



Notice of 41st Annual General Meeting

Notice is hereby given that the 41st Annual General Meeting (the “AGM”) of the members of SpiceJet Limited (the “Company”) will be held on Tuesday, the 30th day of September, 2025 at 12:00 noon through video conference and other audio visual means (“VC”) to transact the following businesses:

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, 2025, together with the Report of the Board of Directors and the Statutory Auditors thereon.

2. Re-appointment of Mrs. Shiwani Singh as a Director liable to retire by rotation

To appoint a director in place of Mrs. Shiwani Singh (DIN: 05229788), who retires by rotation and being eligible, seeks reappointment.

3. Appointment of M/s Kalyaniwalla & Mistry LLP (Firm Registration No. 104607W / W100166), as Statutory Auditors of the Company

To consider and if thought fit, to pass, the following resolution as ordinary resolution:

“Resolved that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and based upon recommendation of the Audit Committee and the Board of Directors, M/s Kalyaniwalla & Mistry LLP (Firm Registration No. 104607W / W100166) be and is hereby appointed as Statutory Auditors of the Company to hold the office for a first term of 5 (five) consecutive years commencing from the conclusion of the 41st Annual General Meeting (“AGM”) till the conclusion of the 46th AGM of the Company, at such remuneration as may be mutually agreed between the Board and Statutory Auditors, based on the recommendation of the audit committee of the Company and re-imbursment for out of pocket expenses incurred by the Statutory Auditors on audit.

Resolved further that the Board of Directors of the Company on the recommendation of the Audit Committee may alter terms and conditions of appointment of the Statutory Auditors including payment of remuneration, in such manner as may be mutually agreed with the Statutory Auditors subject always to and in compliance with all applicable provisions of the Companies Act, 2013 and rules made thereunder.

Resolved further that Mr. Chandan Sand (Sr. VP (Legal) & Company Secretary) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution.”

Special Business:

4. Issue of equity shares on preferential basis to aircraft lessor(s) consequent upon conversion of their existing outstanding dues

To consider and if thought fit, to pass, the following resolution as a special resolution:

“Resolved that pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and rules, circulars, notifications, regulations and guidelines issued under FEMA, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreement entered into by the Company with the BSE Limited (the “Stock Exchange”) on which the equity shares of the Company are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 104,172,634 (One Hundred Four Million One Hundred and Seventy Two Thousand Six Hundred and Thirty Four Only) equity shares of the face value of Rs.10 (Rupees Ten) each of an aggregate nominal amount of upto Rs.4,408,205,000 (Four Billion Four Hundred Eight Million Two Hundred Five Thousand) to following entities (the “Allottee(s)”) consequent upon conversion of their

existing outstanding dues aggregating to an amount not exceeding USD 50,000,000 (United States Dollar Fifty Million only) at an issue price of Rs.42.32 (Rupees Forty Two and Thirly Two only) per share or such issue price

per share as may be determined in accordance with the SEBI ICDR Regulations, whichever is higher, on preferential basis, in one or more tranches and on such terms and conditions as the Board may deem fit:

S.No.	Lessor Name	Category	Maximum number of equity shares to be issued
1	SASOF II (J) Aviation Ireland Limited	Non-Promoter	24,782,921
2	SASOF III (A6) Aviation Ireland DAC	Non-Promoter	17,666,684
3	SASOF III (A19) Aviation Ireland DAC	Non-Promoter	11,893,731
4	Fly Aircraft Holdings Seven Limited	Non-Promoter	11,101,421
5	SASOF III (E) Aviation Ireland DAC	Non-Promoter	9,004,255
6	Fly Aircraft Holdings One Limited	Non-Promoter	8,638,590
7	SASOF III (A13) Aviation Ireland DAC	Non-Promoter	8,274,732
8	SASOF III (C) Aviation Ireland DAC	Non-Promoter	7,289,121
9	Citrine Aircraft Leasing Limited	Non-Promoter	5,521,179
Total			104,172,634

Resolved further that the Board be and is hereby authorised to adjust number of equity shares proposed to be issued and allotted under this resolution as result of change in exchange rate on the date of allotment of said equity shares.

Resolved further that the relevant date for calculating the minimum issue price of the equity shares to be allotted pursuant to preferential issue, in terms of Regulation 161 of the SEBI ICDR Regulations shall be August 29, 2025, which is the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue i.e. September 30, 2025.

Resolved further that:

- allotment of the equity shares shall be made only in dematerialised form;
- the equity shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- the equity shares so allotted shall rank *pari-passu* in all respect with the existing equity shares of the Company;
- the equity shares allotted on a preferential basis shall be locked-in for a period of six months from the date of trading approval;
- the entire pre-preferential allotment shareholding of the Allottees, if any, shall be locked-in from the relevant date up to a period of ninety trading days from the date of trading approval; and
- the equity shares issued and allotted on preferential basis shall be listed on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case may be.

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 any question, difficulty or doubt that may arise in regard to the offer, issue, allotment, listing and to finalise and execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto by the authority of this resolution.

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 or to any person, individual or firm as it may consider appropriate in order to give effect to this resolution.

Resolved further that all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect."

5. Issue of equity shares on preferential basis to GASL Aviation Holdings Limited consequent upon conversion of their existing outstanding dues

To consider and if thought fit, to pass, the following resolution as a special resolution:

"Resolved that pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the



time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and rules, circulars, notifications, regulations and guidelines issued under FEMA, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreement entered into by the Company with the BSE Limited (the “Stock Exchange”) on which the equity shares of the Company are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents,

permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 8,334,091 (Eight Million Three Hundred Thirty-Four Thousand Ninety-One) equity shares of the face value of Rs.10 (Rupees Ten) each of an aggregate nominal amount of upto Rs.352,656,400 (Rupees Three Hundred Fifty-Two Million Six Hundred Fifty-Six Thousand Four Hundred) to following entity (the “Allottee”) consequent upon conversion of their existing outstanding dues aggregating to an amount not exceeding USD 4,000,000 (United States Dollar Four Million only) at an issue price of Rs.42.32 (Rupees Forty Two and Thirty Two Paise only) per share or such issue price per share as may be determined in accordance with the SEBI ICDR Regulations, whichever is higher, on preferential basis, in one or more tranches and on such terms and conditions as the Board may deem fit:

S. No.	Name of the Allottee	Category	Maximum number of equity shares to be issued
1.	GASL Aviation Holdings Limited	Non-Promoter	8,334,091
Total			8,334,091

Resolved further that the Board be and is hereby authorised to adjust number of equity shares proposed to be issued and allotted under this resolution as result of change in exchange rate on the date of allotment of said equity shares.

Resolved further that the relevant date for calculating the minimum issue price of the equity shares to be allotted pursuant to preferential issue, in terms of Regulation 161 of the SEBI ICDR Regulations shall be August 29, 2025, which is the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue i.e. September 30, 2025.

Resolved further that:

- allotment of the equity shares shall be made only in dematerialised form;
- the equity shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- the equity shares so allotted shall rank *pari-passu* in all respect with the existing equity shares of the Company;
- the equity shares allotted on a preferential basis shall be locked-in for a period of six months from the date of trading approval;
- the entire pre-preferential allotment shareholding of the Allottees, if any, shall be locked-in from the

relevant date up to a period of ninety trading days from the date of trading approval; and

- the equity shares issued and allotted on preferential basis shall be listed on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case may be.

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 any question, difficulty or doubt that may arise in regard to the offer, issue, allotment, listing and to finalise and execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto by the authority of this resolution.

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 or to any person, individual or firm as it may consider appropriate in order to give effect to this resolution.

Resolved further that all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect.”

6. Appointment of M/s Mahesh Gupta & Co., Company Secretaries as Secretarial Auditor of the Company

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

“Resolved that pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued by Securities and Exchange Board of India from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Board of Directors, M/s Mahesh Gupta & Co., Company Secretaries (Peer Review No.: 6470/2025), having confirmed their eligibility for appointment as the Secretarial Auditors of the Company, be and is hereby appointed as Secretarial Auditor of the Company to hold office for a term of five (5) consecutive financial years with effect from Financial Year 2025-26 to Financial Year 2029-30, at such remuneration as may be determined by the Board of Directors of the Company.

Resolved further that Mr. Chandan Sand, Sr. VP (Legal) & Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be required to give effect to the aforesaid resolution.”

By order of the Board of Directors

Date : September 8, 2025
Place : Gurugram

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

SpiceJet Limited
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Terminal 1D, New Delhi – 110037
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Notes:

1. Pursuant to Section 102 of the Companies Act, 2013 read with Section 101 of the Companies Act, 2013 a statement setting out material facts and reasons for proposed special business is annexed hereto.
2. Pursuant to the provisions of Sections 101 and 108 of the Act read with the Rules made thereunder and General Circular No. 09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time 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 ("SEBI") ("the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the 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 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. In compliance with the Circulars, 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.
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 from the date of circulation of the notice upto the closure of remote e-voting.

All documents referred to in this notice will also be available electronically for inspection without any fee by the members from the date of circulation of this notice upto the closure of remote e-voting. Members seeking to inspect such documents can send an email to investors@spicejet.com.
6. The members whose e-mail addresses are not registered with the Company/Depositories, 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 KFinTech by sending an e-mail request at the email address einward.ris@kfintech.com along with signed scanned copy of the request letter providing their email address, mobile number, self-attested copy of PAN Card and a copy of the share certificate for registering their email addresses for receiving the AGM Notice along with the remote e-voting instructions in electronic mode.
7. As per Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, 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. 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.
9. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
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 Share 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.
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 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 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 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 i.e. Tuesday, September 23, 2025. 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 Friday, September 26, 2025 at 9:00 a.m. and ends on Monday, September 29, 2025 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. Tuesday, September 23, 2025, 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. Tuesday, September 23, 2025. 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. 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.
17. 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 September 26, 2025. 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. 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 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."
19. 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 BSE Limited ("Stock Exchange") at www.bseindia.com, KFinTech and will also be displayed on the website of the Company at www.spicejet.com under the "Investors" section.
20. **Registration of e-mail ID:**

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- Electronic mode can register their email ID by contacting their respective Depository Participant(s) ("DP").
- Physical mode can register their email ID with the Company or KFinTech. Requests can be emailed to investors@spicejet.com or einward.ris@kfintech.com or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>.

Existing users can login through KPRISM (<https://kprism.kfintech.com>). All updation has to be done through ISR Forms as prescribed by SEBI.

Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off



date only i.e., Tuesday, September 23, 2025 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

21. 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, i.e. Friday, September 5, 2025, 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. Friday, September 5, 2025, may follow steps mentioned hereinafter.

22. Instructions for remote e-voting

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ("**remote e-voting**") on the e-voting platform provided by KFinTech. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.
- ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Friday, September 26, 2025 at 9:00 a.m.	Monday, September 29, 2025 at 5:00 p.m.





- iii. The remote e-voting module shall be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

During the above period, Members of the Company holding shares either in physical form or in

dematerialised form, as on Tuesday, September 23, 2025, i.e., cut-off date, may cast their vote by remote e-voting.

- iv. Mr. Mahesh Kumar Gupta (CP No. 1999), Practicing Company Secretary is appointed as the Scrutinizer for conducting the AGM only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
- v. The process and manner for remote e-voting is as under:
- In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFinTech, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
 - E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
 - Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
 - The process and manner of remote e-voting is explained below:
 - Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - Access to KFinTech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

23. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of members	Login Method
Individual members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login, you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users: <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. Click on company name i.e. “SPICEJET LIMITED” or ESP i.e. KFinTech. Members will be re-directed to KFinTech’s website for casting their vote during the remote e-voting period. Those not registered under IDeAS: <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL https://www.evoting.nsdl.com. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name i.e “SPICEJET LIMITED” or ESP name i.e KFinTech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin: 0 20px;">  <p>App Store</p>  </div> <div style="text-align: center; margin: 0 20px;">  <p>Google Play</p>  </div> </div>



Type of members	Login Method
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing user who have opted for Electronic Access To Securities Information (“Easi/Easiest”) facility: <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. Click on New System Myeasi. Login to Myeasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication. User not registered for Easi/ Easiest <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. 1 above to cast your vote. Alternatively, by directly accessing the e-voting website of CDSL <ol style="list-style-type: none"> Visit www.cdslindia.com. Provide demat account number and PAN. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘SPICEJET LIMITED’ or select KFinTech. Members will be re-directed to the e-voting page of KFinTech to cast their vote
Individual members login through their demat accounts/Website of Depository Participant	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. Once logged-in, Members will be able to view e-voting option. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against ‘SPICEJET LIMITED’ or ‘KFinTech’. Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.

Important Note:

- (a) 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.
- (b) Please contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 022-62343625, 022-62343626, 022-62343259.

24. Login method for remote e-voting for non-individual members or members holding securities in physical mode:

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing

User ID and password for casting the vote.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'SpiceJet Limited' and click on "Submit"
- vii. 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 "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. 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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, 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.

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

The members of the Company at the 36th Annual General Meeting held on December 24, 2020 appointed M/s. Walker Chandiok & Co LLP, Chartered Accountants (Registration No.

001076N/N500013) as Statutory Auditors of the Company for a period of five (5) years who shall hold office from the conclusion of 36th Annual General Meeting ("AGM") until the conclusion of 41st AGM of the Company.

However, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Registration No. 001076N/N500013) has tendered their resignation on June 13, 2025 considering the fact that their tenure of five (5) years is getting over in the ensuing AGM of the Company and the Company has already initiated discussion with them to provide certain non-audit services and they believe that these services may impair the applicable independence requirements and basis their Firm's internal policies, procedures and ethical standards, prohibit the Firm from acting as statutory auditor for the Company.

Consequent to the casual vacancy caused by such resignation, the Board of Directors, on the basis of recommendation of Audit Committee, has in its meeting held on June 13, 2025 and members of the Company on September 4, 2025, have approved the appointment of M/s Kalyaniwalla & Mistry LLP (Firm Registration No. 104607W / W100166) as the Statutory Auditors of the Company, to hold office from June 13, 2025 until the conclusion of this Annual General Meeting of the Company.

On the basis of recommendation of Audit Committee in its meeting held on September 5, 2025, Board of Directors has in its meeting held on September 5, 2025 and subject to the approval of the members of the Company, has approved the appointment of M/s Kalyaniwalla & Mistry LLP (Firm Registration No. 104607W / W100166) as the Statutory Auditors of the Company, to hold office from 41st AGM till the conclusion of the 46th AGM of the Company.

M/s Kalyaniwalla & Mistry LLP (Firm Registration No. 104607W / W100166), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved and made by the members, would be within the limits prescribed under the Companies Act, 2013.

M/s. Kalyaniwalla & Mistry LLP (ICAI Firm Registration No. 104607W / W100166) (K&M) is a multi service, multi-location, professional service organisation, established in the year 1928, registered with the Institute of Chartered Accountants of India is one of the leading accounting firms in India.

Proposed remuneration:

Based on the recommendation of the audit committee and the Board, the proposed fees to be paid to M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants for the financial year 2025-26 is Rs.1,73,00,000 (Rupees One Crore Seventy Three Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses.

The remuneration for subsequent years of their term shall be mutually agreed between the Board and the Statutory Auditors, on recommendation of the audit committee.

Besides the audit services, the Company would also avail various services in the nature of certifications and other



permissible professional work under various statutory regulations from time to time, for which the Statutory Auditors will be remunerated separately on mutually agreed terms.

The proposed remuneration is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Statutory Auditors and is commensurate with the size and scale of operations of the Company.

The directors recommend the resolution as ordinary 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.

Item No. 4 and 5

As a part of ongoing restructuring with aircraft lessors of the Company, the Board of Directors of the Company in its meeting held on September 8, 2025 has proposed to issue equity shares on preferential basis to various aircraft lessors consequent upon conversion of their existing outstanding dues aggregating to an amount not exceeding USD

54,000,000 (United States Dollar Fifty Four Million only) in aggregate in accordance with the relevant provisions of applicable laws and subject to approval of the shareholders of the Company and receipt of applicable regulatory approvals, as may be required ("**Non-Promoter Tranche Allotment**").

Section 62 of the Companies Act, 2013 provides, *inter-alia*, that when it is proposed to increase the subscribed capital of a company by the issue of further shares, such further shares may be offered to any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of Section 62 of the Companies Act, 2013, if it is authorised by a special resolution. Hence, the consent of the members of the Company by way of special resolutions are being sought pursuant to the provisions of Section 62(1) (c) and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**").

Certain information in relation to the issue equity shares including the information as required under Chapter V of the SEBI ICDR Regulations and the terms and conditions of the issue are as under:

S. No.	Particulars	Detailed information	
		Item No. 1 [Non-Promoter Tranche I - Allotment to Carlyle entities]	Item No. 2 [Non-Promoter Tranche II - Allotment to Genesis entity]
1.	Objects of the preferential issues	The object of this preferential issue is to convert the existing outstanding dues of aircraft lessors into equity share capital of the Company. This will reduce the outstanding debt obligations of the Company and set the stage for our seamless growth and expansion.	The object of this preferential issue is to convert the existing outstanding dues of aircraft lessors into equity share capital of the Company. This will reduce the outstanding debt obligations of the Company and set the stage for our seamless growth and expansion.
2.	Maximum number of equity shares to be issued	104,172,634 (One Hundred Four Million One Hundred Seventy-Two Thousand Six Hundred Thirty-Four only) equity shares of the face value of Rs.10 (Rupees Ten) each. The number of equity shares proposed to be issued and allotted under Non-Promoter Tranche may be adjusted as result of change in exchange rate on the date of allotment of said equity shares.	8,334,091 (Eight Million Three Hundred Thirty-Four Thousand Ninety-One only) equity shares of the face value of Rs.10 (Rupees Ten) each. The number of equity shares proposed to be issued and allotted under Non-Promoter Tranche may be adjusted as result of change in exchange rate on the date of allotment of said equity shares.
3.	Pricing of the issue	<p>The price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:</p> <p>(i) Ninety trading days' volume weighted average price of the equity shares quoted on the stock exchange preceding the relevant date; or</p> <p>(ii) Ten trading days' volume weighted average prices of the equity shares quoted on the stock exchange preceding the relevant date.</p> <p>Explanation:</p> <p>"Relevant date" means the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. August 29, 2025 which shall be considered as date of general meeting convened in that behalf.</p>	

S. No.	Particulars	Detailed information																																																						
		Item No. 1 [Non-Promoter Tranche I - Allotment to Carlyle entities]		Item No. 2 [Non-Promoter Tranche II - Allotment to Genesis entity]																																																				
		<p>Provided further that where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.</p> <p>As August 30, 2025 and August 31, 2025 are Saturday and Sunday, Preceding date i.e. August 29, 2025 has been considered as Relevant Date.</p> <p>“Stock Exchange” means any of the recognised stock exchange(s) in which the equity shares of the issuer are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding ninety trading days prior to the relevant date. Equity shares of the Company are only listed on BSE Limited.</p> <p>In terms of Regulation 166A of the SEBI ICDR Regulations, the Company has also obtained a valuation report from an independent registered valuer namely SSPA & Co., Chartered Accountants [Firm Registration No. 128851W] to consider the same for determining the price of the equity shares to be allotted pursuant to the preferential issue. The valuation report shall be 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 and shall also be available on website of the Company at www.spicejet.com under the ‘Investors’ section at link www.spicejet.com.</p> <p>It is clarified that the issue price of the equity shares to be allotted to aircraft lessors (i.e. non-promoter) pursuant to the preferential issue shall be Rs.42.32 (Rupees Forty Two and Thirty Two Paise only) per share or such price as may be determined under Regulation 164 of the SEBI ICDR Regulations or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the Company, whichever is higher.</p>																																																						
4.	Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer	This preferential issue is not being made to the promoters, directors or key management personnel of the Company.																																																						
5.	Shareholding pattern of the Company before and after the preferential issue:	<p>The shareholding pattern of the Company before and after the preferential issues under Non-Promoter Tranche I Allotment is as mentioned below:</p> <table><tr><th>Category of shareholder</th><th colspan="2">Pre-issue as on September 5, 2025</th><th colspan="2">Post- Issue</th></tr><tr><th>Shareholding of Promoter and Promoter Group</th><th>Total number of shares</th><th>Percentage of total number of shares</th><th>Total number of shares</th><th>Percentage of total number of shares</th></tr><tr><td>Indian Promoters</td><td>472,882,898</td><td>33.46</td><td>472,882,898</td><td>31.16</td></tr><tr><td>Foreign Promoters</td><td>0</td><td>0.00</td><td>0</td><td>0.00</td></tr><tr><td>Total Indian Promoter and Foreign Promoter</td><td>472,882,898</td><td>33.46</td><td>472,882,898</td><td>31.16</td></tr><tr><td>Public shareholding</td><td></td><td></td><td></td><td></td></tr><tr><td>Institutions</td><td>270,962,725</td><td>19.17</td><td>375,135,359</td><td>24.72</td></tr><tr><td>Non-institutions</td><td>669,551,544</td><td>47.37</td><td>669,551,544</td><td>44.12</td></tr><tr><td>Total Public Shareholding</td><td>940,514,269</td><td>66.54</td><td>1,044,686,903</td><td>68.84</td></tr><tr><td>Grand Total</td><td>1,413,397,167</td><td>100.00</td><td>1,517,569,801</td><td>100.00</td></tr></table> <p><i>Note: The aforesaid shareholding are based on capital as on September 5, 2025 without taking into consideration any potential dilutions by way of issuance of shares under the ESOP Scheme of the Company.</i></p> <p>The shareholding pattern of the Company before and after the preferential issues under Non-Promoter Tranche II Allotment is as mentioned below:</p>					Category of shareholder	Pre-issue as on September 5, 2025		Post- Issue		Shareholding of Promoter and Promoter Group	Total number of shares	Percentage of total number of shares	Total number of shares	Percentage of total number of shares	Indian Promoters	472,882,898	33.46	472,882,898	31.16	Foreign Promoters	0	0.00	0	0.00	Total Indian Promoter and Foreign Promoter	472,882,898	33.46	472,882,898	31.16	Public shareholding					Institutions	270,962,725	19.17	375,135,359	24.72	Non-institutions	669,551,544	47.37	669,551,544	44.12	Total Public Shareholding	940,514,269	66.54	1,044,686,903	68.84	Grand Total	1,413,397,167	100.00	1,517,569,801	100.00
Category of shareholder	Pre-issue as on September 5, 2025		Post- Issue																																																					
Shareholding of Promoter and Promoter Group	Total number of shares	Percentage of total number of shares	Total number of shares	Percentage of total number of shares																																																				
Indian Promoters	472,882,898	33.46	472,882,898	31.16																																																				
Foreign Promoters	0	0.00	0	0.00																																																				
Total Indian Promoter and Foreign Promoter	472,882,898	33.46	472,882,898	31.16																																																				
Public shareholding																																																								
Institutions	270,962,725	19.17	375,135,359	24.72																																																				
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Total Public Shareholding	940,514,269	66.54	1,044,686,903	68.84																																																				
Grand Total	1,413,397,167	100.00	1,517,569,801	100.00																																																				



S. No.	Particulars	Detailed information				
		Item No. 1 [Non-Promoter Tranche I - Allotment to Carlyle entities]		Item No. 2 [Non-Promoter Tranche II - Allotment to Genesis entity]		
		Category of shareholder	Pre-issue as on September 5, 2025		Post- Issue	
		Shareholding of Promoter and Promoter Group	Total number of shares	Percentage of total number of shares	Total number of shares	Percentage of total number of shares
		Indian Promoters	472,882,898	31.16	472,882,898	30.99
		Foreign Promoters	0	0.00	0	0.00
		Total Indian Promoter and Foreign Promoter	472,882,898	31.16	472,882,898	30.99
		Public shareholding				
		Institutions	375,135,359	24.72	383,469,450	25.13
		Non-institutions	669,551,544	44.12	669,551,544	43.88
		Total Public Shareholding	1,044,686,903	68.84	1,053,020,994	69.01
		Grand Total	1,517,569,801	100.00	1,525,903,892	100.00
		<i>Note: The aforesaid shareholding are based on capital as on September 5, 2025 considering allotment of all equity shares under Non-Promoter Tranche I and Tranche II Allotment aggregating to 112,506,725 equity shares and without taking into consideration any potential dilutions by way of issuance of shares under the ESOP Scheme of the Company.</i>				
6.	Time frame within which the preferential issues shall be completed	The allotment of equity shares shall be completed within a period of fifteen (15) days from the date of passing of the resolution by members of the Company, provided that where any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen (15) days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be.				
7.	Disclosure in case of wilful defaulter or a fraudulent borrower	Neither the Company, nor its directors or promoters have been declared as wilful defaulter or a fraudulent borrower as defined under Regulation 2(III) of the SEBI ICDR Regulations.				

S. No.	Particulars	Detailed information								
		Item No. 1					Item No. 2			
		[Non-Promoter Tranche I - Allotment to Carlyle entities]					[Non-Promoter Tranche II - Allotment to Genesis entity]			
8.	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue	Details are as follows:								
		S. No.	Name of the proposed Allottee and Status	Name of the ultimate beneficial owner	Fresh allotment of equity shares under Non-Promoter Tranche I	Post Allotment holding after Non-Promoter Tranche I Allotment		Fresh allotment of equity shares under Non-Promoter Tranche II	Post Allotment holding after Non-Promoter Tranche II Allotment	
						No. of Shares	%		No. of Shares	%
		(i)	SASOF II (J) Aviation Ireland Limited	Julian Dunphy and Mark Gordon	24,782,921	24,782,921	1.62	0	24,782,921	1.62
		(ii)	SASOF III (A6) Aviation Ireland DAC	Lorraine Carew and John McMahon	17,666,684	17,666,684	1.16	0	17,666,684	1.16
		(iii)	SASOF III (A19) Aviation Ireland DAC	William Hoffman	11,893,731	11,893,731	0.78	0	11,893,731	0.78
		(iv)	Fly Aircraft Holdings Seven Limited	William Hoffman	11,101,421	11,101,421	0.73	0	11,101,421	0.73
		(v)	SASOF III (E) Aviation Ireland DAC	William Hoffman	9,004,255	9,004,255	0.59	0	9,004,255	0.59
		(vi)	Fly Aircraft Holdings One Limited	William Hoffman	8,638,590	8,638,590	0.57	0	8,638,590	0.57
		(vii)	SASOF III (A13) Aviation Ireland DAC	Lorraine Carew and John McMahon	8,274,732	8,274,732	0.54	0	8,274,732	0.54
		(viii)	SASOF III (C) Aviation Ireland DAC	Julian Dunphy and Mark Gordon	7,289,121	7,289,121	0.48	0	7,289,121	0.48
		(ix)	Citrine Aircraft Leasing Limited	William Hoffman	5,521,179	5,521,179	0.36	0	5,521,179	0.36
		(x)	GASL Aviation Holdings Limited	Karl Griffin	0	0	0.00	8,334,091	8,334,091	0.55
There will be no change of control in the Company consequent to the preferential issue.										
9.	The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter	There will be no change in status of the allottee(s) post the preferential issues.								



S. No.	Particulars	Detailed information	
		Item No. 1 [Non-Promoter Tranche I - Allotment to Carlyle entities]	Item No. 2 [Non-Promoter Tranche II - Allotment to Genesis entity]
10.	Undertaking as to re-computation of price	Since, the equity shares of the Company has been listed on the recognized Stock Exchange(s) for a period of more than ninety trading days prior to the relevant date, the Company is not required to re-compute the price of equity shares and therefore the Company is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the SEBI ICDR Regulations.	
11.	Certificate of practicing company secretary	A copy of the certificate from a practicing company secretary, Jain & Sharan LLP (Company Secretaries, ICSI Firm Regd. No. L2021DE010800) certifying that the preferential issues are being made in accordance with the requirements contained in Chapter V of the SEBI ICDR Regulations shall be 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 and shall also be available on website of the Company at www.spicejet.com under the 'Investors' section at link www.spicejet.com .	
12.	Other disclosure	Not applicable	

As per Section 62(1)(c) of the Companies Act, 2013, approval of the members by way of special resolution is required for allotment of further shares on preferential basis to above named Allottee(s). Accordingly, the consent of the members is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and rules made thereunder and the SEBI ICDR Regulations to issue and allot equity shares on preferential basis as stated in the special resolution.

The directors recommend the resolutions as special resolutions 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.

Item No. 6

Pursuant to the provisions of section 204 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act read with rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), every listed company is required to annex with its board’s report, a secretarial audit report, issued by a Practicing Company Secretary. The board of directors of the Company, based on the recommendation of audit committee, has appointed M/s. Mahesh Gupta & Co. Company Secretaries (Peer Review No.: 6470/2025) (“Secretarial Auditor”) as Secretarial Auditor of the Company on June 13, 2025, to carry out secretarial audit of the Company for the financial year 2024-25 at a remuneration as may be discussed between the Company Secretary of the Company and Secretarial Auditor.

Further, pursuant to amendment in regulation 24A of the SEBI Listing Regulations, every listed company is now required to appoint either an individual for not more than one term of five

consecutive years or a secretarial audit firm for not more than two terms of five consecutive years as the Secretarial Auditor based on the recommendation of its Board and subject to the approval of its members in annual general meeting.

After evaluating and considering various factors such as independence, experience, technical skills, clientele served, qualifications and experience, the Board of Directors of the Company, based on the recommendation of the audit committee has approved and recommended the appointment of M/s. Mahesh Gupta & Co. Company Secretaries (Peer Review No.: 6470/2025) on September 5, 2025, to the members of the Company, to act as the Secretarial Auditor to conduct the secretarial audit of the Company for a first term of 5 (five) consecutive years commencing from financial year 2025-26 to financial year 2029-30.

Profile of M/s. Mahesh Gupta & Co. Company Secretaries

Mr. Mahesh Kumar Gupta, Proprietor, M/s. Mahesh Gupta & Co., a Delhi based Peer Reviewed (6470/2025) Practicing Company Secretaries, bearing unique identification no. S1993DE011500 is registered with the Institute of Company Secretaries of India. Further, M/s. Mahesh Gupta & Co. is the existing Secretarial Auditors and is familiar with the affairs of the Company and serving as the Secretarial Auditor of the Company since April 1, 2014.

Mr. Mahesh Kumar Gupta is a fellow member of the Institute of Company Secretaries of India having a vast experience of over 32 years. He has been serving as Secretarial Auditor of companies RSWM Limited, Uflex Limited, Flex Foods Limited, Ansal Buildwell Limited, Vintron Informatics Limited, as a Secretarial Auditor, he has built a strong reputation with his integrity, commitment to professional excellence, confidentiality and client satisfaction and consistently delivering quality service. Acknowledging the longevity of his services, he was felicitated with Certificate of Appreciation by the Institute of Company Secretaries of India (ICSI) in 2021.

Proposed remuneration:

Based on the recommendation of the audit committee and the Board, the proposed fees to be paid to M/s. Mahesh Gupta & Co. Company Secretaries, for the financial year 2025-26 is Rs.275,000 (Rupees Two Lakh and Seventy Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses. The remuneration for subsequent years of their term shall be mutually agreed between the Board and the Secretarial Auditors, on recommendation of the audit committee.

Besides the audit services, the Company would also avail various services in the nature of certifications and other permissible professional work under various statutory

regulations from time to time, for which the Secretarial Auditors will be remunerated separately on mutually agreed terms.

The proposed remuneration is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditors and is commensurate with the size and scale of operations of the Company.

The directors recommend the resolution as ordinary 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 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 appointment/re-appointment of directors:

Name	Mrs. Shiwani Singh
DIN	05229788
Date of Birth/ Age	November 21, 1971 (54 years)
Date of first Appointment on the Board of SpiceJet Limited	May 21, 2015
Qualification	Graduate
Brief resume and experience	Mrs. Shiwani Singh is competent businesswoman who takes care of her family's real estate and fashion accessories business. She brings rich and successful experience in general business management and also provides benefit of gender diversity to the Board of Directors.
No. of Board meetings attended during the financial year 2024-25	5 (Five)
Relationship with directors and Key Managerial Personnel	Mrs. Shiwani Singh is spouse of Mr. Ajay Singh, Chairman & Managing Director.
Directorship in other companies as on March 31, 2025	Multipurpose Trading and Agencies Limited, Greenline Transit System Private Limited, Star Bus Services Private Limited, Greenline Communication Private Limited, Pan India Motors Private Limited, I2N Technologies Private Limited, SpiceJet Merchandise Private Limited, SpiceJet Technic Private Limited, Canvin Real Estate Private Limited, SkyHop Aviation Capital IFSC Private Limited, SkyHop Aviation Private Limited, Spice Club Private Limited, SpiceJet Interactive Private Limited, SpiceXpress and Logistics Private Limited, Spice Ground Handling Services Private Limited, SpiceTech System Private Limited, Transcend MRO Private Limited, Transcend Flying Academy Private Limited
Chairperson/Member of the Committee of the Board of Directors of SpiceJet Limited as on March 31, 2025	Corporate Social Responsibility Committee - Member Audit Committee - Member Stakeholder Relationship Committee - Member
Chairperson/Member of the Committee of other companies in which he/she is a Director as on March 31, 2025	Nil
Shareholding in the company (equity shares of Rs.10 each) as on March 31, 2025	6,001 equity shares
Past remuneration*	Nil
Proposed remuneration*	Nil

**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.*