



INTERGLOBE AVIATION LIMITED

(CIN: L62100DL2004PLC129768)

Registered Office: Central Wing, Ground Floor, Thapar House, 124 Janpath, New Delhi - 110 001, India

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Corporate Office: Level 1-5, Tower - C, Global Business Park, M.G. Road, Gurgaon - 122 002, Haryana, India

Tel: +91 124 435 2500; **Fax:** +91 124 426 8664

E-mail: investors@goindigo.in; **Website:** www.goindigo.in

NOTICE OF POSTAL BALLOT

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

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the resolutions appended below are proposed to be passed by the members of Interglobe Aviation Limited (the "Company") by voting through remote electronic voting ("e-voting") using the platform provided by Karvy Computershare Private Limited ("E-voting Agent / Karvy") and voting through physical postal ballot form ("e-voting" and voting through physical postal ballot form collectively referred to as "Postal Ballot"). An explanatory statement pursuant to Section 102, Section 110 and other applicable provisions, if any, of the Act setting out the material facts, are appended below along with a postal ballot form ("Postal Ballot Form").

The Board of Directors of the Company, at its meeting held on October 9, 2017, has appointed Mr. S. Anand SS Rao, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than 05:00 p.m. IST on Tuesday, November 14, 2017 to be eligible for being considered. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 05:00 p.m. IST on Tuesday, November 14, 2017 shall be treated as not having been received and shall be deemed invalid.

In compliance with the provisions of Section 108 of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "Listing Regulations"), the Company is pleased to provide the facility to its members (whether holding shares in physical or dematerialised form) to exercise their right to vote on the matters set out below by electronic means. The e-voting period commences on 10.00 a.m. IST on Monday, October 16, 2017 and ends on 05.00 p.m. IST on Tuesday, November 14, 2017. Please read carefully and follow the instructions as printed in this Notice of Postal Ballot ("Notice") for e-voting. The e-voting facility is available at the link <https://evoting.karvy.com>

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means". References to Postal Ballot in this Notice include votes received electronically through remote e-voting. Members who have not received Postal Ballot Form may apply to the Company and obtain a duplicate thereof.

The Scrutinizer will submit his report to the Chairman or any Director authorised by him the completion of the scrutiny of the Postal Ballot. The result of Postal Ballot shall be declared on or before 5.00 p.m. IST on November 16, 2017 and communicated to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (NSE and BSE collectively referred to as the "Stock Exchanges") and Karvy Computershare Private Limited, and will also be posted on the notice board at the Registered Office and the Corporate Office of the Company. The result shall also be placed on the website of the Company i.e. www.goindigo.in and at the website of e-voting agency i.e. <https://evoting.karvy.com>.

Members requiring any clarifications on voting by Postal Ballot may contact Mr. Sanjay Gupta, Company Secretary and Chief Compliance Officer of the Company at investors@goindigo.in or +91 124 4352500.

Proposed Resolutions:

ITEM NO.1: Extending travel benefits to the Non-Executive Independent Directors of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Sections 188 and Section 197 of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force ("the Act") & other applicable laws, rules and regulations, made thereunder, as amended from time to time, approval of the members be and is hereby accorded for extending certain travel benefits to Mr. Devadas Mallya Mangalore and Dr. Anupam Khanna, Non-Executive Independent Directors of the Company, during their tenure as Directors of the Company, as per the detailed terms and conditions as set out in the explanatory statement to the resolution prepared in terms of Section 102 of the Act.

RESOLVED FURTHER THAT the cumulative value of the benefit extended to the Non-Executive Directors in any financial year, together with any remuneration drawn by them, if any, shall not exceed the applicable limits of remuneration as prescribed under the Act or rules issued thereunder.

RESOLVED FURTHER THAT the Board of Directors ("Board") be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution."

Item No. 2: Authority to the Board of Directors to give loans and guarantees, provide security and make investments in securities of other bodies corporates pursuant to Section 186 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and the Articles of Association of the Company, and other applicable laws, rules and regulations, made thereunder, subject to such approvals, consents and permissions, as may be

necessary, approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee thereof constituted/ to be constituted by the Board) to give, from time to time, any loan, advances, deposits to any person, company(ies) or other body corporate; and/or give guarantee and/ or provide security in connection with a loan to any person, company or other body corporate; and/or make investment in shares, debentures, mutual funds and/ or other securities of any other body corporate, up to an aggregate amount not exceeding Rs. 10,000 crore (Rupees ten thousand crores only), notwithstanding that the aggregate of the loans or guarantees, so given or to be given and/or security provided or to be provided in connection with any loan, investments so far made or to be made and/or securities acquired or to be acquired by the Company, may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013 read with rules made thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution delegate the aforementioned power to any committee of directors, director or any other officer of the Company on such conditions as the Board may prescribe."

Regd. Office: Central Wing, Ground Floor
Thapar House, 124, Janpath, New Delhi – 110001

**By Order of the Board of Directors of
InterGlobe Aviation Limited**

Date: October 09, 2017
Place: Gurgaon

**Sanjay Gupta
Company Secretary and Chief Compliance Officer**

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out material facts and the reasons in respect of proposed special businesses and Postal Ballot Form are appended herein below. Reference to Postal Ballot includes votes received electronically through remote e-voting ("e-voting").
2. The Board has appointed Mr. S. Anand SS Rao, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
3. The Notice is being sent to all the members of the Company whose names appear on the Register of Members / List of beneficial owners received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on October 06, 2017 (Cut-off date). The Notice is being sent to members in electronic form to the email addresses registered with their Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope ("BRE").
4. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on the cut-off date i.e. October 06, 2017.
5. Only a member who is entitled to vote is entitled to exercise his/her vote through Postal Ballot. A member cannot exercise his vote by proxy on Postal Ballot.
6. The Notice has been placed on the website of the Company www.goindigo.in and will remain on such website until the last date of receipt of the Postal Ballot from members.
7. Voting period will commence at 10.00 a.m. IST on Monday October 16, 2017 and ends on 05:00 p.m. IST on Tuesday, November 14, 2017 (inclusive of both the days).
8. The members can opt for only one mode of voting, i.e., either by physical Postal Ballot Forms or e-voting. In case the members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
9. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to enward.ris@karvy.com. The Registrar and Transfer Agent / Company shall forward the same along with BRE to the shareholder.
10. A resolution which is assented to by the requisite majority of the members by means of Postal Ballot shall be deemed to have been duly passed at a general meeting of the members convened in that behalf.
11. The date of dispatch of Notice will be announced through advertisement in newspapers.
12. In compliance with Sections 108 and 110 of the Act, and the Rules made thereunder and Regulation 44 of the Listing Regulations, the Company has provided the facility to its members to exercise their votes electronically through the e-voting service arranged by Karvy Computershare Private Limited. The instructions for e-voting forms part of this Notice.
13. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or by Registered Post at the expense of the members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country from where the Postal Ballot Form is dispatched to the Scrutinizer.
14. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms and e-voting.
15. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only, or through e-voting, No other form or photocopy of the Postal Ballot Form is permitted.
16. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice by e-mail and the members who have not registered their e-mail IDs will receive Notice along with Postal Ballot Form through post/courier. Members who have received Notice by e-mail and who wish to vote through Postal Ballot Form may indicate their option to receive the Postal Ballot Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the 'Investor Relations' section on the Company's website www.goindigo.in
17. **Voting through electronic means**
 - I. The Company has entered into an arrangement with Karvy Computershare Private Limited for facilitating remote e-voting ("e-voting") for Postal Ballot. The instructions for e-voting are as under:
 - (a) **In case of Members receiving an e-mail from Karvy Computershare Private Limited:**
 - (i) Launch an internet browser and open <https://evoting.karvy.com>
 - (ii) Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. close of business hours of Friday, October 06, 2017 may cast their vote electronically.

- (iii) Enter the login credentials i.e. User ID and password, provided in the email received from Karvy Computershare Private Limited. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iv) After entering the above details click on - LOGIN.
- (v) Password change menu will appear. Change the password with a new password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event.
- (vii) Select 'EVENT' of InterGlobe Aviation Limited – POSTAL BALLOT and click on – Submit.
- (viii) Now you are ready for e-voting as 'Ballot Form' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- (xii) The Portal will remain open for voting from: **10.00 a.m. IST on Monday, October 16, 2017 to 05:00 P.M. IST on Tuesday, November 14, 2017.**
- (xiii) Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at anandssrao@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the name format "Corporate Name EVENT NO."

(b) In case of Members receiving Postal Ballot Form by post and opting for voting through Electronic means:

- (i) Initial password is provided at the bottom of the Postal Ballot Form

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sr. No. (a)(i) to Sr. No. (a)(xi) mentioned above, to cast vote.

- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in downloads section of the e-voting website of Karvy Computershare Private Limited <https://evoting.karvy.com>.
 - III. The voting rights shall be as per the number of equity shares held by the Member(s) as on October 06, 2017, being the cut- off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
 - IV. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact M/s. Karvy Computershare Private Limited at toll free no. 1800-345-4001 or email at evoting.karvy.com. In case of any other queries/grievances connected with voting by electronic means, you may also contact Mr. I L Murthy, Manager – Corporate Registry of Karvy Computershare Private Limited, at telephone no +91 40 6716 1500.
 - V. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.
 - VI. Members may utilize the facility extended by the Registrar and Transfer Agent for redressal of queries. Members may visit <http://karisma.karvy.com> and click on Members option for query registration through free identity registration process.
 - VII. The results declared along with the report of the scrutinizer shall be placed on the notice board at the Registered Office of the Company and Corporate Office of the Company at Level 1-5, Tower C, Global Business Park, M G Road, Gurgaon 122 002, Haryana, India and also on the website of the Company i.e. www.goindigo.in immediately after the declaration of result by the Chairman or any Director authorised by him and at the website of e-voting agency viz. M/s. Karvy Computershare Private Limited at <https://evoting.karvy.com> and shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
2. Relevant documents referred in the Notice are open for inspection by the members at the registered office of the Company on all working days between 10.00 a.m. IST to 5.00 p.m. IST up to the last date of receipt of Postal Ballot Forms, i.e. November 14, 2017.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1

Pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), any fees and compensation paid to Non - Executive Directors including Independent Directors, except sitting fees for attending the Board / Committee meetings, requires approval of the shareholders of the Company. Further, pursuant to Section 197 of the Companies Act, 2013 ("Act"), remuneration payable to Non – Executive Directors, except sitting fees, requires approval of shareholders in general meeting, if it exceeds 1% of the net profits of the Company (if there is a Managing Director or Whole-Time Director).

The Board of Directors (the "Board") has proposed to extend certain travel benefits to the Non – Executive Independent Directors of the Company, in the form of free / concessional air fare in all the flights operated by the Company, subject to approval of the shareholders of the Company through Postal Ballot.

In line with the provisions of the Act and the Listing Regulations, extending any benefit to Non-Executive Directors requires approval from the Nomination and Remuneration Committee ("NRC"), the Audit Committee, the Board and the Members of the Company.

The NRC and the Audit Committee had referred the proposal of extending the travel benefits to the Non – Executive Independent Directors namely Mr. Devadas Mallya Mangalore and Dr. Anupam Khanna, to the Board for making appropriate recommendation to the members of the Company, since both the Independent Directors, being members of the NRC and Audit Committee, were interested in the proposal. The Board has recommended extending certain travel benefits to Mr. Devadas Mallya Mangalore and Dr. Anupam Khanna, Non – Executive Independent Directors, to the members of the Company for approval.

The brief terms of the proposed travel benefits to be extended to Mr. Devadas Mallya Mangalore and Dr. Anupam Khanna, the Non-Executive Independent Directors are given below:

- i. Unlimited confirmed tickets in all flights operated by the Company on payment of airport charges and other levies to the Non-Executive Independent Directors including their spouses and dependent children less than 21 years of age at the time of travel.
- ii. The tickets can be availed for the purpose of leisure travel only.
- iii. The Company will reimburse Income tax applicable on such air tickets.
- iv. The aforesaid benefit shall be extended to the Non-Executive Independent Directors during their tenure as Directors of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Devadas Mallya Mangalore and Dr. Anupam Khanna, is concerned or interested in the proposed resolution.

The Board recommends the resolution set forth in Item no. 1 of the Notice for approval of the members as an Ordinary Resolution through Postal Ballot.

Item no 2.

As per the provisions of the Section 186 of the Companies Act, 2013, no company shall directly or indirectly give any loan to any person or other body corporate or give any guarantee or provide any security in connection with a loan to any person or, other body corporate; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, unless prior approval by means of a special resolution is obtained from the members at a general meeting.

The members of the Company at their extraordinary general meeting held on March 27, 2015, had approved the limit up to Rs. 5,000 crores to the Board of Directors ("Board") for giving any loan or guarantee or providing security in connection with a loan to any person or other body corporate and investing in the securities of other bodies corporate.

Considering the current level of investment of surplus funds, the present and further growth prospects of the Company and for facilitating continued investment of surplus funds available with the Company in mutual funds and securities of other bodies corporate and to give loans, guarantees and security, the Board recommends increasing the said limit up to Rs. 10,000 crores for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

The Board recommends the resolution set forth in Item no. 2 of the Notice for approval of the members as a Special Resolution through Postal Ballot.

Regd. Office: Central Wing, Ground Floor
Thapar House, 124, Janpath, New Delhi – 110001

Date: October 09, 2017
Place: Gurgaon

**By Order of the Board of Directors of
InterGlobe Aviation Limited**

**Sanjay Gupta
Company Secretary and Chief Compliance Officer**