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Mahesh Gupta & Company

Company Secretaries

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

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

October 6, 2015

To,
The Chairman,
SpiceJet Limited,
319, Udyog Vihar, Phase- IV,
Gurgaon- 122016,
Haryana

Dear Sir,

Subject: Scrutinizer's Report on Postal Ballot conducted by SpiceJet Limited pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014

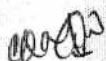
I, Mahesh Kumar Gupta, Company Secretary, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar, Delhi - 110092, appointed as a Scrutinizer by the Board of Directors of SpiceJet Limited (the "**Company**"), pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing Postal Ballot Process in a fair and transparent manner in respect of the resolutions mentioned in the Postal Ballot Notice dated August 28, 2015 (the "**Postal Ballot Notice**") proposed to be passed by Members of the Company, submit my report as under:

1. The management of the Company is responsible to ensure the compliance of the Companies Act, 2013 and Rules made thereunder relating to Postal Ballot and e-voting. My responsibility as a Scrutinizer is restricted to scrutinize Postal Ballot Process in fair and transparent manner and to make a report of the votes cast "in favour" or "against" the resolutions mentioned in the Postal Ballot Notice, based on Postal Ballot Form received and reports generated from the e-voting platform provided by 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 Postal Ballot Notice dispatched to the Members of the Company by prescribed mode during September 4, 2015 to September 5, 2015 and the Advertisement pursuant to the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on September 7, 2015 in "Financial Express" in English Language and in



"Maalaisudar" in Tamil Language, the voting commenced on September 6, 2015 at 9:00 a.m. and ended on October 5, 2015 at 5:00 p.m. for physical ballot and as well as e-voting.

3. The Members of the Company holding shares either in physical form or in dematerialized form as on August 28, 2015 were entitled to vote on the proposed resolution mentioned in Postal Ballot Notice.
4. The e-voting platform was provided by M/s. Karvy Computershare Private Limited. The votes were unblocked and e-voting summary statement(s) were downloaded from e-voting website of M/s. Karvy Computershare Private Limited i.e. <https://evoting.karvy.com> at around 5:45 p.m. on October 5, 2015 in the presence of two witnesses, Mrs. C Shobha Anand and Mr. PSRCH Murthy, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mrs. C Shobha Anand



Mr. PSRCH Murthy

5. The Postal Ballot Forms received were scrutinized and reconciled with the records maintained by the Company/Registrar & Share Transfer Agent and the authorizations/power of attorney etc. lodged with the Company. The votes were also scrutinized for purpose of eliminating duplicate voting i.e. on e-voting as well as by physical ballot. For processing Postal Ballot Form, necessary technical support was provided by M/s. Karvy Computershare Private Limited, Hyderabad.
6. The result of e-voting and postal ballot, for the resolutions starting from Item No. 1 to 3 are passed with the requisite majority as under:

Item No. 1: Adoption of new set of Articles of Association of the Company: 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	287	1,145,582	
Postal Ballot Form	190	361,764,542	
Total	477	362,910,124	99.5865%

(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	13	1,499,785	
Postal Ballot Form	17	7,135	
Total	30	1,506,920	0.4135%



(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	9	2,443
Postal Ballot Form	13	9,995
Total	22	12,438

Item No. 2: Alteration of Registered Office Clause of Memorandum of Association of the Company: 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	284	2,569,505	
Postal Ballot Form	177	361,763,391	
Total	461	364,332,896	99.9772%

(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	13	75,446	
Postal Ballot Form	26	7,635	
Total	39	83,081	0.0228%

(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	10	2,712
Postal Ballot Form	17	10,646
Total	27	13,358

Item No. 3: Appointment of Mr. Ajay Singh as Managing 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	296	2,643,654	
Postal Ballot Form	189	361,764,452	
Total	485	364,408,106	99.9978%



(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	6	1,299	
Postal Ballot Form	14	6,685	
Total	20	7,984	0.0022%

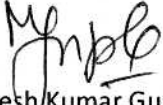
(iii) Votes 'invalid':

Mode of voting	Total number of Members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-Voting	5	2,861
Postal Ballot Form	17	10,720
Total	22	13,581

7. Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the Postal Ballot Forms will remain in our custody until the Chairman of the Company considers, approves and signs the minutes of proceeding of the Postal Ballot 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