



SpiceJet Limited

CIN: L51909TN1984PLC082330

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POSTAL BALLOT NOTICE

Notice is hereby given to the Members of SpiceJet Limited (the “Company”) pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) that the Company is seeking consent of its Members, for the proposed following resolutions by way of Postal Ballot:

1. Adoption of new set of Articles of Association of the Company

To consider and, if thought fit, to give assent/ dissent to 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 existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association.

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.”

2. Alteration of Registered Office Clause of Memorandum of Association of the Company

To consider and, if thought fit, to give assent/ dissent to the following resolution as a Special Resolution:

“Resolved that pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and subject to approval of the Central Government (Regional Directors - Southern Region) and such other approval as may be required, the registered office of the Company be shifted from its present location at Chennai in State of Tamil Nadu to New Delhi in the National Capital Territory of Delhi and that Clause II of the Memorandum of Association be altered and substituted by the following:

“The Registered Office of the Company will be situated in the National Capital Territory of Delhi”

Resolved further that for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle and question, difficulty or doubt that may arise in regard to change of registered office and other incidental matters and to finalise and to execute all documents, petitions and writings as may be necessary, proper, desirable or expedient as it may deem fit.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee constituted by Board of the Company or to any Director of the Company or to any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

3. Appointment of Mr. Ajay Singh as Managing Director

To consider and, if thought fit, to give assent/ dissent to the following resolution as an Ordinary Resolution:

“Resolved that pursuant to Sections 196, 197, 203 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), consent of the Company be and is hereby accorded to

appoint Mr. Ajay Singh (DIN: 01360684) as Managing Director of the Company with effect from May 21, 2015 for a period of three year without any remuneration.

Resolved further that Mr. Singh shall be eligible for expenses for his office and other incidental expenses incurred by him while discharging his duties as Managing Director.

Resolved further that the Board of Directors of the Company may at any time alter terms and conditions of appointment of Mr. Singh including payment of remuneration, in such manner as may be agreed to between the Board and Mr. 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. 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 Directors and the Company Secretary of the Company be and are hereby severally authorized to file any e-form, documents, papers and any other forms to Registrar of Companies, Ministry of Company Affairs and to any other statutory authority on behalf of the Company as required from time to time.”

Place: Gurgaon

By Order of the Board of Directors

Date: August 28, 2015

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

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 a statement setting out material facts and reasons for proposed special businesses is annexed hereto.
2. The Board of Directors in its meeting held on July 28, 2015 has appointed Mr. Mahesh Gupta, Practicing Company Secretary, as Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.
3. Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent to all the Members whose names appear in the Members Register/ Records as on August 28, 2015 by courier/registered post and electronically by e-mail to those Members who have registered e-mail IDs.
4. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 1:00 p.m. and 3:00 p.m. upto the date of declaration of Postal Ballot Results by the Company. The proposed Articles of Association is also available on website of the Company for inspection.
5. A Member desiring to exercise voting through Postal Ballot may complete the enclosed Postal Ballot Form and send the self addressed Business Reply Letter to the Scrutinizer. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form may also be sent through courier or by registered post at the expense of the registered Member. The envelopes containing the Postal Ballot Form should reach the Company not later than 5:00 p.m. on October 5, 2015. If the ballots are received thereafter they shall be deemed to be not received.
6. The Company is offering remote e-voting facility as an alternate, for its Members to enable them cast their vote electronically instead of dispatching Postal Ballot. The remote e-voting period commences on September 6, 2015 at 9.00 a.m. and ends on October 5, 2015 at 5:00 p.m. During the period when the facility for remote e-voting is provided, the members of the Company holding shares either in physical form or in dematerialised form, as on August 28, 2015, may adopt for remote e-voting. The instructions for Members for remote e-voting are as under:
 - (i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e., user ID and password) mentioned on the Postal Ballot Form. Your Folio/DP Client ID will be your User-ID.

User ID	<i>For Members holding shares in Demat Form:</i> a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID <i>For Members holding shares in Physical Form:</i> <u>Event no.</u> followed by 9 character alpha numeric Folio Number registered with the Company
Password	Your unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on "LOGIN".
 - (iv) Members will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z) one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that the said company opts for e-voting through M/s. Karvy Computershare Private Limited ("**Karvy**") e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc. on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, system will prompt to select the "Event" i.e., 'SpiceJet Limited'.
 - (vii) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login ID and password are to be used.
 - (viii) On the voting page, you will see Resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If you do not want to cast your vote, select 'ABSTAIN'.
 - (ix) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (x) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
 - (xi) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board Resolution to the Scrutinizer through e-mail to mkg1999@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "SpiceJet Limited_Event no."
 - (xii) Please contact toll free no. 1-800-34-54-001 of Karvy for any further clarifications.
 - (xiii) Members can cast their vote online upto 5.00 p.m. on October 5, 2015.
7. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting done through physical ballot shall prevail and voting done by e-voting will be treated as invalid.
8. In case, a Member does not want to avail the e-voting facility organised through Karvy, such Member may send a request to the Company for obtaining the Notice and Postal Ballot in physical form. On receipt of such request, the Company will dispatch the same in physical form to enable the Member to send back the duly signed Postal Ballot Form by October 5, 2015.
9. Upon completion of scrutiny of the postal ballot voting, the Scrutinizer will submit his report to the Chairman of the Board of the Company. Subsequently, result of the Postal Ballot will be announced by the Company on Tuesday, the 6th day of October, 2015 at 5:00 p.m. at its office situated at 319, Udyog Vihar, Phase- IV, Gurgaon- 122016, Haryana and the resolutions will be taken as passed effectively on the date of such declaration of the result by the Chairman of the Board of the Company, if assented to by the requisite majority.

Statement under Section 102 of the Companies Act, 2013

The statement under Section 102 of the Companies Act, 2013 setting out material facts of special businesses of the accompanying Notice set out hereinabove is as under:

Item No. 1 and 2

Mr. Ajay Singh (the "**New Promoter**"), has acquired 58.46% of the equity share capital of the Company from Mr. Kalanithi Maran and Kal Airways Private Limited (the "**Erstwhile Promoters**") pursuant to the "*Scheme of Reconstruction and Revival for Takeover of Ownership, Management and Control of SpiceJet Limited*" as approved by the Ministry of Civil Aviation vide its order dated January 22, 2015 acting in its capacity as the Competent Authority; and consequently Mr. Ajay Singh has acquired control over the Company. In order to reflect change of control and to withdraw certain affirmative rights available to Erstwhile Promoters, which are now inconsistent with the present state of affairs of the Company, it is necessary to modify the Articles of Association of the Company. Further, the existing Articles of Association of the Company are based on the provisions of the Companies Act, 1956 and contains references to specific sections of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several clauses of the existing Articles of Association of the Company requires alteration and/ or deletion.

Therefore it would be expedient to replace the existing Articles of Association with an entirely new set of Articles of Association. In terms of Section 14 of Companies Act, 2013, alteration in Articles of Association of the Company requires approval of Members by way of special resolution.

The proposed Articles of Association is available on website of the Company and at the Registered Office of the Company for inspection during office hours on all working days, except Saturday/ Sunday and other holidays, between 1:00 p.m. and 3:00 p.m.

Further, post acquisition of equity shares by New Promoter it is administratively desirable and prudent to shift the Registered Office of the Company to National Capital Territory of Delhi for efficient operations of the Company. Accordingly it was decided by the Board of Directors of the Company to shift the Registered Office of the Company from State of Tamil Nadu to National Capital Territory of Delhi.

In terms of Section 12 read with Section 13 of the Companies Act, 2013, the shifting of Registered Office from one state to other state require approval of Members by way of special resolution and approval of Central Government. Necessary application will be submitted to the Central Government (Regional Directors - Southern Region) after obtaining approval from the Members.

The Directors recommend the resolution no. 1 and 2 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.

Item No. 3

Your Board of Directors in its meeting held on May 21, 2015 on the recommendation of the Nomination and Remuneration Committee appointed Mr. Ajay Singh as an Additional Director and Managing Director of the Company pursuant to Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 with effect from May 21, 2015 for a period of three years subject to your approval of the Members by way of ordinary resolution. Mr. Singh is not drawing any remuneration for the executive functions performed by him. However he will be eligible for expenses for his office and other incidental expenses incurred by him while discharging his duties as Managing Director.

Mr. Ajay Singh aged about 49 years is a first generation entrepreneur. He holds a degree in engineering from Indian Institute of Technology, Delhi, a Master's in Business Administration (MBA) from Cornell University and a law degree from the University of Delhi. He has extensive experience in the information technology and airline operations having successfully contributed to the launch of the Company during the year 2005. He 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 holds 354,443,450 equity shares in SpiceJet Limited.

Apart from being on the Board of SpiceJet Limited, Mr. Singh also holds directorship in Intel Constructions Private Limited, Crosslink Finlease Private Limited, One City Promoters Private Limited, Argentum Motors Private Limited, Greenline Transit System Private Limited, Star Bus Services Private Limited, Spice Homes Private Limited, Spice Homes (Meerut) Private Limited, Argentum Electric Vehicles Private Limited, Argentum Defence Systems Private Limited, i2n Technologies Private Limited, Greenstar Mobility Private Limited, Green Volt Technologies Private Limited, Greenline Communication Private Limited, Indiverse Broadband Private Limited, Smartnagar Digital Ventures Private Limited, Smartnagar Broadband Networks Private Limited, Pan India Motors Private Limited and Argentum Auto Private Limited.

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.