



Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex, Chamber No. 110, Ground Floor, D-288-289/10, Laxmi Nagar, Delhi – 110092

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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

Subject: Scrutinizer's Report on remote electronic voting conducted by Postal Ballot process pursuant to Section 110 of Companies Act, 2013 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 July 12, 2023 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 1, 2023 ("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 Limited ("KTL"), 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 through email on August 1, 2023 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. July 21, 2023 for seeking approval of the members of the Company through Postal Ballot, only by means of remote e-voting. Thereafter, the Company also sent an addendum to Postal Ballot Notice through e-mail on August 23, 2023 to all the members for additional disclosure in the explanatory statement of item no. 1 to 3 of the Postal Ballot Notice.
 - (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 KTL at <https://evoting.kfintech.com>.



- (iii) In terms of General Circular 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, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (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 2, 2023 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 KTL, 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 2, 2023 at 9:00 a.m. and ended on Thursday, August 31, 2023 at 5:00 p.m. The votes casted through remote e-voting facility by members of the Company till Thursday, August 31, 2023 at 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 KTL i.e. <https://evoting.kfintech.com> at around 5:05 p.m. on August 31, 2023 in the presence of two witnesses, Mrs. Manju Gupta and Ms. Himansi Gupta, who are not in employment of the Company.
- (viii) Summary of the result of remote e-voting is given below:

Resolution No. 1 – Allotment of equity shares on preferential 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	1,448	33,34,59,124	99.97
Against	145	1,06,241	0.03
Total	1,593	33,35,65,365	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 – Allotment of warrants with an option to apply for and be allotted equivalent number of equity shares on preferential 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	1,448	33,31,83,994	99.89
Against	141	3,82,201	0.11
Total	1,589	33,35,66,195	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. 3 – Issue of equity shares on preferential basis to aircraft lessor(s) consequent upon conversion of their existing outstanding dues: 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	1,449	33,34,41,727	99.97
Against	138	1,06,172	0.03
Total	1,587	33,35,47,899	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 – Re-appointment of Mr. Ajay Singh as Managing 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	1,418	33,34,07,768	99.95
Against	179	1,60,052	0.05
Total	1,597	33,35,67,820	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. 5 – 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	1,473	33,32,19,114	99.89
Against	121	3,50,380	0.11
Total	1,594	33,35,69,494	100.00


(b) Votes 'INVALID':

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

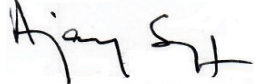
4. The electronic data and all other relevant records related to remote e-voting shall remain in my safe custody until the Chairman consider, approves and signs the minutes of proceedings of Postal Ballot and thereafter the same will be handed over to the Chairman for safe keeping.

Thanking you,

Yours truly,
For Mahesh Gupta & Company
Company Secretaries


Mahesh Kumar Gupta
FCS: 2870 CP: 1999
UDIN: F002870E000903803



Countersigned by:
For SpiceJet Limited

Ajay Singh
(Chairman & Managing Director)

Date : August 31, 2023
Place : New Delhi