



Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex, Chamber No. 110, Ground Floor, D-288-289/10, Laxmi Nagar, Delhi – 110092
Phone: 011-49503085; 9312406331; e-mail: mkg1999@gmail.com

SCRUTINIZER'S REPORT ON POSTAL BALLOT

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

To,
The Board of Directors,
SpiceJet Limited,
Indira Gandhi International Airport,
Terminal 1D, New Delhi 110037

Also at:
SpiceJet Limited,
319, Udyog Vihar, Phase – IV,
Gurgaon 122016, Haryana

Subject: Scrutinizer's Report on remote electronic voting conducted by Postal Ballot process pursuant to Section 110 read with the Companies (Management and Administration) Rules, 2014

Dear Sirs,

1. I, Mahesh Kumar Gupta (CP No. 1999), Practicing Company Secretary having office at Wadhwa Complex, Chamber No. 110, Ground Floor, D-288-289/10, Laxmi Nagar, Delhi – 110092, was appointed as a Scrutinizer by the Board of Directors of SpiceJet Limited (the "**Company**") in its meeting held on June 30, 2021 pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote electronic voting ("**remote e-voting**") for resolutions as mentioned in Postal Ballot Notice dated August 16, 2021 ("**Postal Ballot Notice**") issued by the Company to its members for their approval.
2. The management of the Company is responsible to ensure the compliance of the Companies Act, 2013 and rules made thereunder along with circular issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India relating to conducting of Postal Ballot Process through remote e-voting on the resolutions contained in the Postal Ballot Notice. My responsibility as a Scrutinizer is restricted to make a report of votes cast "in favour" or "against" on the resolutions stated in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited ("**KTPL**"), the authorized agency appointed by the Company for providing remote e-voting facilities.
3. I submit my report as under:
 - (i) The Company sent the Postal Ballot Notice thorough email on August 17, 2021 to all the members whose names were appearing in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. August 13, 2021 for seeking approval of the members of the Company through Postal Ballot, only by means of remote e-voting.
 - (ii) The Postal Ballot Notice was also available on the Company's website at www.spicejet.com, website of stock exchange (BSE Limited) at www.bseindia.com and website of KFin Technologies Private Limited ("**KTPL**") at <https://evoting.kfintech.com>.
 - (iii) In terms of General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated



December 31, 2020 and No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope were not dispatched by the Company.

- (iv) A notice about the dispatch of Postal Ballot Notice was also published on August 18, 2021 in ‘Financial Express’ newspaper in English language and in ‘Jansatta’ newspaper in Hindi language in terms of Rule 22(3) of the Companies (Management and Administration) Rules, 2014.
- (v) The Company had provided the remote e-voting facility for its members through KTPL, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.
- (vi) The remote e-voting period commenced on Wednesday, August 18, 2021 at 9:00 a.m. and ended on Thursday, September 16, 2021 at 5:00 p.m. The votes casted through remote e-voting facility by members of the Company till Thursday, September 16, 2021 up to 5:00 p.m., being the last date and time fixed by the Company for remote e-voting were considered for my scrutiny.
- (vii) After close of remote e-voting period, the votes were unblocked and remote e-voting summary statement(s) were downloaded from website of KTPL i.e. <https://evoting.kfintech.com> at around 5:05 p.m. on September 16, 2021 in the presence of two witnesses, Mrs. Manju Gupta and Ms. Kumari Kajal, who are not in employment of the Company.
- (viii) summary of the result of remote e-voting is given below:

Resolution No. 1 – Transfer of cargo business undertaking to SpiceXpress and Logistics Private Limited, as going concern, on slump sale basis: Special Resolution

- (a) Voted ‘FAVOUR’ and ‘AGAINST’ the resolution:

Particulars	Number of members voted	Number of votes cast in the resolution	% of total number of valid votes cast
Favour	1,350	29,44,14,265	98.57
Against	217	42,72,745	1.43
Total	1,567	29,86,87,010	100.00

- (b) Votes ‘INVALID’:

Total number of members whose votes declared Invalid	Total number of votes cast by them declared Invalid
Nil	Nil

Resolution No. 2 – Related party transaction in order to transfer cargo business undertaking to SpiceXpress and Logistics Private Limited: Ordinary Resolution

- (a) Voted ‘FAVOUR’ and ‘AGAINST’ the resolution:

Particulars	Number of members voted	Number of votes cast in the resolution	% of total number of valid votes cast
Favour	1,338	1,98,66,516	82.30
Against	208	42,71,788	17.70
Total	1,546	2,41,38,304	100.00

- (b) Votes ‘INVALID’:

Total number of members whose votes declared Invalid	Total number of votes cast by them declared Invalid
6	4,23,585



Resolution No. 3 – To make loan(s) and to give guarantee(s), provide security(ies) or make investment(s) in terms of Section 185 and Section 186 of the Companies Act, 2013: Special Resolution

(a) Voted 'FAVOUR' and 'AGAINST' the resolution:

Particulars	Number of members voted	Number of votes cast in the resolution	% of total number of valid votes cast
Favour	1,330	29,43,85,133	98.56
Against	212	42,86,697	1.44
Total	1,542	29,86,71,830	100.00

(b) Votes 'INVALID':

Total number of members whose votes declared Invalid	Total number of votes cast by them declared Invalid
Nil	Nil

Resolution No. 4 – Related party transaction(s) post transfer of cargo business undertaking to SpiceXpress and Logistics Private Limited (a subsidiary of the Company): Ordinary Resolution

(a) Voted 'FAVOUR' and 'AGAINST' the resolution:

Particulars	Number of members voted	Number of votes cast in the resolution	% of total number of valid votes cast
Favour	1,328	1,98,61,473	82.30
Against	214	42,71,050	17.70
Total	1,542	2,41,32,523	100.00

(b) Votes 'INVALID':

Total number of members whose votes declared Invalid	Total number of votes cast by them declared Invalid
6	4,23,585

Resolution No. 5 – Dilution of shareholding of the Company in SpiceXpress and Logistics Private Limited (a subsidiary of the Company) post transfer of cargo business undertaking: Special Resolution

(a) Voted 'FAVOUR' and 'AGAINST' the resolution:

Particulars	Number of members voted	Number of votes cast in the resolution	% of total number of valid votes cast
Favour	1,312	29,36,91,340	98.33
Against	232	49,83,588	1.67
Total	1,544	29,86,74,928	100.00

(b) Votes 'INVALID':

Total number of members whose votes declared Invalid	Total number of votes cast by them declared Invalid
Nil	Nil

Resolution No. 6 – To approve raising of funds by issue of eligible securities through Qualified Institutions Placement: Special Resolution

(a) Voted 'FAVOUR' and 'AGAINST' the resolution:

Particulars	Number of members voted	Number of votes cast in the resolution	% of total number of valid votes cast
Favour	1,441	29,77,61,056	99.69
Against	120	9,27,399	0.31
Total	1,561	29,86,88,455	100.00



(b) Votes 'INVALID':

Total number of members whose votes declared Invalid	Total number of votes cast by them declared Invalid
Nil	Nil

Resolution No. 7 – Remuneration to Mr. Ajay Singh (DIN: 01360684), Managing Director of the Company in case of no profits/ inadequacy of profits of the Company: Special Resolution

(a) Voted 'FAVOUR' and 'AGAINST' the resolution:

Particulars	Number of members voted	Number of votes cast in the resolution	% of total number of valid votes cast
Favour	1,257	29,46,13,613	98.65
Against	280	40,32,160	1.35
Total	1,537	29,86,45,773	100.00

(b) Votes 'INVALID':

Total number of members whose votes declared Invalid	Total number of votes cast by them declared Invalid
Nil	Nil

Resolution No. 8 – Re-appointment of Mr. Anurag Bhargava (DIN: 01297542) as an Independent Director of the Company: Special Resolution

(a) Voted 'FAVOUR' and 'AGAINST' the resolution:

Particulars	Number of members voted	Number of votes cast in the resolution	% of total number of valid votes cast
Favour	1,365	29,15,81,208	97.63
Against	173	70,92,081	2.37
Total	1,538	29,86,73,289	100.00

(b) Votes 'INVALID':

Total number of members whose votes declared Invalid	Total number of votes cast by them declared Invalid
Nil	Nil

4. The electronic data and all other relevant records related to remote e-voting shall remain in my safe custody until the Chairman consider, approves and signs the minutes of proceedings of Postal Ballot and thereafter the same will be handed over to the Chairman for safe keeping.

Thanking you,

Yours truly,
For Mahesh Gupta & Company
Company Secretaries

Mahesh Kumar Gupta
FCS 2870 CP: 1999
UDIN: F002870C000958825



Countersigned by:
For SpiceJet Limited

Ajay Singh
Ajay Singh
(Chairman & Managing Director)

Date : September 17, 2021
Place : Delhi