

Notice of Annual General Meeting

Notice is hereby given that the 38th Annual General Meeting (the “AGM”) of the members of SpiceJet Limited (the “Company”) will be held on Monday, the 26th day of December, 2022 at 11:30 a.m. through video conference and other audio visual means (“VC”) to transact the following business:

Ordinary Business:

1. Adoption of audited financial statements

To consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2022, together with the Report of the Board of Directors and the Statutory Auditors thereon.

2. Re-appointment of Mr. Ajay Singh as a Director liable to retire by rotation

To appoint a Director in place of Mr. Ajay Singh (DIN: 01360684), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

By order of the Board of Directors

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

Date : November 14, 2022
Place: Gurugram

SpiceJet Limited
Indira Gandhi International Airport,
Terminal 1D, New Delhi - 110037
CIN: L51909DL1984PLC288239
Website: www.spicejet.com
E-mail: investors@spicejet.com
Tel: +91 124 3913939; Fax: +91 124 3913844

Notes:

- Pursuant to the General Circular No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (collectively referred to as the “e-AGM Circulars”), the AGM of the Company is being conducted through VC facility, which does not require physical presence of members at a common venue.
- A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote at the AGM instead of himself/herself, and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the e-AGM Circulars**

through VC, the facility for appointment of proxies by the members shall not be available. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (the “Act”).

- The Register of Members and Share Transfer Books will remain closed from December 20, 2022 to December 26, 2022 (both days inclusive) for purpose of the AGM.
- In compliance with the e-AGM Circulars, the Annual Report for financial year ended March 31, 2022, the Notice of the AGM and instructions for e-voting are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/depository participant(s). All these documents are also available on the website of the Company at www.spicejet.com under the “Investors” section.
- The members whose e-mail addresses are not registered with the Company/depository participant(s), are requested to get the same registered/updated. The members holding shares in demat form can get their e-mail addresses registered by contacting their respective depository participant and the members holding shares in physical form may register their e-mail addresses and mobile number with KFin Technologies Limited (“KFinTech”) by sending an e-mail request at the e-mail address einward.ris@kfintech.com along with signed scanned copy of the request letter providing their e-mail address, mobile number, self-attested copy of PAN Card and a copy of the share certificate for registering their e-mail addresses for receiving this Notice and Annual Report in electronic mode.
- Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and Secretarial Standards on General Meetings (“SS - 2”) issued by the Institute of Company Secretaries of India in respect of re-appointment of director is provided hereinafter and forms part of the Notice.
- SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the KFinTech.
- Since the AGM will be held through VC in accordance with the e-AGM Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
- The register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act and the register of contracts or arrangements in which the directors are interested, maintained under

Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

All documents referred to in the 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 from the date of circulation of the Notice up to the date of the AGM. Such documents will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice up to the date of the AGM. Members seeking to inspect such documents can send an e-mail to investors@spicejet.com.

10. Members are requested to make all other correspondence in connection with the equity shares held by them by addressing letters directly to the Registrar and Transfer Agent viz., KFin Technologies Limited, Unit: SpiceJet Limited, Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or to the Company at its registered office as mentioned in this Notice, quoting reference of their Client ID and DP ID or Folio No.
 11. Members may participate in the AGM through VC facility by following the procedure as mentioned hereinafter. The VC facility allows participation of at least 2,000 members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoter, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first come-first-served principle as per the e-AGM Circulars. Members of the Company under the category of institutional investors are encouraged to attend and vote at the AGM through VC.
 12. Pursuant to the provisions of Section 108 of the Act and rules made thereunder and Regulation 44 of the SEBI Listing Regulations read with the e-AGM Circulars and Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 issued by the Securities and Exchange Board of India (“SEBI”), the Company is providing remote e-voting facility to its members in respect of the business to be transacted at the AGM and a facility for those members participating in the AGM, to cast vote through e-voting system during the AGM. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of December 19, 2022. 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.
 13. KFinTech will be providing the facility for participation in the AGM through VC and remote e-voting facility. The procedure and instructions for remote e-voting and participation in the AGM through VC are provided hereinafter and forms part of this Notice.
 14. The facility for e-voting shall also be made available during the AGM and the members participating in the meeting who have not cast their votes by remote e-voting shall be able to exercise their right to vote during the meeting through e-voting. The members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM but shall not be entitled to cast their vote again.
 15. The e-voting period commences on Thursday, December 22, 2022 at 9:00 a.m. and ends on Sunday, December 25, 2022 at 5:00 p.m. During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off of date i.e. December 19, 2022, may cast their vote electronically. The e-voting module shall be disabled by KFinTech for voting thereafter. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. December 19, 2022. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
 16. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, December 19, 2022, may obtain the user ID and password by sending a request at evoting@kfintech.com. However, if he/she is already registered with KFinTech for remote e-voting, then he/she can use his/her existing user ID and Password for casting the vote as per instructions mentioned hereinafter.
- In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. December 19, 2022, may follow steps mentioned hereinafter.
17. **Instructions for remote e-voting and participation in the AGM through VC:**
 - (i) **Login method for remote e-voting for individual members holding securities in demat mode:** In terms of Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 issued by the SEBI on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories/websites of depositories/depository participants. Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility. Following is the login method for remote e-voting for individual members holding securities in demat mode:

Type of members	Login Method
Individual members holding securities in demat mode with NSDL	<p>(i) User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> (a) Visit URL: https://eservices.nsdl.com (b) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. (c) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” (d) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>(ii) User not registered for IDeAS e-Services:</p> <ul style="list-style-type: none"> (a) To register click on link : https://eservices.nsdl.com (b) Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp (c) Proceed with completing the required fields. (d) Follow steps given in above point (i) <p>(iii) Alternatively by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> (a) Open URL: https://www.evoting.nsdl.com/ (b) Click on the icon “Login” which is available under ‘Shareholder/Member’ section. (c) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. (d) Post successful authentication, you will requested to select the name of the company and the e-voting service provider name, i.e. KFinTech. (e) On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.
Individual members holding securities in demat mode with CDSL	<p>(i) Existing user who have opted for Easi/Easiest</p> <ul style="list-style-type: none"> (a) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com (b) Click on New System Myeasi (c) Login with your registered user id and password. (d) The user will see the e-Voting Menu. The Menu will have links of e-voting service provider i.e. KFinTech e-voting portal. (e) Click on e-voting service provider name to cast your vote. <p>(ii) User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> (a) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration (b) Proceed with completing the required fields. (c) Follow the steps given in above point (i) <p>(iii) Alternatively, by directly accessing the e-Voting website of CDSL</p> <ul style="list-style-type: none"> (a) Visit URL: www.cdslindia.com (b) Provide your demat Account Number and PAN No. (c) System will authenticate user by sending OTP on registered mobile and e-mail as recorded in the demat account. (d) After successful authentication, user will be provided links for the respective e-voting service provider i.e. KFinTech where the e-voting is in progress.
Individual members login through their demat accounts/Website of Depository Participant	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for remote e-voting facility. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-voting feature. Click on options available against company name or e-voting service provider i.e. KFinTech and you will be redirected to e-voting website of KFinTech for casting your vote during the remote e-voting period without any further authentication.</p>

Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at respective websites of NSDL/CDSL. Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 and please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

(ii) Login method for remote e-voting for non-individual members or members holding securities in physical mode:

The non-individual members or members holding securities in physical mode desiring to exercise their vote(s) through remote e-voting process are requested to refer to the detailed procedure given as under:

- (a) Open your web browser during the voting period and navigate to <https://evoting.kfintech.com>.
- (b) Enter the login credentials (i.e. User ID and password sent with this Notice through e-mail). If you have already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your votes.
- (c) After entering these details appropriately, click on "LOGIN".
- (d) 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, e-mail 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.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the "EVENT" i.e. SpiceJet Limited.
- (g) 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.

- (h) Members holding multiple Folios/Demat Accounts need to choose the voting process separately for each Folios/Demat Accounts.
- (i) 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.
- (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (k) 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 number of times till they have voted on the resolution(s).
- (l) 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 e-mail ID mkg1999@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT No."
- (m) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting User Manual for shareholders available at the download section of <http://evoting.kfintech.com> or contact Ms. C Shobha Anand, at evoting@kfintech.com or call KFintech's toll free No. 1800-309-4001 for any further clarifications.

(iii) Participation in the AGM through VC: Instructions for all the members for attending the AGM of the Company through VC are as follows:

- (a) Member may attend the AGM through VC by accessing <https://emeetings.kfintech.com> and using the e-voting login credentials provided in the e-mail received from the Company. After logging in, click on the Video Conference Tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and password for e-voting or have forgotten the User ID and password may retrieve the same by following the remote e-voting instructions mentioned above.
- (b) Facility for joining AGM though VC shall open at least thirty minutes before the commencement of the AGM.
- (c) Members are encouraged to join the AGM through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet

- Explorer, Microsoft Edge, Mozilla Firefox 22. Members will be required to grant access to the webcam to enable VC. Further, members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (d) As the AGM is being conducted through VC, for the smooth conduct of proceedings of the AGM, members are encouraged to express their views/send their queries in advance mentioning their name, demat account details, folio number, e-mail ID.
- (e) The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. The members may click on the voting icon displayed on the screen to cast their votes.
- (f) A member can opt for only single mode of voting i.e., through remote e-voting or e-voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- (g) Speaker Registration: The members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the User ID and password provided in the mail received from the Company. On successful login, select 'Speaker Registration' which will be opened from 9:00 a.m. to 5:00 p.m. on December 22, 2022. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those members who have registered themselves, depending on the availability of time for the AGM.
18. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, KFinTech and will also be displayed on the website of the Company at www.spicejet.com under the "Investors" section.

Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS - 2 issued by the Institute of Company Secretaries of India in respect of re-appointment of director:

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*
Qualification	B. Tech from IIT, Delhi M.B.A. from Cornell University LL.B. from University of Delhi
Brief resume and experience	<p>Mr. 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. 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>
No. of Board meetings attended during the year 2021-22	5 (Five)
Relationship with directors and Key Managerial Personnel	Mr. Ajay Singh is relative (Husband) of Mrs. Shiwani Singh
Directorship in other companies as on March 31, 2022	Canvin Real Estate Private Limited, Crosslink Finlease Private Limited, Flebo.In Private Limited, Gamez With Friends Private Limited, Greenline Communication Private Limited, Greenline Transit System Private Limited, I2N Technologies Private Limited, Indiverse Broadband Private Limited, Intel Constructions Private Limited, Pan India Motors Private Limited, SpiceJet Merchandise Private Limited, SpiceJet Technic Private Limited, SpiceJet Interactive Private Limited, SpiceTech System Private Limited, SpiceXpress and Logistics Private Limited, Spice Club Private Limited, Spice Ground Handling Services Private Limited, Spice Shuttle Private Limited and Star Bus Services Private Limited.
Chairperson/Member of the Committee of the Board of Directors of SpiceJet Limited as on March 31, 2022	Corporate Social Responsibility Committee - Member Nomination and Remuneration Committee - Member Risk Management Committee - Chairperson Stakeholder Relationship Committee - Member
Chairperson/Member of the Committee of other companies in which he is a Director as on March 31, 2022	Nil
Shareholding in the company (equity shares of ₹10 each) as on March 31, 2022	30,43,33,450 equity shares (50.57%)
Remuneration to be paid	₹72.00 million
Remuneration last drawn	During the financial year 2021-22, Mr. Singh, has drawn total remuneration of ₹42.00 million as against approved remuneration of ₹72.00 million. The Company has taken provisions for remaining remuneration of ₹30.00 million.

*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.