



SpiceJet Limited
319 Udyog Vihar, Phase-IV,
Gurugram 122016, Haryana, India.
Tel: + 91 124 3913939
Fax: + 91 124 3913844

June 30, 2021

Department of Corporate Services,
BSE Limited,
Phiroz Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

Reference: Scrip Code: 500285 and Scrip ID: SPICEJET

Subject: Secretarial Compliance Report for the year ended March 31, 2021

Dear Sir,

In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated February 8, 2019 bearing no. CIR/CFD/CMD1/27/2019, please find attached Secretarial Compliance Report of SpiceJet Limited for the year ended March 31, 2021.

This is for your information and records.

Thanking you,

Yours truly,
For SpiceJet Limited

Chandan Sand
Sr. VP (Legal) & Company Secretary



Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex, Chamber No. 110, Ground Floor, D-288-289/10, Laxmi Nagar, Delhi - 110092
Phone: 011-22533508, 49503085; 9312406331; e-mail: maheshgupta.co@gmail.com

Secretarial Compliance Report of SpiceJet Limited for the year ended March 31, 2021

I, the undersigned, have examined:

- all the documents and records made available to me and explanation provided by SpiceJet Limited (the "Listed Entity" or the "Company"),
- the filings/ submissions made by the Listed Entity to the stock exchange(s),
- website of the Listed Entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulations) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- The Listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has not appointed one independent woman director and the Board of Directors of the Company comprises of five directors instead of six directors.	The Board of directors of the top 500 listed entities shall have at least one independent woman director by April 01, 2019. The Board of directors of the top 1000 listed entities shall





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			<i>comprise of not less than six directors with effect from April 01, 2019.</i>
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- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder is so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the Listed Entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	Stock Exchange (BSE Limited)	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint independent woman director.	During the Review Period, the Company has paid fine of Rs.16,22,500	<i>The Company has now identified candidature for proposed appointment as independent woman director on the Board of the Company and has filed necessary application for security clearance in terms of the Civil Aviation Requirements of Ministry of Civil Aviation, Government of India which mandates that any director to be appointed on the Board of a schedule airline should first be security cleared by the Government of India.</i> <i>Consequent upon appointment of one independent woman director, the Company will comply Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</i>

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Non-compliance with the requirements pertaining to the composition of	Non-compliance with the requirements pertaining to the composition of the	The Company has paid the penalty amount and has now identified candidature for proposed appointment	The Company has taken necessary steps and has identified candidature for proposed appointment as





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	<i>the Board</i>	<i>Board including failure to appoint independent woman director.</i>	<i>as independent woman director and has filed necessary application for security clearance.</i>	<i>independent woman director and has filed necessary application for security clearance.</i>
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- (e) The Listed Entity has included the conditions mentioned in Para 6(A) and 6(B) of the Circular No. CIR/CFD/CMD1/114/2019 dated October 19, 2019 issued by the Securities and Exchange Board of India in the terms of appointment of the statutory auditors at the time of appointing the said auditor during the Review Period.

For Mahesh Gupta & Company
Company Secretaries



Mahesh Kumar Gupta
Proprietor
FCS 2870::CP 1999
UDIN: F002870C000546028

Date: June 30, 2021

Place: Delhi

Limitation: *The second wave of COVID-19 pandemic has resulted in many restrictions, including free movement of people. We were not able to personally visit the office of the Company for verification of certain physical documents and has obtained most of the documents in electronic mode. The explanation from the Company has also been obtained either telephonically or electronically.*