



July 13, 2018

IGA/SECT/07-18/02

To  
National Stock Exchange of India Limited  
Exchange Plaza, C - 1, Block G  
Bandra Kurla Complex  
Bandra - (E)  
Mumbai - 400 051

To  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

Symbol: INDIGO

Scrip Code: 539448

Dear Sir,

**Sub : Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of the Annual General Meeting**

In compliance with Regulation 30 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the Fifteenth Annual General Meeting of the Company to be held on Friday, August 10, 2018 at 10:30 a.m., as sent to the shareholders.

This is for your information and record.

Thanking you,

For InterGlobe Aviation Limited

  
Sanjay Gupta  
Company Secretary and Chief Compliance Officer



# Notice

Notice is hereby given that the **Fifteenth Annual General Meeting** of the shareholders of InterGlobe Aviation Limited (the "Company") will be held on **Friday, August 10, 2018 at 10:30 a.m.** Indian Standard Time at **Manekshaw Centre, Khyber Lines, Delhi Cantonment, New Delhi – 110010** to transact the following business:

## Ordinary Business:

1. To consider and adopt:
  - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2018 along with the reports of the Board of Directors and the Auditors thereon; and
  - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 along with the report of the Auditors thereon.
2. To declare Final Dividend of Rs. 6 per equity share for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Rakesh Gangwal (DIN 03426679), who retires by rotation and being eligible, offers himself for re-appointment.

## Special Business

### 4. Payment of profit related commission to the Independent Directors

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149(9), 197 and any other applicable provisions, if any, of the Companies Act, 2013, as amended ("Act") and the rules made thereunder, as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the Company, approval of members be and is hereby accorded for payment of remuneration in the form of profit related commission ("Remuneration"), not exceeding Rs. 50,00,000 (Rupees fifty lakh) each to Mr. Devadas Mallaya Mangalore and Dr. Anupam Khanna, Independent Directors of the Company ("Independent Directors") for each financial year during their tenure as Independent Directors with effect from financial year 2017-18, provided however that the aggregate Remuneration to be paid to the Independent Directors shall not exceed such percentage of the net profits of the Company in any financial year as specified under Section 197 of the Act and calculated in accordance with the provisions of Section 198 of the Act in respect of each financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (the "Board") be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution and the Board may, by a resolution, delegate the aforementioned powers to any committee of directors, director(s) or any other officer(s) of the Company on such conditions as the Board may prescribe."

### 5. Increase in the borrowing powers

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

**"RESOLVED THAT** in partial modification of the earlier special resolution approved by the members at the Annual General Meeting of the Company held on September 21, 2016, authorising the Board of Directors of the Company (the "Board") to borrow, from time to time, any sum or sums of money not exceeding Rs. 20,000 crore (Rupees twenty thousand crore), approval of the members be and is hereby accorded to the Board pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended ("Act") and the rules made thereunder, as amended, to borrow, from time to time, an additional sum or sums of money, not exceeding Rs. 10,000 crore (Rupees ten thousand crore) towards the Company's requirement of issuing standby letters of credit in favor of the lessors in the ordinary course of business, notwithstanding that such borrowings, together with the money already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate for the time being of the paid up capital and free reserves of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give

effect to this resolution and the Board may, by a resolution, delegate the aforementioned powers to any committee of directors, director(s) or any other officer(s) of the Company on such conditions as the Board may prescribe.”

#### 6. Creation of charges against borrowings

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

“RESOLVED THAT in supersession of the earlier special resolution approved by the members at the Extraordinary General Meeting of the Company held on March 27, 2015, approval of the members be and is hereby granted to the Board of Directors of the Company (the “Board”), pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended (“Act”) and the rules made thereunder, as amended, to pledge and/or mortgage and/or hypothecate and/or create lien and/or create charge in addition to the existing pledges, mortgages, hypothecations, liens and charges created by the Company, on all or any one or more of the movable and/or immovable properties or such other assets of the Company, wheresoever situated, both present and future, whether presently belonging to the Company or not, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of banks, financial institutions, non-banking finance companies or such other lenders or other investing agencies (“Lenders”) to secure any financing facilities, term loans/credit facilities or otherwise (“Borrowings”), obtained/ to be obtained from any of the aforesaid Lenders, such security to rank in such manner as may be agreed to between the Company and the Lenders and as may be thought expedient by the Board for securing the Borrowings up to Rs.30,000 crore (Rupees thirty thousand crore).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution and the Board may, by a resolution, delegate the aforementioned powers to any committee of directors, director(s) or any other officer(s) of the Company on such conditions as the Board may prescribe.”

### Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) relating to the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote on his / her behalf. A proxy need not be a member of the Company. Pursuant to Section 105 of the Act, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signature(s) of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, August 04, 2018** to **Friday, August 10, 2018** (both days inclusive).
5. Members/Proxies are requested to bring duly filled attendance slip attached herewith for attending the meeting and copy of the Annual Report.
6. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID number in all correspondence with the Company.
7. The Final Dividend for the financial year ended March 31, 2018, as recommended by the Board, if approved at the AGM, will be paid on or after **Saturday, August 11, 2018** to those Members whose names appear in the Register of Members as on **Friday, August 03, 2018** i.e. the record date for payment of dividend. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on **Friday, August 03, 2018** as per the details furnished by the Depositories, viz. National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).

8. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend.
9. Members holding shares in demat form are advised to send the requests for change of address, bank particulars, bank mandate, residential status or requests for transmission of shares etc. to their Depository Participants immediately. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Company's RTA immediately.
10. Members are requested to send to the Company their queries, if any, on accounts and operations of the Company at least ten days before the AGM so that the same could be suitably answered at the AGM.
11. Details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 in respect of the Director seeking re-appointment at the AGM is given in the Annexure to this Notice.
12. Members of the Company at their eleventh AGM held on September 08, 2014 approved the appointment of B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company for five consecutive years i.e. until the conclusion of the sixteenth AGM of the Company. In accordance with the Companies (Amendment) Act, 2017, the appointment of Statutory Auditors is not required to be ratified at every AGM.
13. Pursuant to Section 101 and Section 136 of the Act read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company, it's RTA or the Depository participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company, it's RTA or depository participant(s). Members who have received the Notice of AGM, Annual Report and Attendance slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the Registration Counter at the AGM.
14. Members may also note that the Notice of AGM, Attendance Slip, Proxy Form and Annual Report for the financial year 2017-18 will also be available at Investor Relations section of the website of the Company at [www.goindigo.in](http://www.goindigo.in) for download. The physical copies of the aforesaid documents and all documents referred to in the accompanying Notice shall be open for inspection at the Registered Office and copies thereof shall also be made available for inspection at the Corporate Office of the Company during normal business hours (9.30 am to 5.30 pm) on all working days except Saturdays, up to and including the date of the AGM of the Company.
15. In terms of Section 72 of the Companies Act, 2013 and related rules thereunder, a Member of the Company may nominate a person on whom the Shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company or it's RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
16. Even after registering for e-communication, Members are entitled to receive such communication(s) in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's investors email id: [investors@goindigo.in](mailto:investors@goindigo.in). Members are requested to quote the Registered Folio Number or Demat Account Number & Depository Participant (DP) ID in all correspondence with the Company.
17. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
18. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Friday, August 03, 2018** being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting) (a person who is not a Member as on the cut-off date should treat this Notice for information purposes only). The remote e-voting period will commence at 10:00 a.m. on **Tuesday, August 07, 2018** and will end at 05:00 p.m. on **Thursday, August 09, 2018** and at the end of remote e-voting period, the facility shall forthwith be blocked.

19. Contact details of the official responsible to address the grievances connected with voting by electronic means are set out below;  
Mr. I L Murthy, Manager-Corporate Registry  
Karvy Computershare Private Limited,  
Unit : InterGlobe Aviation Limited  
Karvy Selenium, Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad – 500 032.  
Tel. No.: +91 40 6716 1500; Toll free No.: 1800-345-4001  
Fax No.: +91 40 2300 1153.  
E-mail: lakshmana.murthy@karvy.com or evoting@karvy.com
20. The facility for voting through ballot paper shall be made available at the venue of the AGM and the members attending the meeting who had not cast their vote by remote e-voting shall be able to exercise their right of voting at the meeting through ballot paper. The Members who had cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
21. The Company has appointed Ms. Amrita D.C. Nautiyal, Company Secretary in whole time practice (email: scrutinizerindigo@gmail.com), to act as the Scrutinizer for conducting the remote electronic voting process and voting at the AGM in a fair and transparent manner.
22. Members may please note that no gifts / gift coupons shall be distributed at the venue of the AGM.
23. For the immediate reference, route map for reaching the venue of the AGM is given at the back side of Attendance Slip.
24. Procedure for Remote E-Voting
- I. The Company has entered into an arrangement with Karvy Computershare Private Limited for facilitating remote e-voting for the AGM. The instructions for remote e-voting are as under:
- In case of Members receiving an e-mail from Karvy Computershare Private Limited:
    - Launch an internet browser and open [https:// evoting.karvy.com](https://evoting.karvy.com)
    - Members of the Company holding shares either in physical form or in dematerialised form, as on the cutoff date i.e. closing hours of **Friday, August 03, 2018** may cast their vote electronically.
    - Enter the login credentials i.e. User ID and password, provided in the email received from Karvy Computershare Private Limited ("Karvy"). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
    - After entering the above details click on - Login :
    - Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise of 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.
    - On successful login, the system will prompt you to select the E-voting Event.
    - Select 'EVENT' of InterGlobe Aviation Limited - AGM and click on – Submit.
    - Now you are ready for e-voting as 'Ballot Form' page opens.
    - Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
    - Upon confirmation, the message 'Vote cast successfully' will be displayed.
    - Once you have confirmed your vote on the resolution, you cannot modify your vote.
    - The Portal will remain open for voting from: 10:00 A.M. on **Tuesday, August 07, 2018** to 5:00 P.M. on **Thursday, August 09, 2018**.

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 [scrutinizerindigo@gmail.com](mailto:scrutinizerindigo@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 naming format "Corporate Name EVENT NO."

b) In case of Members receiving physical copy of the Notice of AGM and Attendance slip

i. Initial Password is provided at the bottom of the Attendance Slip in the following format:

User Id	Password
-	-

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 the downloads section of the e-voting website of Karvy Computershare Private Limited [https:// evoting.karvy.com](https://evoting.karvy.com).

III. The voting rights shall be as per the number of equity shares held by the Member(s) as on **Friday, August 03, 2018**, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

IV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

V. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.goindigo.in](http://www.goindigo.in) immediately after the declaration of result by the Chairman or a director authorised by him in writing and at the website of e-voting agency viz. Karvy Computershare Private Limited at <https://evoting.karvy.com> and shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

VI. In case a person has become a Member of the Company after dispatch of Notice of AGM but on or before the cut - off date for E-voting i.e., **Friday, August 03, 2018**, he or she may obtain the User ID and Password in the manner as mentioned below

i. If mobile number of the Member is registered against Folio No. / DP ID. Client ID, the member may send SMS: MYEPWJD E-voting EVEN Number + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL:  
MYEPWJD <SPACE> IN12345612345678

Example for CDSL:  
MYEPWJD <SPACE> 1402345612345678

Example for Physical:  
MYEPWJD <SPACE> XXXX1234567890

ii. if e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Alternatively, Members may also obtain the User Id and Password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com). However, if you are already registered with Karvy Computershare Private Limited for remote e-voting, then you can use your existing User Id and Password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at toll free no. 1800-345-4001 or email at [evoting@karvy.com](mailto: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.

25. 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.
26. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Act and the Certificate from Statutory Auditors of the Company certifying that the InterGlobe Aviation Limited Employee Stock Option Scheme - 2015 is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, will be available for inspection at the AGM.
27. Members are requested to note that as per Section 124 of the Act, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF).
28. Members may utilize the facility extended by the RTA for redressal of queries. Members may visit <http://karisma.karvy.com> and click on Members option for query registration through free identity registration process.
29. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.
30. Members are requested to carry their original Government Photo ID proof such as PAN CARD, Aadhar Card, Voter ID, Driving License or Passport. Please note that the entry to AGM venue will not be allowed without Original Government Photo ID proof as mentioned above.

By order of the Board of Directors  
For InterGlobe Aviation Limited

Sanjay Gupta  
Company Secretary and Chief Compliance Officer

July 05, 2018

InterGlobe Aviation Limited

CIN: L62100DL2004PLC129768

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

Tel: +91 96500 98905; Fax: 011 - 4351 3200

Email: [investors@goindigo.in](mailto:investors@goindigo.in);

Website: [www.goindigo.in](http://www.goindigo.in)

## Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

### Item no. 4

Section 197 of the Companies Act, 2013, as amended ("Act") provides for payment of remuneration to the Non - Executive Directors including Independent Directors, by way of commission on the net profits of the Company for a financial year; computed in the manner referred to in Section 198 of the Act; after obtaining the approval of the members of the Company. However the aggregate remuneration to be paid to the Non-Executive Directors including Independent Directors shall not exceed such percentage of the net profits of the Company in any financial year as may be specified under Section 197 of the Act. Further, as per Section 149(9) of the Act read with Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors may receive remuneration by way of profit related commission as may be approved by the members of the Company.

The Independent Directors bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as corporate strategy, finance, information technology and business management etc. Therefore, the Board is of the view that it is necessary that adequate compensation be paid to the Independent Directors so as to compensate them for their time, efforts and value they add to the Company.

Accordingly, it is proposed that in terms of Section 197 of the Act, Mr. Devadas Mallya Mangalore and Dr. Anupam Khanna, Independent Directors be paid, a profit related commission as may be decided by the Board, not exceeding Rs. 50,00,000 (Rupees fifty lakh), for each financial year during their tenure as Independent Directors with effect from financial year 2017-18, provided however that the aggregate remuneration paid to the Independent Directors shall not exceed such percentage of the net profits of the Company in any financial year as specified under Section 197 of the Act and calculated in accordance with the provisions of Section 198 of the Act. During the financial year 2017-18, sitting fees of Rs. 12.50 lakh was paid to Mr. Devadas Mallya Mangalore and Rs. 10.50 lakh was paid to Dr. Anupam Khanna, for attending the meetings of the Board and its Committees, of which they are members.

The Board, at its meeting held on May 02, 2018, has recommended payment of profit related commission to the Independent Directors, subject to the approval of the members. The approval of the members of the Company is sought by a Special Resolution as set out at Item No. 4.

Save and except Mr. Devadas Mallya Mangalore and Dr. Anupam Khanna, Independent Directors and their relatives to the extent of their shareholding interest, if any, none of the other Directors and the Key Managerial Personnel and their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution set out in this notice at Item no. 4 for approval by the members of the Company by a special resolution.

### Item no. 5 & 6

The members of the Company at its annual general meeting held on September 21, 2016, accorded the approval to the Board of Directors (the "Board") for borrowing any sums or sums of money to borrow, from time to time, notwithstanding that such borrowings together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate for the time being of the paid up capital of the Company and its free reserves, provided that the total amount of the money/ moneys so borrowed by the Board shall not at any time exceed the limit of Rs. 20,000 crore.

The Company securitizes its Supplementary Rental obligations due towards the lessors for aircraft on operating leases and issues standby letters of credit ("SBLCs") in favor of the lessors. The Company will be taking deliveries of a significant number of additional aircraft on a operating lease basis for which new SBLCs will be required to be issued to the lessors. The Company has also undertaken cost saving initiatives on the charges payable to the banks for availing such facilities. In order to cater for the growth and introduction of new banks for cost reduction, the Company will be seeking fresh sanctions from banks/financial institutions for issuing SBLCs to lessors. Therefore, it is proposed to seek the approval of the members of the Company by a special resolution pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended ("Act"), authorising the Board to borrow, from time to time, an additional sum or sums of money, not exceeding Rs. 10,000 crore (Rupees ten thousand crore), which will only be utilized towards the Company's requirements of issuing SBLCs in the favor of the lessors in the ordinary course of business, .

Further, in order to secure the proposed borrowings of the Company, if necessary, by way of mortgage/hypothecation/lien/charge on all or any one or more of the movable and / or immovable properties or such other assets of the Company, as may be



required, from time to time, it is proposed to seek the approval of the members of the Company by a special resolution, pursuant to Section 180(1)(a) of the Act, for enhancing the powers of the Board for creation of pledges, mortgages, hypothecations and charges etc. on the movable and / or immovable properties or such other assets of the Company in favour of banks, financial institutions, non-banking finance companies or such other lenders to secure the borrowings to the extent of Rs. 30,000 crore (Rupees thirty thousand crore). The members of the Company, at the Extraordinary General Meeting of the Company held on March 27, 2015, had authorised the Board to create charges etc. on the properties/ assets of the Company to secure the borrowings to the extent of Rs. 15,000 crore.

None of the Directors and Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolutions set out at Item nos. 5 and 6 of the Notice.

The Board recommends the resolutions as set out at Item nos. 5 and 6 of this notice for approval of the members of the Company by a special resolution.

By order of the Board of Directors  
For InterGlobe Aviation Limited

Sanjay Gupta  
Company Secretary and Chief Compliance Officer

July 05, 2018

**InterGlobe Aviation Limited**

CIN: L62100DL2004PLC129768

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

Tel: +91 96500 98905; Fax: 011 - 4351 3200

Email: investors@goindigo.in;

Website: www.goindigo.in

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## Annexure to this Notice

Mr. Rakesh Gangwal, aged 64 years, is a Promoter and Non- Executive Director on our Board since June 25, 2015. He holds a bachelor's degree in mechanical engineering from the Indian Institute of Technology, Kanpur and a master's degree in business administration from the Wharton School, University of Pennsylvania, with a major in finance. He has more than 32 years of experience in the aviation industry. He had worked with United Airlines, Air France and US Airways Group, Inc. in senior positions and has wide experience in Aviation Industry.

He does not hold any Directorships in any other company. Further, he does not hold any memberships/ chairmanships of any committee of the Board of Directors of the Company or of any other public companies.

He holds 56,421,132 equity shares in the Company, as on date.

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mr. Gangwal, please refer to the corporate governance report which is a part of this Annual Report.

# Route Map

