



February 16, 2022

IGA/SECT/02-22/08

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

To
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip code : 539448

Sub : Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") – Notice of Postal Ballot to members

Pursuant to Regulation 30 and other applicable regulations of the SEBI LODR Regulations, please find enclosed a copy of Notice of Postal Ballot dated February 16, 2022 along with the explanatory statement seeking approval of Members of the Company for:

Item No.	Resolution	Description
1	Ordinary Resolution	Appointment of Mr. Rahul Bhatia (DIN: 00090860) as the Managing Director of the Company
2	Special Resolution	Approval for availing advisory services from Mr. Gregg Albert Saretsky (DIN: 08787780), Non-Executive Director of the Company in the capacity as Special Advisor and payment of remuneration to him for the said services

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the General Circular Numbers 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 issued by Ministry of Corporate Affairs (collectively referred as "MCA Circulars"), and the SEBI LODR Regulations, the Notice of Postal Ballot is being sent only by email to all its members who have registered their email addresses with the Company or Depository(ies) as on the Cut-off date i.e. February 11, 2022.

The members, whose email addresses are not registered, are requested to register the same by following the detailed procedure prescribed in the Notice of Postal Ballot. As per the provisions of the MCA Circulars, the assent or dissent on the above resolutions can be communicated by the members through remote e-voting only.



The remote e-voting will commence at 9:00 a.m. on Thursday, February 17, 2022 and will end at 5:00 pm on Friday, March 18, 2022. The results of the postal ballot will be declared on or before Sunday, March 20, 2022.

The Postal Ballot Notice is also available on the website of the Company at www.goinidgo.in.

This is for your information and record.

Thanking you,

For InterGlobe Aviation Limited


Sanjay Gupta
Company Secretary and Chief Compliance Officer





INTERGLOBE AVIATION LIMITED

CIN: L62100DL2004PLC129768

Registered Office: Upper Ground Floor, Thapar House, Gate No. 2,
Western Wing, 124 Janpath, New Delhi - 110 001, India

Tel: +91 9650098905; Fax: +91 11 - 4351 3200

Email Id: investors@goindigo.in; Website: www.goindigo.in

Postal Ballot Notice

[Pursuant to Sections 108 and 110 of the Companies Act, 2013
read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars]

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI LODR Regulations**"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India on General Meetings, as amended ("**SS-2**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the General Circular Numbers 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021, issued by the Ministry of Corporate Affairs (collectively the "**MCA Circulars**"), and pursuant to other applicable laws and regulations, if any, that the resolutions appended below are proposed to be passed by the Members of the Company (the "**Members**") through Postal Ballot, only by electronic means ("**remote e-voting**").

In terms of the MCA Circulars and in view of on-going COVID-19 pandemic, companies have been advised to take all decisions requiring the Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/remote e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of the Members at a common venue. In compliance with the aforesaid MCA circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company, their Registrar and Transfer Agent or Depository/ Depository Participants. Communication of assent/ dissent of the Members will only take place through the remote e-voting. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In terms of the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business

envelopes will not be sent to the Members for this Postal Ballot.

You are requested to peruse the following proposed Resolutions along with Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting only, provided by the Company.

Special Business

Resolution no. 1

Appointment of Mr. Rahul Bhatia (DIN: 00090860) as the Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 203, read with Schedule V to the Companies Act, 2013 (the "**Act**") and the Companies (Appointment of Key Managerial Personnel) Rules, 2014 and other applicable provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Nomination and Remuneration Policy of the Company ("**Policy**"), and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee (the "**Committee**") and the Board of Directors of the Company (the "**Board**"), the approval of the Members of the Company, be and is hereby accorded for appointment of Mr. Rahul Bhatia (DIN: 00090860) as the Managing Director of the Company (Key Managerial Personnel), not liable to retire by rotation, for an initial period of five (5) years effective from February 4, 2022, on such terms and conditions set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT Mr. Rahul Bhatia shall not draw any remuneration from the Company during his tenure as the Managing Director of the Company, other than the benefits, amenities and perquisites to which he is entitled as per the rules of the Company as applicable from time to time, subject to the limits specified in Schedule V to the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy

of profits in any financial year during the tenure of Mr. Rahul Bhatia as the Managing Director of the Company, the remuneration in the forms of value of benefits, amenities and perquisites to him as mentioned hereinabove shall be treated as minimum remuneration, subject to the limits as prescribed under Schedule V to the Act, as may be amended from time to time.

RESOLVED FURTHER THAT the Board, on the recommendation of the Committee, be and is hereby authorised to revise, amend, alter and vary the terms of appointment in such manner as may be agreed to between the Board and Mr. Rahul Bhatia, subject to and in compliance with all applicable provisions of the Act and 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, 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."

Resolution no. 2

Approval for availing advisory services from Mr. Gregg Albert Saretsky (DIN: 08787780), Non-Executive Director of the Company, in the capacity as Special Advisor and payment of remuneration to him for the said services

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

"RESOLVED THAT pursuant to Section 197 read with the Schedule V to the Companies Act, 2013 (the **"Act"**) and the rules framed thereunder, other applicable provisions, if any, of the Act, as amended, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and based on the recommendation of the Nomination and Remuneration Committee (**"the Committee"**) and the Board of Directors of the Company (**"the Board"**), the approval of the Members of the Company be and is hereby accorded for availing advisory services from Mr. Gregg Albert Saretsky (DIN: 08787780), Non-Executive Director of the Company, in the capacity as Special Advisor and payment of remuneration to him up to USD 70,000 (United States Dollar Seventy Thousand) per month for the said services from February 5, 2022 till March 31, 2023.

RESOLVED FURTHER THAT the Board, on the recommendation of the Committee, be and is hereby authorised to revise, amend, alter and vary the terms of services provided by Mr. Gregg Albert Saretsky in the capacity as Special Advisor including remuneration so as not to exceed the limits specified in Section 197 read with Schedule V to the Act, in such manner as may be agreed to between the Board and Mr. Gregg Albert Saretsky, subject to and in compliance with all applicable provisions of the Act and rules made thereunder.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of providing advisory services by Mr. Gregg Albert Saretsky in the capacity as Special Advisor, the payment of aforesaid remuneration to him shall be treated as minimum

remuneration, notwithstanding that such remuneration is in excess of the limits as mentioned in Section 197 read with Schedule V to the Act, but subject to conditions as prescribed under Schedule V to the Act, as may be amended from time to time.

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."

By order of the Board
For **InterGlobe Aviation Limited**

Sanjay Gupta
Company Secretary and Chief Compliance Officer
Membership Number: F 7729

Date: **February 16, 2022**

Place: **Gurugram**

Notes:

1. The explanatory statements pursuant to Section 102 of the Companies Act, 2013 (the **"Act"**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and the Secretarial Standard - 2 on General Meetings setting out the material facts and the reasons in respect of the aforesaid resolutions are annexed herewith.
2. The Board of Directors of the Company (**"the Board"**) has appointed Ms. Amrita D.C. Nautiyal, Proprietor, M/s. Amrita Nautiyal & Associates, Practicing Company Secretaries, as Scrutinizer to ensure that the Postal Ballot process is conducted in a fair and transparent manner.
3. This Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories as on February 11, 2022.
4. In terms of Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI LODR Regulations"**), the Company is pleased to offer remote e-voting facility to its Members. The Company has appointed Kfin Technologies Private Limited (**"Kfintech"**) for facilitating remote e-voting to enable the Members to cast their votes electronically. The Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 11, 2022 (the **"Cut-off Date"**) will be considered for the purpose of remote e-voting (a person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only). The remote e-voting period will commence at 09:00 a.m. on Thursday,

February 17, 2022 and will end at 5:00 pm on Friday, March 18, 2022 and at the end of the remote e-voting period, the facility shall forthwith be blocked.

5. In line with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.goindigo.in, websites of the Stock Exchanges, i.e., BSE Limited (the "BSE") at www.bseindia.com and the National Stock Exchange of India Limited (the "NSE") at www.nseindia.com and at the website of Kfintech at <https://evoting.kfintech.com>.
6. **Manner of registering/ updating e-mail address:** The Members whose e-mail addresses are not registered with the Company/ Depositories, are requested to get the same registered/ updated through the following procedure:
 - a) The Members holding shares in demat form can get their e-mail addresses registered by contacting their respective DPs.
 - b) The Members holding shares in physical form may register their e-mail addresses and mobile number for receiving the Notice along with e-voting instructions in electronic mode by submitting Form ISR-1 with Kfintech along with copy of PAN Card and a copy of the share certificate through any of the following modes:
 - In Person Verification: by producing the originals to the authorized person of the RTA, who will retain copy(ies) of the document(s), or
 - In hard copy: by furnishing self-attested photocopy(ies) of the relevant document, with date, or
 - Through e-mail address already registered with the RTA at the email address einward.ris@kfintech.com along with e-sign of scanned copies of documents, or
 - Service portal of the RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx> along with e-sign of with scanned copies of documents.

The Company has also provided the facility to the Members for temporary registration of their e-mail addresses for receiving Notice in electronic mode by clicking the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Post successful registration of the e-mail address, the Members will receive the Notice of Postal Ballot in electronic mode.

7. The Members are requested to quote their Registered Folio Number or Demat Account Number and Depository Participant (DP) ID number in all correspondence with the Company or its Registrar and Share Transfer Agent.
8. Contact details of the official responsible to address the grievances connected with the remote e-voting are set out below:

Ms. Sheetal Doba, Manager-Corporate Registry
Kfin Technologies Private Limited
(formerly known as Karvy Fintech Private Limited)
Corporate Registry
Selenium Building, Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India
Tel. No.: +91 40 6716 1509
Toll Free No: 1800-309-4001
E-mail: einward.ris@kfintech.com or evoting@kfintech.com
9. The resolutions passed by the Members through Postal Ballot will be deemed to have been passed as if it has been passed at a general meeting of the Members.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, March 18, 2022, i.e., the last date of casting of vote(s) through remote e-voting.
11. The Members desiring to exercise their vote(s) through remote e-voting are requested to refer to the detailed procedure given hereinafter.
 - i. Procedure for remote e-voting:
 - i. **Voting through Depositories e-Voting system for individual Members holding shares in demat mode**

Type of Members	Steps to Login
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> i. User already registered for IDeAS facility <ol style="list-style-type: none"> a) Visit URL: https://eservices.nsdl.com b) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. c) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting". d) Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period. ii. User not registered for IDeAS e-Services <ol style="list-style-type: none"> a) To register click on link : https://eservices.nsdl.com b) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of Members	Steps to Login
	<p>c) Proceed with completing the required fields. d) Follow steps given in point i above.</p> <p>iii. Alternatively, by directly accessing the e-Voting website of NSDL</p> <p>a) Open URL: https://www.evoting.nsdl.com/ b) Click on the icon "Login" which is available under 'Shareholder/Member' section. c) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e. Kfintech. v. On successful selection, you will be redirected to Kfintech e-voting page for casting your vote during the remote e-voting period.</p>
Individual Members holding shares in demat mode with CDSL	<p>i. Existing user who has opted for Easi / Easiest</p> <p>a) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com b) Click on New System Myeasi. c) Login with your registered user id and password. d) The user will see the e-Voting Menu. The Menu will have links of ESP, i.e. Kfintech e-Voting portal. e) Click on e-voting service provider name to cast your vote.</p> <p>ii. User not registered for Easi/Easiest</p> <p>a) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration b) Proceed with completing the required fields. c) Follow the steps given in point i.</p> <p>iii. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>a) Visit URL: www.cdslindia.com b) Provide your demat account number and PAN No. c) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account. iv. After successful authentication, user will be provided links for the respective ESP, i.e. Kfintech where the e- Voting is in progress.</p>
Individual Members login through their demat accounts / Website of Depository Participant	<p>i. The Members can also login using the login credentials of demat account through your DP registered with NSDL /CDSL for e-voting facility. ii. Once logged-in, the Members will be able to see e-voting option. Post clicking on e-voting option, the Members will be redirected to NSDL / CDSL Depository site after successful authentication, wherein the Members can see e-voting feature. iii. Click on options available against Company name or e-voting service provider - Kfintech and the Member will be redirected to e-voting website of Kfintech for casting vote during the remote e-voting period without any further authentication.</p>

Note: The Members who are unable to retrieve User ID / Password are advised to use forgot user ID and forgot password option available at respective websites.

Helpdesk for Individual Members holding shares in demat mode for any technical issues related to login through Depository, i.e. NSDL and CDSL.

Login type	Helpdesk details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

ii. Voting for the Members other than Individual's Members holding shares in demat mode and the Members holding shares in physical mode.

The Members other than Individual Members and those holding shares in physical mode, whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech with details of E-Voting Event Number (EVEN), USER ID and password. The Members are requested to follow the following process for casting their votes:

- a) Launch internet browser by typing the URL: <https://evoting.kfintech.com> Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
- b) After entering the above details click on "LOGIN".
- c) You will be directed to the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt to change password and update the contact details like mobile number, email ID etc. on first login. The Members may use secret question option to retrieve the password in future. Please do not share your password with anyone.
- d) Please login again with the new credentials.
- e) On successful login, the system will prompt you to select the "EVEN" and click on "Submit".
- f) On the voting page, please enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST". Please note that the total number voted in "FOR/ AGAINST" taken together shall not exceed your total shareholding as on the Cut-off Date. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as Abstained.
- g) The Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
- h) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as Abstained.
- i) You may then cast your vote by selecting an appropriate option and click on "Submit".
- j) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have

voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, the Members can login any number of times till they have voted on the Resolution(s).

- k) Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail at scrutinizerindigo@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "**CLIENT EVENT No.**"

Members who have not registered their e-mail address (including Members holding shares in physical form), should follow the steps for registration of e-mail address and obtaining User ID and Password for remote e-voting as mentioned in para 6 of the "Notes" and you may obtain the User ID and Password in the manner as mentioned below:

- i. 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.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID to generate a password.
- ii. Please follow all steps from Sl. No. 11 (A) as mentioned above, to cast your vote..
- iii. The Members who may require any technical assistance or support for remote e-voting are requested to contact Kfintech at toll free number 1-800-309-4001 or write at evoting@kfintech.com.

12. The Scrutinizer will submit her report to the Chairman after the completion of scrutiny and the results will be announced by the Chairman or any Director or the Company Secretary on or before Sunday, March 20, 2022 and will be displayed at the website of the Company and shall also be immediately forwarded to the BSE and NSE.

The voting rights shall be as per the number of equity shares held by the Member(s) as on the Cut-off Date. The Members are eligible to cast vote(s) electronically only if they are holding shares as on the Cut-off Date.

13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date of remote e-voting. The Members seeking to inspect such documents can send an email to investors@goindigo.in.
14. The Members may utilise the facility extended by Kfintech for redressal of queries. The Members may visit www.kfintech.com and click on Members option for query registration through the free identity registration process.

By order of the Board
For **InterGlobe Aviation Limited**

Sanjay Gupta
Company Secretary and Chief Compliance Officer
Membership Number: F 7729

Date: **February 16, 2022**
Place: **Gurugram**

INTERGLOBE AVIATION LIMITED

CIN: L62100DL2004PLC129768

Registered Office: Upper Ground Floor, Thapar House, Gate No. 2,
Western Wing, 124 Janpath, New Delhi – 110 001, India
Tel: +91 9650098905; Fax: +91 11 - 4351 3200
Email Id: investors@goindigo.in; Website: www.goindigo.in

EXPLANATORY STATEMENT TO POSTAL BALLOT NOTICE STATEMENT PURSUANT TO SECTION 102(1) AND SECTION 110 OF THE COMPANIES ACT, 2013

Resolution no. 1

Appointment of Mr. Rahul Bhatia (DIN: 00090860) as the Managing Director of the Company

Mr. Rahul Bhatia is the co-founder and Promoter Director of the Company since its incorporation, i.e., January 13, 2004.

In accordance with Article 17.4 of Articles of Association of the Company ("**Articles**") and the Nomination and Remuneration Policy of the Company, the IGE Group is entitled to nominate the candidate for appointment as the Managing Director ("**MD**") of the Company and has accordingly identified and nominated Mr. Rahul Bhatia as the MD of the Company for an initial period of five (5) years. Mr. Bhatia is an entrepreneur and has wide experience in the field of travel, aviation and hospitality.

Mr. Bhatia possesses adequate qualification, expertise and rich experience, particularly in the aviation industry and therefore, is the most suitable candidate for appointment as the MD of the Company. Mr. Bhatia's agenda, in his role as MD of the Company, would be transformational and would focus on expanding the airline's presence in India and in international markets and building for the long term. This will further strengthen the Company in the years ahead. Mr. Bhatia would oversee all aspects of the Company, and actively lead the Management team. His appointment shall immensely benefit the Company.

As MD, Mr. Bhatia will be responsible for providing leadership, guidance and direction to the Company by working closely with the Board, the Whole Time Director and Chief Executive Officer and his Executive Management Team, to establish and achieve near to mid-term goals, strategies, plans and policies. He shall supervise and invigorate the Company's operations, employees and new ventures in order to achieve the growth objectives of the Company.

In view of the above and in compliance with Section 196, 203 and other applicable provisions of the Act read with the rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI LODR Regulations**"), the Board of Directors of the Company (the "**Board**"), on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Rahul Bhatia as the MD of the Company for an initial period of five years effective February 4, 2022, without remuneration, other than the benefits, amenities and perquisites to which he is entitled as per the rules of the Company as applicable from time to time, subject to the approval of the Members of the Company.

Notwithstanding anything to the contrary herein contained, where in any financial year, during his tenure as the MD of the Company, the Company has no profits or its profits are inadequate, the benefits, amenities and perquisites availed by him, as specified above will be treated as minimum remuneration, subject to the limits as prescribed under Schedule V to the Act, as may be amended from time to time.

In view of above, it is proposed to seek approval of the Members of the Company by way of an Ordinary Resolution for the appointment of Mr. Rahul Bhatia as the MD of the Company for an initial period of 5 years effective from February 4, 2022. He will not be liable to retire by rotation during his term as MD of the Company.

The information as required to be given pursuant to Schedule V of the Act, for payment of minimum remuneration, in case of no profit or inadequate profit in any financial year is attached to the Postal Ballot Notice as Annexure I.

A detailed profile of Mr. Rahul Bhatia as required under Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is attached to the Postal Ballot Notice as Annexure II.

Save and except Mr. Rahul Bhatia and Mrs. Rohini Bhatia, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested financially or otherwise, in the resolution forming part of this Postal Ballot Notice.

The Board recommends the Resolution no. 1 for approval of the Members of the Company by way of an Ordinary Resolution.

Resolution no. 2

Approval for availing advisory services from Mr. Gregg Albert Saretsky (DIN: 08787780), Non-Executive Director of the Company, in the capacity as Special Advisor and payment of remuneration to him for the said services

Mr. Gregg Albert Saretsky was appointed as a Non- Executive Director of the Company with effect from October 1, 2020. His

appointment was also approved by the Members of the Company at the Annual General Meeting held on August 31, 2021.

In view of extensive experience of Mr. Saretsky in civil aviation especially low-cost carrier and in accordance with Section 197 read with the Schedule V of the Companies Act, 2013 (the "Act") and the rules framed thereunder, other applicable provisions, if any, of the Act, as amended, and Regulation 17 of the SEBI LODR Regulations, as amended, the Board of Directors of the Company (the "Board"), based on the recommendation of the Nomination and Remuneration Committee, approved availing advisory services from Mr. Gregg Albert Saretsky, Non-Executive Director of the Company, in the capacity as Special Advisor and payment of remuneration up to USD 70,000 (United States Dollar Seventy Thousand) per month to him for the said services from February 5, 2022 till March 31, 2023, subject to the approval of the Members of the Company by a special resolution. Further, the Audit Committee, based on the recommendation of the Nomination and Remuneration Committee, approved the aforesaid proposal pursuant to Section 177 the Act and Regulation 23 of the SEBI LODR Regulations. The Audit Committee while approving the same determined that availing of advisory services and payment of remuneration to Mr. Saretsky is on arms' length basis and is also in the ordinary course of business of the Company. Therefore, the provisions of Section 188 of the Act shall not apply to this transaction.

Mr. Saretsky brings extensive experience in commercial aviation including, most recently, as CEO of WestJet, Canada's most successful low-cost carrier. Prior to WestJet, Mr. Saretsky was associated with Alaska Airlines, Seattle, Washington (USA), responsible for in-flight, flight operations, dispatch and system operations control personnel & the airline's relationship with the Federal Aviation Administration (FAA). Mr. Saretsky holds a degree in Advanced Management International Management from University of Alberta, Banff, Alberta. He also has an MBA-Finance & Marketing and B.Sc. Microbiology & Biochemistry from University of British Columbia, Vancouver.

The scope of role of Mr. Saretsky to provide advisory services in the capacity as Special Advisor would be as set out below:

- Provide overall advisory to the Whole Time Director & CEO and Executive Leadership Team on Operational & Functional areas impacting the performance of the Company.
- Provide strategic support as part of Company's Supervisory Committee which steers long term projects that have a significant impact on the Company.
- Provide appropriate advice to the Whole Time Director & CEO on areas such as Leadership Development, Succession Planning and Organization structuring.

Mr. Saretsky's extensive experience in commercial aviation and understanding of the low cost carrier model adds significant value to the Company including recovering from the damaging effects of pandemic.

Notwithstanding anything to the contrary herein contained, where in any financial year, during his tenure as Special Advisor, the Company has no profits or its profits are inadequate, the Company will pay remuneration, as specified above as minimum remuneration, notwithstanding that such remuneration exceeds the limits as mentioned under Section 197 and Schedule V to the Act, but subject to conditions as prescribed under Schedule V to the Act, as may be amended from time to time.

The information as required to be given pursuant to Schedule V to the Act, for payment of minimum remuneration, in case of no profit or inadequate profit is attached to the Postal Ballot Notice as Annexure I.

A detailed profile of Mr. Gregg Albert Saretsky as required under Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is attached to the Postal Ballot Notice as Annexure II.

Save and except Mr. Gregg Albert Saretsky, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution forming part of this Postal Ballot Notice.

The Board recommends the Resolution no. 2 for approval by the Members of the Company by way of a Special Resolution.

By order of the Board
For **InterGlobe Aviation Limited**

Sanjay Gupta
Company Secretary and Chief Compliance Officer
Membership Number: F 7729

Date: **February 16, 2022**

Place: **Gurugram**

INTERGLOBE AVIATION LIMITED

CIN: L62100DL2004PLC129768

Registered Office: Upper Ground Floor, Thapar House, Gate No. 2,
Western Wing, 124 Janpath, New Delhi – 110 001, India
Tel: +91 9650098905; Fax: +91 11 - 4351 3200
Email Id: investors@goindigo.in; Website: www.goindigo.in

Annexure I to the Postal Ballot Notice

The information as required to be given pursuant to Schedule V of the Act, for payment of minimum remuneration, in case of no profit or inadequate profit is as under:

I. General Information

- 1) Nature of industry - The Company is engaged in the business of providing scheduled airline services throughout India and abroad.
- 2) Date or expected date of commencement of commercial production - The Company has already commenced its airline operations since August 2006.
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – not applicable.
- 4) Financial performance based on given indicators – (standalone annual audited figures)

(Rs. in millions)

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Total Revenue	146,406.31	357,560.01	284,967.72
Other Income	10,363.32	15,362.42	13,249.36
Expenses			
Operating Expenses	94,483.34	234,534.16	225,413.91
Employee Benefit Expenses	30,261.95	43,953.61	31,377.91
Other Expenses	21,915.58	38,690.71	30,230.30
Earnings before interest, tax, Depreciation and amortisation	10,108.76	55,743.95	11,194.96
Depreciation and amortisation expense	46,986.85	39,736.13	7,595.80
Finance Cost	21,419.83	18,758.71	5,089.63
Profit/ (Loss) before taxation and extraordinary items	(58,297.92)	(2,750.89)	(1,490.47)
Tax Expenses / (credit)	0	(269.30)	(3,051.82)
Extraordinary items	(16.65)	11.00	1.34
Profit/ (Loss) after taxation	(58,314.57)	(2,470.59)	1,562.69
Paid up capital	3,849.10	3,847.96	3,844.07
Earnings per equity shares of the face value of Rs. 10 each			
Basic in Rs.	(151.49)	(6.45)	4.06
Diluted in Rs.	(151.49)	(6.45)	4.06

- 5) Foreign investments or collaborations, if any – the total foreign investment in the Company as on December 31, 2021, was 55.45% of total paid up capital of the Company [including 23.31 % held by Non Resident Indians (NRIs)], based on the shareholding pattern as on December 31, 2021 filed to the stock exchanges.

II. Information about the Directors (for Resolution nos. 1 & 2)

A. Mr. Rahul Bhatia

- 1) Background details - Mr. Rahul Bhatia is the Co-founder and Promoter Director of the Company since its incorporation, i.e. January 13, 2004. He is the Vice Chairman of InterGlobe Enterprises. He holds a degree in electrical engineering from the University of Waterloo in Ontario, Canada.

Mr. Bhatia established InterGlobe Enterprises in 1989 with its flagship business of Air Transport Management.

With a substantial experience of over 3 decades in the travel industry, it is under his effective captainship that the InterGlobe Group has diversified its portfolio, which now includes Civil Aviation (IndiGo), Hospitality, Airline Management, Travel Commerce, Advanced Pilot Training, and Aircraft Maintenance Engineering.

Past remuneration –Mr. Bhatia received a total remuneration of Rs. 1,200,000 by way of sitting fees for attending Board meetings held during FY 2021. Further, during the current financial year, till the date of this Notice, he has received a total remuneration of Rs. 1,100,000 by way of sitting fees for attending Board meetings.

- 2) Recognition or awards – In 2011, Mr. Bhatia was recognized as the 'Entrepreneur of the Year' by Ernst & Young and also by The Economic Times. In the same year, he received 'The Outstanding Start-Up' award at the Forbes India Leadership Awards as well. In 2016, he was featured on the Forbes' Global Game Changers List.
- 3) Job profile and his suitability - As MD, Mr. Bhatia will be responsible for providing leadership, guidance and direction to the Company by working closely with the Board, the Whole Time Director and Chief Executive Officer and his Executive Management Team, to establish and achieve near to mid-term goals, strategies, plans and policies. He shall supervise and invigorate the Company's operations, employees and new ventures in order to achieve the growth objectives of the Company. He shall not draw any remuneration from the Company for his services other than the benefits, amenities and perquisites to which he is entitled as per the rules of the Company as may be applicable from time to time.
- 4) Remuneration proposed- no specific remuneration is proposed, only benefits, amenities and perquisites availed by him would be covered under remuneration.
- 5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) - no specific remuneration is proposed, only benefits, amenities and perquisites availed by him would be covered under remuneration.
- 6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any - except Mrs. Rohini Bhatia, Non Executive Director, as spouse, Mr. Rahul Bhatia is not related directly or indirectly with any Director, Key Managerial Personnel or their relatives and has no pecuniary relationship.

B. Mr. Gregg Albert Saretsky

- 1) Background details - Mr. Gregg Albert Saretsky holds a degree in Advanced Management International Management from University of Alberta, Banff, Alberta. He also has an MBA-Finance & Marketing and B.Sc.- Microbiology & Biochemistry from University of British Columbia, Vancouver. Mr. Saretsky brings extensive experience in commercial aviation including, most recently, as CEO of WestJet, Canada's most successful low-cost carrier. Prior to WestJet, Mr. Saretsky was associated with Alaska Airlines, Seattle, Washington (USA), responsible for in-flight, flight operations, dispatch and system operations control personnel & the airline's relationship with the Federal Aviation Administration (FAA).

Past remuneration - Mr. Saretsky received a total remuneration of Rs. 700,000 by way of sitting fees for attending Board and Committee meetings held during FY 2021 post his appointment as Non-Executive Director with effect from October 1, 2020. Further, during the current financial year, till the date of this Postal Ballot Notice, he has received a total remuneration of Rs. 1,300,000 by way of sitting fees for attending Board and Committee meetings.

- 2) Recognition or awards – During his term as President and CEO in WestJet, WestJet was recognised as Canada's on-time airline and multi-year winner of Waterstone Capital's "Most Admired Corporate Culture" award. Under his leadership, WestJet was awarded Trip Advisor's Traveller's Choice Award for "Best Airline in Canada", "Canada's Most Trusted Airline" from The Gustavson School of Business, and one of Canada's "Top 3 Brands" by Canadian Business Magazine.
- 3) Job profile and his suitability - Mr. Gregg Albert Saretsky was appointed as a Non-Executive Director of the Company with effect from October 1, 2020. His appointment was also approved by the Members of the Company at the Annual General Meeting held on August 31, 2021. In view of extensive experience of Mr. Saretsky in civil aviation especially low-cost carrier, it is proposed to avail advisory services from Mr. Saretsky to act as Special Advisor and work closely with the Whole Time Director & CEO and the Executive Leadership Team of the Company, to accelerate operational and commercial improvement opportunities at the airline.

The scope of role of Mr. Saretsky to provide advisory services in the capacity as Special Advisor would be as set out below:

- Provide overall advisory to the Whole Time Director & CEO and Executive Leadership Team on Operational & Functional areas impacting the performance of the Company.
- Provide strategic support as part of Company's Supervisory Committee which steers long term projects that have a significant impact on the Company.

- Provide appropriate advice to the Whole Time Director & CEO on areas such as Leadership Development, Succession Planning and Organization structuring.
- 4) Remuneration proposed- up to USD 70,000 per month
 - 5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) - Since Mr. Saretsky was last the CEO of WestJet, Canada's most successful low-cost carrier, before joining the Board of Directors of the Company as a Non-Executive Director, the Company had taken a general benchmarking of Aviation CEO compensation in most global airlines. There is no specific benchmark for advisory services available. The proposed remuneration is reasonable with respect to the profile and the responsibilities to be shouldered by him and lower than that of other companies of similar size in the aviation industry globally.
 - 6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any - Mr. Gregg Albert Saretsky is not related directly or indirectly with any Director, Key Managerial Personnel or their relatives and has no pecuniary relationship.

III. Other information:

1) Reasons of loss or inadequate profits:

- a) Due to the advent of second wave of Covid –19 in the first half of fiscal 2022, the Government of India continued to impose capacity restrictions in both domestic and international markets. While the domestic sector was allowed to operate at full capacity starting mid of October 2021, the international sector continues to be restricted. The financial results of the Company were severely impacted due to lower demand and capacity restrictions. The Company reported a net loss of Rs. 44,800.47 million for the nine months period ended December 31, 2021.

2) Steps taken or proposed to be taken for improvement:

In view of losses reported during the financial year ended March 31, 2021, and during the 9 months ended December 31, 2021, due to pandemic COVID-19, the Company laid out a new set of operating procedures that clearly defined the norms to be followed by its employees. Further, the Company has worked diligently to right-size the airline to the current and expected level of flying and to strenuously remain focused on costs and increasing its liquidity position. Specifically, the Company has taken the following steps:

- The Company had announced a salary cut across the organisation except certain employees with lower pay grades. With the gradual improvement in the capacity and operations of the Company, the salary cuts earlier announced have been partially rolled back.
- The Company had also announced Leave without Pay for its employees. However, with the gradual improvement in its operations, the Company has withdrawn the same.
- The Company continuously monitors all discretionary spends and capital-intensive projects.
- The Company has been looking at every element of cost and working with its partners and negotiated better terms.
- The Company values the efficiency and structural low costs associated with new NEO aircraft and thus it will continue to substitute the older CEO aircraft with the NEO aircraft. The Company is therefore taking deliveries of all new NEO aircraft and balancing them by returning all the older CEO aircraft that the Company had committed to earlier. This will help reduce future fuel costs.

3) Expected increase in productivity and profits in measurable terms:

During the third quarter of fiscal year 2022, domestic aviation sector witnessed significant improvement in domestic passenger traffic due to relaxation of capacity restrictions and reduced number of covid cases. Due to these favorable developments and measures taken by the Company, the financial performance has shown improvement, and the Company reported a profit of Rs. 1,297.88 million in the third quarter of fiscal year 2022. However, during the latter part of December 2021, due to the third wave of COVID-19 in India, the demand for travel declined. However, as the number of covid cases are receding, the Company expects the passenger traffic to increase, resulting in improvement in the revenue environment.

Annexure II to the Postal Ballot Notice

1. Mr. Rahul Bhatia (DIN 00090860)-

Mr. Rahul Bhatia (62 years) holds a degree in electrical engineering from the University of Waterloo in Ontario, Canada.

Mr. Rahul Bhatia is the co-founder and Promoter Director of the Company since its incorporation, i.e., January 13, 2004. He is the Vice Chairman of InterGlobe Enterprises. Mr. Bhatia is an entrepreneur and has substantial experience in the field of Travel, Aviation and Hospitality. Mr. Bhatia was instrumental in the formation of InterGlobe Enterprises Limited in 1989 with its flagship businesses of travel services, air transport management and hospitality.

Mr. Bhatia has a substantial experience of over 3 decades in the travel industry. It is under his effective captainship that the InterGlobe Group has diversified its portfolio, which now includes Civil Aviation (IndiGo), Hospitality, Airline Management, Travel Commerce, Advanced Pilot Training, and Aircraft Maintenance Engineering. Mr. Bhatia holds 40,000 equity shares of the Company, Mrs. Rohini Bhatia, Non-Executive Director of the Company is spouse of Mr. Bhatia. He received Rs 1,100,000 of remuneration as sitting fees for attending Board meetings during the FY 2021-22, till date of this Notice. He does not hold any Committee membership in the Company.

Directorships in other companies -

Names of the Companies	Designation/Office held
InterGlobe Luxury Products Private Limited	Non-Executive Director
InterGlobe Enterprises Private Limited	Non-Executive Director and Vice Chairman
Motherland Joint Ventures Private Limited	Non-Executive Director
InterGlobe Education Services Limited	Non-Executive Director
Pegasus Utility Maintenance & Services Private Limited	Non-Executive Director
Shree Nath Shares Private Limited	Non-Executive Director
InterGlobe Foundation	Non-Executive Director
InterGlobe Hotels Private Limited	Non-Executive Director
AAPC India Hotel Management Private Limited	Non-Executive Director
Progress Corporation Singapore PTE Limited	Non-Executive Director

2. Mr. Gregg Albert Saretsky (DIN 08787780)-

Mr. Gregg Albert Saretsky (62 years) holds a degree in Advanced International Management from the University of Alberta, Banff, Alberta. He also has an MBA – Finance & Marketing and B.Sc.- Microbiology & Biochemistry from the University of British Columbia, Vancouver.

An aviation industry veteran, with an illustrious career spanning over 36 years, Mr. Saretsky is presently associated with the Fort McMurray/ Wood Buffalo Economic Development Corporation, Fort McMurray, AB as Director and Chairman of the Board (since June 2018); RECARO Holding GmbH, Stuttgart, Germany as Director, Advisory Board (since October 2018) and SABRE Corporation, Dallas, 'Texas, USA' (since July 2020).

Mr. Saretsky has been the President and CEO of WestJet, Calgary, Alberta (Canada) for 8 years, from March 2010 to March 2018. In this role, he was responsible for providing strategic direction to the organisation, as well as for financial management of the company. WestJet was recognised as Canada's on-time airline and multi-year winner of Waterstone Capital's "Most Admired Corporate Culture" award. Prior to WestJet, Mr. Saretsky was associated with Alaska Airlines, Seattle, Washington (USA).

Mr. Saretsky joined the Company as a Non-Executive Director on the Board of the Company with effect from October 1, 2020. He is a Member of the Risk Management Committee of the Company. He does not hold any shares of the Company. He has received Rs 1,300,000 as sitting fees for attending meetings of Board and Risk Management Committee during FY 2021-22 till date of this Notice.

By order of the Board
For **InterGlobe Aviation Limited**

Sanjay Gupta
Company Secretary and Chief Compliance Officer
Membership Number: F 7729

Date: **February 16, 2022**

Place: **Gurugram**