



**SpiceJet Limited**

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

November 5, 2018

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 the 34<sup>th</sup> Annual General Meeting of SpiceJet Limited**

Dear Sir,

This is to inform you that the 34<sup>th</sup> Annual General Meeting of the members of SpiceJet Limited (the “**Company**”) will be held on Thursday, the 29<sup>th</sup> day of November, 2018 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003. In this regard, please find attached notice of the 34<sup>th</sup> Annual General Meeting of the Company along with e-voting ballot form for e-voting instructions.

This is for your information and further dissemination.

Thanking you,

Yours truly,  
For SpiceJet Limited

Chandan Sand  
Sr. 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 34<sup>th</sup> Annual General Meeting of the members of SpiceJet Limited (the “**Company**”) will be held on Thursday, the 29<sup>th</sup> day of November, 2018 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 audited standalone and consolidated financial statements of the Company for the year ended March 31, 2018, including the audited Balance Sheet as at March 31, 2018, 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.

### SPECIAL BUSINESS:

#### 3. **Modification in remuneration of Mr. Ajay Singh (DIN: 01360684), Managing Director of the Company, for financial year 2017-18**

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 to modify remuneration of Mr. Ajay Singh (DIN: 01360684), Managing Director of the Company for financial year 2017-2018 (i.e. April 1, 2017 to March 31, 2018) to ₹ 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 two percent of annual net profit of the Company payable upon completion of relevant financial year as variable pay, by removing any limit on variable pay component of his overall remuneration.

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 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 the Company Secretary of the Company be and is hereby authorised to sign and file all necessary/statutory forms, returns and other documents with Registrar of Companies and other statutory authorities and to do all such acts, deeds and things as may be necessary in this regard.”

#### 4. **Re-appointment of Mr. Ajay Singh (DIN: 01360684) as 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 re-appointment of Mr. Ajay Singh (DIN: 01360684) as Managing Director of the Company for a period of five years with effect from May 21, 2018 at a remuneration of ₹6,000,000 (Rupees Six Million only) per month as fixed pay (with such component as may be agreed and decided by the Board) and two and a half percent of annual net profit of the Company payable upon completion of relevant financial year as variable pay effective April 1, 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 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 the Board of Directors of the Company may at any time alter terms and conditions of appointment of Mr. Ajay Singh including payment of remuneration, in such manner as may be agreed to between the Board and Mr. Ajay Singh subject always to and in compliance with all applicable provisions of the Companies Act, 2013 and rules made thereunder including any amendment, modification, variation or re-enactment thereof.

Resolved further that subject to superintendence, control and direction of the Board, Mr. Ajay Singh shall perform such duties and functions as would be commensurate with his position as Managing Director of the Company as may be delegated to him from time to time by the Board.

Resolved further that the Company Secretary of the Company be and is hereby authorised to sign and file all necessary/statutory forms, returns and other documents with Registrar of Companies and other statutory authorities and to do all such acts, deeds and things as may be necessary in this regard."

## **5. Amendment of Articles of Association 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 the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company be and are hereby altered, amended, changed and modified in following manner:

- 1) The words "*PART-I*" before Article 1 shall be omitted.
- 2) In Article 2:
  - i) in sub-article (l) for the words "*Article 37*", the words "*Article 36*" shall be substituted;
  - ii) in sub-article (o) for the words "*Article 74*", the words "*Article 67*" shall be substituted;
  - iii) in sub-article (q) for the word "*The*", the word "*the*" shall be substituted;
  - iv) in sub-article (dd) for the words "*clause 49 of the Listing Agreement*", the words "*Listing Regulations*" shall be substituted;

v) for sub-article (gg), the following sub-article shall be substituted, namely:-

*“gg. “Listing Regulations” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.”;*

vi) in sub-article (pp) for the words “Section 114”, the words “sub-section 69 of section 2” shall be substituted; and

vii) sub-article (aaa) shall be omitted.

3) In Article 13 for the words “the Companies (Issue of Share Capital with Differential Voting Rights) Rules, 2001”, the words “the Companies (Share Capital and Debentures) Rules, 2014” shall be substituted.

4) In Article 40 (w) for the words “listing agreement”, the words “Listing Regulations” shall be substituted.

5) In Article 41 for the words “listing agreement”, the words “Listing Regulations” shall be substituted.

6) In Article 44 for the words “Article 42”, the words “Article 41” shall be substituted.

7) In Article 46 for the words “Clause 49 of the listing agreement”, the words “Listing Regulations” shall be substituted.

8) In Article 50 (a) for the words “listing agreement”, the words “Listing Regulations” shall be substituted.

9) In Article 53 for the words “Article 42”, the words “Article 41” shall be substituted.

10) For Article 54, the following Article shall be substituted, namely:—

**“54. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR**

*a) At every Annual General Meeting of the Company, one third of such of the Directors as are liable to retire by rotation in accordance with section 152 of the Act (excluding Independent Directors), or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re- election.*

*b) The Directors to retire by rotation shall be those who have been longest in office since their last appointment but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.”*

11) In Article 56 for the words “Article 42”, the words “Article 41” shall be substituted.

12) In Article 61 for the words “listing agreement”, the words “Listing Regulations” shall be substituted.

13) In Article 67 for the words “listing agreement”, the words “Listing Regulations” shall be substituted.

14) For Article 75, the following Article shall be substituted, namely:—

**“75. SEAL**

*a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board, previously given.*

*b) The Common Seal of the Company shall not be used or affixed to any instrument except by the authority of the resolution of the Board or a committee of the Board authorised by it in this behalf and except in the presence of at least one person duly authorised by the Board or committee thereof and such person shall sign every instrument to which the seal of the Company is so affixed in his presence.”*

Resolved further that the Board of the Company and the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution.”

By order of the Board of Directors

Place: Gurugram  
Date : October 30, 2018

Sd/-  
Chandan Sand  
Sr. 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 November 23, 2018 to November 29, 2018 (both days inclusive).
5. 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.
6. The Annual Report for the financial year 2017-18 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 the website of the Company at [www.spicejet.com](http://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 2017-18, without any cost, upon sending a request to the Company Secretary at registered office of the Company or by writing an email at [investors@spicejet.com](mailto:investors@spicejet.com) and mentioning their Registered Folio Number or Demat account number and Depository Participant (DP) ID number.

7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. In terms of Secretarial Standard - 2 issued by the Institute of Company Secretaries, route map for the location of the venue of the AGM is given hereunder and forms a part of this Notice.
14. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 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 November 22, 2018, may cast their vote electronically.
15. 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 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 November 30, 2018. 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 i.e. [www.spicejet.com](http://www.spicejet.com) and on the website of Karvy and communicated to the Stock Exchange.
16. Poll will also be conducted at the AGM and any member who has not cast his vote through e-voting facility, may attend the AGM and cast his vote.
17. The Securities and Exchange Board of India vide Gazette notification dated June 8, 2018 has mandated that transfer of securities shall be carried out in dematerialised form only. The members may please be informed that effective December 5, 2018, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in the dematerialised form with a depository. Hence, members are requested to demat their physical holding for any further transfer.

## 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. 3

Your Board of Directors in its meeting held on May 11, 2018 after considering the size of the Company, the present profile of Mr. Ajay Singh, the respective responsibilities shouldered to him, the industry benchmark and on the recommendation of the Nomination and Remuneration Committee, has modified the remuneration of Mr. Ajay Singh (DIN: 01360684), Managing Director of the Company for financial year 2017-2018 (i.e. April 1, 2017 to March 31, 2018) to ₹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 two percent of annual net profit of the Company payable upon completion of relevant financial year as variable pay, by removing any limit on variable pay component of his overall remuneration. In addition, 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. The said modification in remuneration of Mr. Ajay Singh for financial year 2017-18 is subject to your approval by way of special resolution.

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.

### Item No. 4

Your Board of Directors in its meeting held on May 11, 2018 on the recommendation of the Nomination and Remuneration Committee re-appointed Mr. Ajay Singh as Managing Director of the Company for a period of five years with effect from May 21, 2018 at a remuneration of ₹6,000,000 (Rupees Six Million only) per month as fixed pay (with such component as may be agreed and decided by the Board) and two and a half percent of annual net profit of the Company payable upon completion of relevant financial year as variable pay effective April 1, 2018, subject to your approval by way of special resolution. In addition, 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.

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 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India in respect of re-appointment of Mr. Ajay Singh is provided hereinafter and forms a part of the Notice. Mr. Ajay Singh has also furnished the requisite consents /declarations for his re-appointment as Managing Director of the Company.

### Item No. 5

The Company has observed certain clerical error in the existing Articles of Association of the Company and also facing some practical difficulties while observing some of the articles viz. 'use of common seal'. In order to

overcome these practical difficulties, the Company has proposed to amend and alter some of the articles of the existing Articles of Association of the Company. In terms of Section 14 of Companies Act, 2013, alteration in the existing Articles of Association of the Company requires approval of members by way of special resolution.

The directors recommend the resolution for your approval.

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.

### 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
DIN	01360684
Date of Birth	December 29, 1965
Date of first Appointment on the Board of SpiceJet Limited	May 21, 2015 <sup>#</sup>
Qualification	B. Tech from IIT, Delhi M.B.A. from Cornell University LL.B. from University of Delhi
Brief resume and experience	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.  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. 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.
Directorship in other companies	Intel Constructions Pvt. Ltd., Crosslink Finlease Pvt. Ltd., One City Promoters Pvt. Ltd., Greenline Transit System Pvt. Ltd., Star Bus Services Pvt. Ltd., I2N Technologies Pvt. Ltd., Greenline Communication Pvt. Ltd., Indiverse Broadband Pvt. Ltd., Smartnagar Digital Ventures Pvt. Ltd., Smartnagar Broadband Networks Pvt. Ltd., Pan India Motors Pvt. Ltd., SpiceJet Merchandise Pvt. Ltd., SpiceJet Technic Pvt. Ltd., Canvin Real Estate Pvt. Ltd. and Spice Fresh Pvt. Ltd.
Chairperson/Member of the Committee of the Board of Directors of SpiceJet Limited	<ul style="list-style-type: none"> <li>Nomination and Remuneration Committee - Member</li> <li>Corporate Social Responsibility Committee - Member</li> <li>Stakeholders Relationship Committee - Member</li> </ul>
Chairperson/Member of the Committee of other companies in which he is a Director	Nil
Shareholding in the company (equity shares of Rs.10 each)	304,443,450
No. of Board meetings attended during the year 2017-18	6 (Six)
Relationship with directors and Key Managerial Personnel	Mr. Ajay Singh is relative (Husband) of Mrs. Shiwani Singh, Director of the Company
Remuneration to be paid	₹ 6,000,000 per month as fixed pay and 2.5% of annual net profit of the Company payable upon completion of relevant financial year. Please see resolution no. 5 for further details.
Remuneration last drawn	₹ 147.36 million during financial year 2017-18

<sup>#</sup>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.



# 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

## PROXY FORM

**34<sup>th</sup> Annual General Meeting - November 29, 2018**

**Form No. MGT-11**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN: **L51909DL1984PLC288239**

Name of the Company: **SpiceJet Limited**

Registered Office: **Indira Gandhi International Airport, Terminal 1D, New Delhi - 110 037**

Name of the Member(s): .....

Registered address: .....

E-mail Id:.....

Folio No./DP & Client ID No.:.....

I/We, being the Member(s) of ..... shares of the above named company, hereby appoint:

Name: ..... E-mail: .....

Address:.....

Signature:..... or failing him/her .....

Name: ..... E-mail: .....

Address:.....

Signature:..... or failing him/her .....

Name:..... E-mail:.....

Address:.....

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, the 29<sup>th</sup> day of November, 2018 at 10.00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
Ordinary Business	1. Adoption of audited standalone and consolidated financial statements and reports of Board of Directors and Auditors thereon
	2. Appointment of Mr. Ajay Singh, who retires by rotation and being eligible, offers himself for re-appointment
Special Business	3. Modification in remuneration of Mr. Ajay Singh, Managing Director of the Company, for financial year 2017-18
	4. Re-appointment of Mr. Ajay Singh as Managing Director of the Company
	5. Amendment of Articles of Association of the Company

Signed this ..... day of ....., 2018.

Signature of Member .....

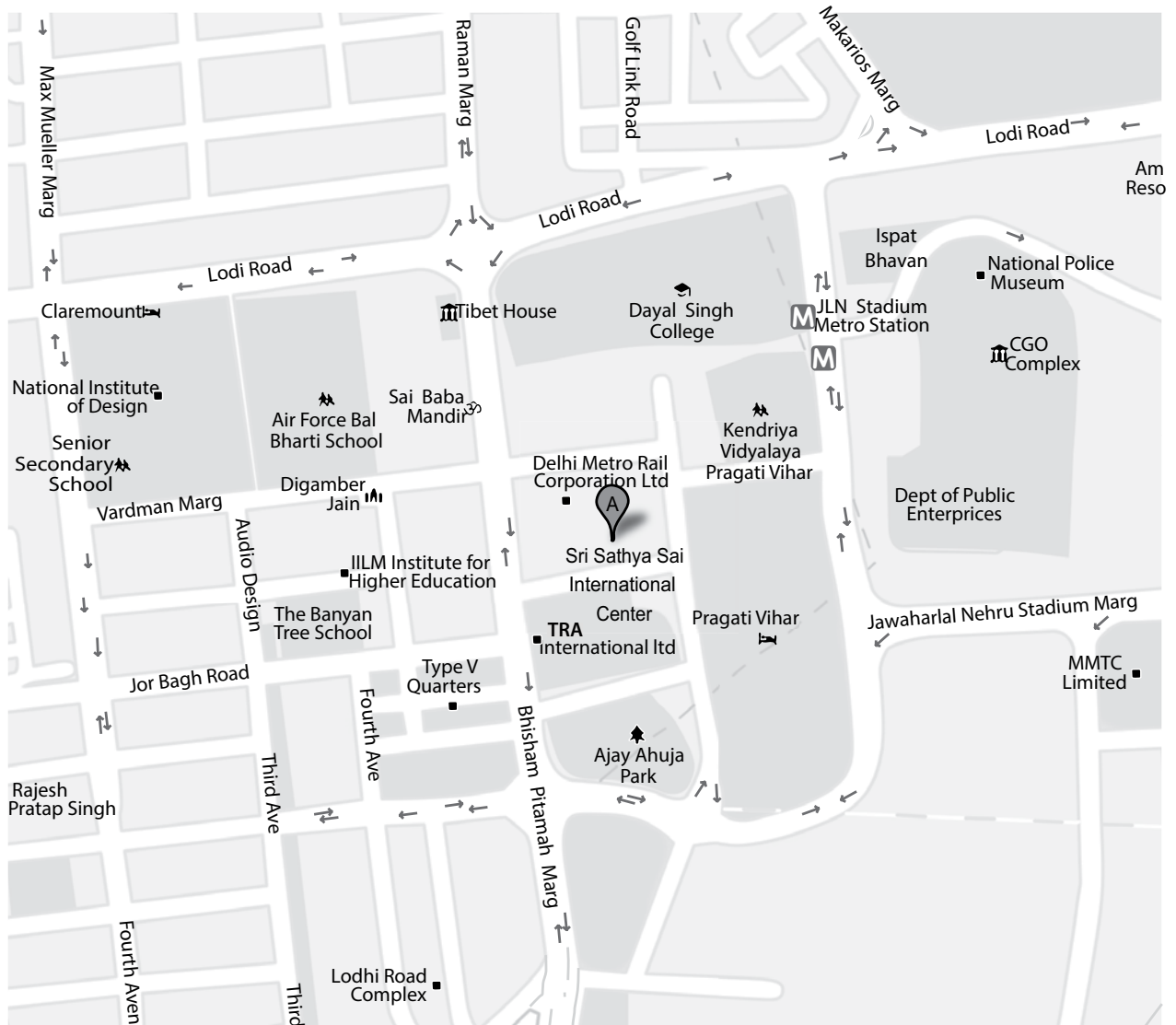
Signature of Proxy holder(s) .....

Affix  
revenue  
stamp of  
not less than  
₹ 1

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

# ROUTE MAP TO THE VENUE

of the 34<sup>th</sup> Annual General Meeting of SpiceJet Limited



Sri Sathya Sai International Centre,  
Pragati Vihar, Lodhi, Road, New Delhi- 110003



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

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### E-VOTING BALLOT FORM

Serial No.:

Name and Registered Address of the sole/  
first named member :

Name(s) of the joint member(s), if any :

Registered Folio No./DP & Client ID No. :

Number of share(s) held :

Dear Members,

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set out in the Notice convening the 34<sup>th</sup> Annual General Meeting (“**AGM**”) of the Company to be held on Thursday, the 29<sup>th</sup> day of November, 2018 at 10.00 a.m. The Company has engaged the services of M/s. Karvy Computershare Private Limited (“**Karvy**”) to provide the e-voting facility.

The e-voting facility is available at the link <https://evoting.karvy.com>

The electronic voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
<b>November 25, 2018 at 9:00 a.m.</b>	<b>November 28, 2018 at 5:00 p.m.</b>

Please read the instructions printed below before exercising your vote.

The details and instructions form an integral part of the Notice of AGM.

#### Steps for e-voting:

1. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
2. Enter the login credentials (i.e., User ID and password mentioned above). If you have already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
3. After entering these details appropriately, click on “LOGIN”.
4. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
5. You need to login again with the new credentials.

*Please turn over*

6. On successful login, the system will prompt you to select the "EVENT" i.e. SpiceJet Limited.
7. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" 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 as mentioned therein. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
8. Members holding multiple Folios/Demat Accounts shall choose the voting process separately for each Folios/Demat Accounts.
9. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
10. You may then cast your vote by selecting an appropriate option and click on "Submit".
11. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any numbers of times till they have voted on the Resolution(s).
12. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID [mkg1999@gmail.com](mailto:mkg1999@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT No."
13. A person who has become the member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. November 22, 2018, may write to the Karvy on the email ID [evoting@karvy.com](mailto:evoting@karvy.com) or to Ms. C Shobha Anand, Contact No. 040-67162222, at [Unit: SpiceJet Limited], Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and password.
14. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy at Tel No. 1800 345 4001 (Toll Free).

**General instructions:**

- a) The e-voting period commences on November 25, 2018 at 9:00 a.m. and ends on November 28, 2018 at 5:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off of date i.e. November 22, 2018, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.
- b) The member who have cast their vote electronically shall not be debarred from participation in the AGM, however, they shall not be able to vote in the AGM again and their earlier vote cast through electronic means shall be treated as final.
- c) Mr. Mahesh Kumar Gupta (CP No. 1999), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
- d) 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 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 November 30, 2018. 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.
- e) The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website i.e. [www.spicejet.com](http://www.spicejet.com) and on the website of Karvy i.e. <https://evoting.karvy.com> and communicated to the Stock Exchanges.

By order of the Board of Directors  
For SpiceJet Limited

Place : Gurgaon  
Date : October 30, 2018

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