, including the audited Balance Sheet as at March 31, 2017, 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) Appointment of a Director in place of Mrs. Shiwani Singh (DIN: 05229788), who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To ratify the appointment of Statutory Auditors of the Company.
- 4) Approval of SpiceJet Employee Stock Option Scheme - 2017 and grant of stock options to the employees of the Company.
- 5) Grant of stock options to the employees of subsidiary or holding company(ies) of the Company under SpiceJet Employee Stock Option Scheme - 2017

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

To,

The Chairman

33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of  
SPICEJET LIMITED

Held on Monday, 27<sup>th</sup> November, 2017 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 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 and 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 33<sup>rd</sup> Annual General Meeting ("AGM") of the Equity Shareholders of SpiceJet Limited, held on Monday, 27<sup>th</sup> November, 2017 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 33<sup>rd</sup> 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 33<sup>rd</sup> AGM dated 30<sup>th</sup> October, 2017 sent to the shareholders and the "Advertisement" published pursuant to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 and amendment thereof on 4<sup>th</sup> November, 2017 in "The Financial Express" in English Language and on 4<sup>th</sup> November, 2017 in "Jansatta" in Hindi Language.
3. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 20<sup>th</sup> November, 2017 were entitled to vote on the proposed resolution(s) item no. 1 to 5 as set out in the Notice of the 33<sup>rd</sup> AGM of the Company 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 23<sup>rd</sup> November, 2017 up to 5:00 p.m. on 26<sup>th</sup> November, 2017.
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 33<sup>rd</sup> 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 unlocked on 27<sup>th</sup> November, 2017 at 11:11 A.M. in my presence along with 2(two) witnesses (1) Mr. Amit Mohta , 45, Shakarpur Main Market, Agarwal Boys PG, nearby SBI ATM, Shakarpur, Delhi-110092 and (2) Dharendra Pratap Singh ,S-614B, Nehru Enclave, School Block, Shakarpur, Delhi-110092, 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 unlocked 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.

*Amit*

.....  
Amit Mohta

*Dhirendra*

.....  
Dhirendra Pratap Singh

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 33<sup>rd</sup>AGM, through polling paper, the votes casted through remote e-voting were unblocked on 27<sup>th</sup> November, 2017 at 11.08 A.M., in the presence of 2 (Two) witnesses, Mr. Amit Mohta and Mr. Dhirendra Pratap Singh, 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.

*Amit*

.....  
Amit Mohta

*Dhirendra*

.....  
Dhirendra Pratap Singh

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, 2017, including the audited Balance Sheet as at March 31, 2017, 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 ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	168	428394061	100
Voting through Polling paper (in person or by proxy)	138	65278	99.4925
Total	306	428459339	99.9999

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	1	2	0.0000
Voting through Polling paper (in person or by proxy)	9	333	0.5075
Total	10	335	0.0001

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

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	1	2
Total	1	2

#### Resolution No. 2 - (Ordinary Resolution)

To appoint a Director in place of Mrs. Shiwani Singh (DIN: 05229788), who retires by rotation and being eligible, offers herself 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	103	407632858	95.2608
Voting through Polling paper (in person or by proxy)	137	28778	43.8615
Total	240	407661636	95.2529

(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	69	20279519	04.7392
Voting through Polling paper (in person or by proxy)	10	36833	56.1385
Total	79	20316352	4.7471

(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)	1	2
Total	1	2

### Resolution No. 3 - (Ordinary Resolution)

To ratify the appointment M/s S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No: 101049W/E300004), as the Statutory Auditors of the Company to hold office till the conclusion of 36<sup>th</sup> Annual General Meeting be and fixed the remuneration payable to them for the financial year ending March 31, 2018 as may be determined by the Audit Committee in consultation of the auditors.

(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	170	428462357	99.7865
Voting through Polling paper (in person or by proxy)	138	28978	44.1664
Total	308	428491335	99.7780

(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	2	916539	0.2135
Voting through Polling paper (in person or by proxy)	9	36633	55.8336
Total	11	953172	0.2220

(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)	1	2
Total	1	2

#### Resolution No. 4- (Special Resolution)

**Approval of SpiceJet Employee Stock Option Scheme-2017 and grant of stock options to the employees 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
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Remote E-Voting	96	401901121	93.6006
Voting through Polling paper (in person or by proxy)	138	65278	99.4925
Total	234	401966399	93.6015

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	75	27477715	6.3994
Voting through Polling paper (in person or by proxy)	9	333	0.5075
Total	84	27478048	6.3985

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

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	1	2
Total	1	2

#### **Resolution No. 5 -(Special Resolution)**

**Grant of stock options to the employees of Subsidiary or Holding Company(ies) of the Company under SpiceJet Employee Stock Option Scheme-2017**

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	86	400670002	93.3139
Voting through Polling paper (in person or by proxy)	137	65276	99.4894





proxy)			
Total	223	400735278	93.3148

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

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	83	28708742	6.6861
Voting through Polling paper (in person or by proxy)	10	335	0.5106
Total	93	28709077	6.6852

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

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	1	2
Total	1	2

11. The Register of polling papers, all other papers and relevant records related to remote e-voting and voting by polling papers at 33<sup>rd</sup> 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: 27.11.2017