

# Notice of Annual General Meeting

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting (the “AGM”) of the members of SpiceJet Limited (the “Company”) will be held on Monday, the 30<sup>th</sup> day of December, 2024 at 3:30 p.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, 2024, 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 and being eligible, seeks reappointment.

## Special Business:

### 3. Appointment of Ms. Sonum Gayatri Malhotra as an Independent 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 the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Director of the Company, Ms. Sonum Gayatri Malhotra (DIN: 10639147), who was appointed as an Additional Director designated as an Independent Director with effect from September 14, 2024 and meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five (5) years till September 13, 2029, and that she shall not be liable to retire by rotation.

Resolved further that the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### 4. Increase in authorised share capital of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“Resolved that in accordance with the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Article 10 of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from Rs.15,000,000,000 (Rupees Fifteen Thousand Million) divided into 1,500,000,000 (One Thousand Five Hundred Million) equity shares of Rs.10 (Rupees Ten) each to Rs.20,000,000,000 (Rupees Twenty Thousand Million) divided into 2,000,000,000 (Two Thousand Million) equity shares of Rs.10 (Rupees Ten) each ranking *pari-passu* with the existing equity shares of the Company and that in Clause V of the Memorandum of Association of the Company, for the words and figures:

*“The Authorised Share Capital of the Company is Rs.15,000,000,000 (Rupees Fifteen Thousand Million) divided into 1,500,000,000 (One Thousand Five Hundred Million) equity shares of Rs.10 (Rupees Ten) each.”*

the following shall be substituted:

*“The Authorised Share Capital of the Company is Rs.20,000,000,000 (Rupees Twenty Thousand Million) divided into 2,000,000,000 (Two Thousand Million) equity shares of Rs.10 (Rupees Ten) each.”*

Resolved further that the Board of Directors of the Company be and is hereby authorised to take necessary steps and do all such acts, deeds and things as may be deemed expedient and necessary to give effect to the aforesaid ordinary resolution.”

By order of the Board of Directors

Sd/-

Chandan Sand

Sr. VP (Legal) &

Company Secretary

Date : November 12, 2024

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  
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## Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “**Act**”), in respect of the special businesses are annexed hereto and forms part of the Notice.
2. Pursuant to the General Circular No. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (collectively referred to as the “**e-AGM Circulars**”) companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the AGM Circulars, the AGM of the Company is being held through VC and the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company.
3. 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 Act.
4. The Register of Members and Share Transfer Books will remain closed from December 24, 2024 to December 30, 2024 (both days inclusive) for purpose of the AGM.
5. In compliance with the e-AGM Circulars, the Annual Report for financial year ended March 31, 2024, 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](http://www.spicejet.com) under the “Investors” section.
6. 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 following the process stated hereinafter for receiving the Annual Report in electronic mode.
7. As per Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 issued by the Securities and Exchange Board of India (“**SEBI**”), all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail address. Security holder can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx> and can be provided by any one of the following modes along with the supporting documents:
  - (a) Through ‘In Person Verification’ (IPV): The authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
  - (b) Through hard copies which are self-attested, which can be sent to KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032; or
  - (c) Through electronic mode with e-sign at link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>.
8. 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 appointment/re-appointment of directors is provided hereinafter and forms part of the Notice.
9. 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.
10. 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.
11. 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](mailto:investors@spicejet.com).
12. 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, Selenium Building, Tower-B, Plot No 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032 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.

13. Members may participate in the AGM through VC facility by following the procedure as mentioned hereinafter. The VC facility allows participation of at least 1,000 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.
14. 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 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 23, 2024. 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.
15. 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.
16. 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.

17. The e-voting period commences on Thursday, December 26, 2024 at 9:00 a.m. and ends on Sunday, December 29, 2024 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 date i.e. December 23, 2024, 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 23, 2024. 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.
18. 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 23, 2024, may obtain the user ID and password by sending a request at [evoting@kfintech.com](mailto: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 23, 2024, may follow steps mentioned hereinafter.

19. **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:**

As per Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 issued by SEBI, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories/ Depository Participants. Members are advised to update their mobile number and email address in their demat accounts in order to access remote 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><b>(i) User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>(a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>(b) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>(c) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>(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.</li> </ol> |

| Type of members   | Login Method  |
|---|---|
|   | <p><b>(ii) User not registered for IDeAS e-Services:</b></p> <p>(a) To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>(b) Select “Register Online for IDeAS” or click at below link:<br/><a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>(c) Proceed with completing the required fields.</p> <p>(d) Follow steps given in above point (i)</p> <p><b>(iii) Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>(a) Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></p> <p>(b) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>(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.</p> <p>(d) Post successful authentication, you will requested to select the name of the company and the e-voting service provider name, i.e. KFinTech.</p> <p>(e) On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.</p>  |
| Individual members holding securities in demat mode with CDSL                               | <p><b>(i) Existing user who have opted for Easi/Easiest</b></p> <p>(a) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>(b) Click on New System Myeasi</p> <p>(c) Login with your registered user id and password.</p> <p>(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.</p> <p>(e) Click on e-voting service provider name to cast your vote.</p> <p><b>(ii) User not registered for Easi/Easiest</b></p> <p>(a) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>(b) Proceed with completing the required fields.</p> <p>(c) Follow the steps given in above point (i)</p> <p><b>(iii) Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>(a) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>(b) Provide your demat Account Number and PAN No.</p> <p>(c) System will authenticate user by sending OTP on registered mobile and email as recorded in the demat account.</p> <p>(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.</p> |
| Individual members I. 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](mailto:evoting@nsdl.co.in) or call at +91 22 4886 7000 or +91 22 2499 7000 and please contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

**(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, 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.
- (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 email ID [mkg1999@gmail.com](mailto:mkg1999@gmail.com) with a copy marked to [evoting@kfintech.com](mailto: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 KFinTech at Tel No. 1800 309 4001 (Toll Free).

**(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.



- (iv) 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.
- (v) 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.
- (vi) 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.
- (vii) 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 27, 2024. 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.

20. 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](http://www.spicejet.com) under the "Investors" section.

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice:

#### Item No. 3

Pursuant to Section 161 of the Companies Act, 2013 (the "Act"), the Board of Directors of the Company, on September 14, 2024, appointed Ms. Sonum Gayatri Malhotra as an Additional Director designated as Independent Director of the Company for a term of five (5) years with effect from September 14, 2024 to September 13, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Ms. Malhotra:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (the "**Appointment Rules**");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "**SEBI LODR Regulations**");
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- (vi) A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing her candidature under Section 160 of the Act.

The Nomination and Remuneration Committee had previously finalised the desired attributes for the selection of the independent director(s). Based on those attributes, the Nomination and Remuneration Committee recommended the candidature of Ms. Malhotra. In the opinion of the Board of Directors of the Company, Ms. Malhotra fulfils the conditions for independence specified in the Act, the rules made thereunder, the SEBI LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board of Directors noted that Ms. Malhotra's skills, background and experience are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that she is eligible for appointment as an Independent Director.

A copy of the draft letter for the appointment of Ms. Malhotra as an Independent Director setting out the terms and conditions is available for inspection by the members during normal business hours on working days up to the date of annual general meeting.

The resolution seeks the approval of members for the appointment of Ms. Malhotra as an Independent Director of the Company for a term of five (5) years effective September 14, 2024 to September 13, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the SEBI LODR Regulations, the

approval of the members is sought for the appointment of Ms. Malhotra as an Independent Director of the Company, as a 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 except to the extent of that new equity shares may be allotted to them as per terms of offer for allotment of these shares.

**Item No. 4**

The present authorised share capital of the Company is Rs.15,000,000,000 (Rupees Fifteen Thousand Million) divided into 1,500,000,000 (One Thousand Five Hundred Million) equity shares of Rs.10 (Rupees Ten) each. In order to facilitate the infusion of fresh share capital in the Company, it is necessary to increase the authorised share capital of the Company and therefore it is proposed to increase

the present authorised share capital of the Company from Rs.15,000,000,000 (Rupees Fifteen Thousand Million) divided into 1,500,000,000 (One Thousand Five Hundred Million) equity shares of Rs.10 (Rupees Ten) each to Rs.20,000,000,000 (Rupees Twenty Thousand Million) divided into 2,000,000,000 (Two Thousand Million) equity shares of Rs.10 (Rupees Ten) each.

The proposal for increase in authorised share capital and amendment of Memorandum of Association of the Company requires approval of members of the Company by way of an ordinary 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 except to the extent of that new equity shares may be allotted to them as per terms of offer for allotment of these shares.

**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 in respect of appointment/re-appointment of directors:**

| Name  | Mr. Ajay Singh   | Ms. Sonum Gayatri Malhotra  |
|---|--|---|
| DIN   | 01360684   | 10639147  |
| Date of Birth/ Age  | December 29, 1965 (58 years)   | September 5, 1989 (35 years)  |
| Date of first Appointment on the Board of SpiceJet Limited <sup>1</sup> | May 21, 2015   | September 14, 2024  |
| Qualification   | B. Tech from IIT, Delhi<br>M.B.A. from Cornell University<br>LL.B. from University of Delhi  | M.A. in Media and Governance, Jamia Millia Islamia University, Delhi<br>B.A. (Hons.) in History, St. Stephen's College, Delhi University<br>Certificate in Spanish, Institute of Cervantes (Universidad De Valladolid, Spain)   |
| Brief resume and experience   | 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.<br><br>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. | Presently, Ms. Malhotra is a Director at the Sun Group Global – Sustainable Fuels Group.<br><br>Previously, Ms. Malhotra has worked with the World Economic Forum and has also served as Senior Consultant at the Ministry of Finance, Government of India - New Delhi (Office of Chief Economic Adviser) and as Consultant at the World Bank, New Delhi (Social Development Global Practice, Social Development Specialist for Energy Extractives). She has also worked as Research Associate with the Centre for Policy Research. |
| No. of Board meetings attended during the financial year 2023-24        | Four   | Not applicable  |

| Name  | Mr. Ajay Singh  | Ms. Sonum Gayatri Malhotra |
|---|---|----------------------------|
| Relationship with directors and Key Managerial Personnel  | Mr. Ajay Singh is relative (Husband) of Mrs. Shiwani Singh.   | Nil                        |
| Directorship in other companies as on March 31, 2024  | Canvin Real Estate Private Limited, Crosslink Finlease 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, Kargo360 Software Private Limited, Pan India Motors Private Limited, Spice Club Private Limited, Spice Ground Handling Services Private Limited, Spice Shuttle Private Limited, SpiceJet Innovate Private Limited, SpiceJet Technic Private Limited, SpiceTech System Private Limited, SpiceXpress and Logistics Private Limited, Star Bus Services Private Limited and the Associated Chambers of Commerce and Industry of India. | Nil                        |
| Chairperson/Member of the Committee of the Board of Directors of SpiceJet Limited as on March 31, 2024    | Corporate Social Responsibility Committee - Member<br>Nomination and Remuneration Committee - Member<br>Risk Management Committee - Chairperson<br>Stakeholder Relationship Committee - Member  | Nil                        |
| Chairperson/Member of the Committee of other companies in which he/she is a Director as on March 31, 2024 | Nil   | Nil                        |
| Shareholding in the company (equity shares of Rs.10 each) as on March 31, 2024                            | 29,73,33,450 equity shares (37.95 %)  | Nil                        |
| Past remuneration   | Rs.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 per cent of annual net profit of the Company payable upon completion of relevant financial year as variable pay along with 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.  | Not applicable             |
| Proposed remuneration   | There is no change in remuneration for proposed period of re-appointment of Mr. Ajay Singh.   | Nil <sup>2</sup>           |

<sup>1</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.

<sup>2</sup>No remuneration is being paid to non-executive directors other than the sitting fee for attending meetings of the Board and reimbursement for expenses incurred for participating in such meetings.