

Notice

Notice is hereby given that the Nineteenth (19th) Annual General Meeting of the Members of InterGlobe Aviation Limited (the "Company") will be held on **Friday, August 26, 2022 at 11:00 a.m. (IST)** through Video Conferencing ("VC") / Other Audio- Visual Means ("OAVM"), 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, 2022, 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, 2022, along with the report of the Auditors thereon.

2. Appointment of a Director retiring by rotation

To re-appoint Mr. Anil Parashar (DIN: 00055377) as Director, who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

3. Appointment of Mr. Vikram Singh Mehta (DIN: 00041197) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the applicable provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Regulations 16(1)(b), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to appoint Mr. Vikram Singh Mehta (DIN: 00041197) as an Independent Director of the Company to hold office for a term of five consecutive years with effect from May 27, 2022, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company ("Board") be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, 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."

4. Appointment of Air Chief Marshall (Retd.) Birender Singh Dhanoa (DIN: 08851613) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the applicable provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Regulations 16(1)(b), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to appoint Air Chief Marshall (Retd.) Birender Singh Dhanoa (DIN: 08851613) as an Independent Director of the Company to hold office for a term of five consecutive years with effect from May 27, 2022, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company ("Board") be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, 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. Appointment of Mr. Meleveetil Damodaran (DIN:02106990) as a Non-Independent Non-Executive Director of the Company

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

"RESOLVED THAT pursuant to Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, read with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to appoint Mr. Meleveetil Damodaran (DIN:02106990), as a Non-Independent Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company ("Board") be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, 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

Date: July 29, 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

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

Email: investors@goindigo.in;

Website: www.goindigo.in

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. In view of the massive outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circulars No. 14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and No. 02/2022 dated May 05, 2022 ("collectively the "MCA circulars") has allowed conducting AGM through VC or OAVM and dispensed with the requirement of presence of the Members in person at the AGM till December 31, 2022. Hence, the members can attend and participate in the 19th AGM through VC/ OAVM only. The venue of the AGM shall be deemed to be the registered office of the Company. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 17 below.
3. As the AGM is being conducted through VC/OAVM, where physical attendance of the Members is dispensed with, the facility of appointment of proxies by the Members is not available. Consequently, the Proxy Form and the Route Map are not attached to this Notice. However, the institutional/ Corporate Members intending to appoint authorised representatives, pursuant to Section 113 of the Act, are requested to send a certified copy of the 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 AGM, pursuant to Section 113 of the Act, to Scrutinizer at scrutinizerindigo@gmail.com and to evoting@nsdl.co.in.
4. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 20, 2022 to Friday, August 26, 2022 (both days inclusive).

6. Members who need assistance before or during the AGM, can contact National Securities Depository Limited (NSDL) on evoting@nsdl.co.in or call on toll free numbers 1800 1020 990 and 1800 22 44 30. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number (EVEN) in all your communications.
7. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID number in all correspondence with the Company.
8. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking appointment/ re-appointment at the AGM are given in the Annexure to this Notice of AGM ("Notice").
9. In line with the MCA circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.goindigo.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and is also available on the website of NSDL at www.evoting.nsdl.com.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID AND FOR OBTAINING COPY OF ANNUAL REPORT

10. In accordance with the circulars issued by MCA and SEBI, the Notice alongwith the Annual Report for FY 2021-22 is being sent by electronic mode to the Members whose e-mail id is registered with the Company or the Depository Participants. Physical copy of the Notice along with the Annual Report for FY 2021-22 shall be sent to those Members who request for the same.
11. The Members holding shares in physical mode and who have not updated their e-mail ids with the Company are requested to update their e-mail ids by writing to the Company at investors@goindigo.in alongwith the copy of the signed request letter mentioning the name and address of the Member, self attested copy of the PAN Card, and self attested copy of any document (e.g. Driving License, Vote Identity Card, Passport) in support of the address of the Member. The Members holding shares in Demat Mode are requested to register/ update their e-mail address with the relevant DPs. In case of any queries/ difficulties in registering the e-mail address, the Members may write to investors@goindigo.in.
12. Alternatively, the Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
13. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by the Company, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.




PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

14. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
15. The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, August 19, 2022, i.e. a day prior to commencement of Book Closure Date, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
16. Members may cast their votes through e-voting system from any place (remote e-voting). The remote e-voting period begins on Tuesday, August 23, 2022 at 9:00 a.m. and ends on Thursday, August 25, 2022 at 5:00 p.m.
17. The detailed instructions and the process for accessing and participating in the AGM through VC/OAVM facility and voting through electronic means including remote e-voting are explained herein below:

STEP 1: Access to NSDL e-voting system

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

A) Login method for individual Members holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Members holding securities in demat mode with NSDL.	<p>A. Users registered for NSDL IDeAS facility</p> <ol style="list-style-type: none"> 1. Open e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. On the e-Services home page, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. 3. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. <p>B. Users not registered for IDeAS e-services</p> <p>Option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>C. Visit the e-voting website of NSDL.</p> <ol style="list-style-type: none"> 1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 2. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 4. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Members holding securities in demat mode with CDSL	<p>A. Users who have opted for Easi/ Easiest</p> <ol style="list-style-type: none"> 1. Members can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. <p>B. Users who have not opted for Easi/ Easiest</p> <p>Option to register for Easi/ Easiest, is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>

Type of shareholders	Login Method
	<p>C. Visit the e-voting website of NSDL</p> <ol style="list-style-type: none"> Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual Members (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDU/CDSL for e-voting facility. After Login, you will be able to see e-voting option. Once you Click on e-voting option, you will be redirected to NSDU/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can 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
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

How to Log-in to NSDL e-voting website?

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in [process for those Members whose email ids are not registered](#).
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies' "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ORVM" link placed under "Join Meeting".
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

THE INSTRUCTIONS FOR MEMBERS FOR e-voting ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/ORVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

18. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for [Access to NSDL e-voting system](#). After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
19. Members are encouraged to join the Meeting through Laptops for better experience.
20. Members Connecting through Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
21. Facility to join AGM through VC/OAVM for Members shall open 15 minutes before the time scheduled for the AGM and shall be kept open throughout the AGM Proceedings.

PROCEDURE TO RAISE QUESTIONS/ SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

22. Members who would like to express their views or ask questions may send their queries/ questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@goindigo.in at least 48 hours before the commencement of scheduled time of AGM. The same will be replied by the Company suitably, depending upon the availability of time at the AGM.
23. The Members who would like to express their views or ask questions during the AGM may register themselves as "Speakers" by logging on to www.evoting.nsdl.com and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from 09:00 a.m. on Tuesday, August 23, 2022 to 05:00 p.m. on Wednesday, August 24, 2022. Only those Speaker Registrations requests received during the aforesaid period will be considered for response during the AGM. Also, response to Speaker Registrations will depend on availability of time during the AGM.

GENERAL GUIDELINES FOR MEMBERS

24. 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, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizerindigo@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
25. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
26. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh - Assistant Manager, NSDL at evoting@nsdl.co.in
27. The Board has appointed Ms. Amrita Nautiyal, Practicing Company Secretary, Proprietor, M/s. Amrita Nautiyal & Associates, as Scrutinizer to ensure that the remote e-voting process and e-voting at the AGM is conducted in a fair and transparent manner.
28. The results of the e-voting shall be declared to the Stock Exchanges after the conclusion of AGM within two working days. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.goindigo.in.

PROCEDURE FOR INSPECTION OF DOCUMENTS

29. All the documents referred to in the accompanying Notice and explanatory statement, will be available for inspection through electronic mode, basis the request being sent at investors@goindigo.in.

30. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts and arrangements in which Directors are interested under section 189 of the Act and the Certificate from M/s Sanjay Grover & Associates, Practicing Company Secretaries certifying that the ESOS Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection upon login at <https://evoting.nsd.com>.

OTHER INFORMATION :

31. The Members may note that the MCA had notified provisions relating to unpaid/ unclaimed dividend under Sections 124 and 125 of Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). As per IEPF Rules, dividends which are not encashed/ claimed by the Members for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF). The IEPF Rules mandate the Companies to transfer the shares of the Members whose dividends remain unpaid/ unclaimed for a period of seven consecutive years to the demat account of IEPF. Hence, the Company urges all the Members to encash/ claim their respective dividends during the prescribed period. The details of the unpaid/unclaimed dividend amounts lying with the Company as on August 31, 2021 (previous AGM date) are available on the website of the Company at <https://www.goindigo.in/content/dam/goindigo/investor-relations/other-disclosures/2020-21/List-of-shareholders-Unpaid-and-Unclaimed-Dividend-Amount-for-the-fy-20.pdf>

By order of the Board
For InterGlobe Aviation Limited

Sanjay Gupta
Company Secretary and Chief Compliance Officer

Date: July 29, 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

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

Email: investors@goindigo.in;

Website: www.goindigo.in

Explanatory Statement

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

Item No. 3

Section 152(1) of the Companies Act, 2013 ("Act") provides that save as otherwise expressly provided in the Act, every Director shall be appointed by the Company in general meeting and as per Article 18.1 of the Articles of Association of the Company ("Articles"), the Company may in a general meeting, subject to the provisions of the Articles and the Act, at any time elect any person to be a Director.

Pursuant to Section 161(1) of the Act, the Board of Directors (the "Board"), on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Vikram Singh Mehta (DIN: 00041197) as an Independent Director (as an Additional Director), not liable to retire by rotation, with effect from May 27, 2022, to hold office up to the date of ensuing Annual General Meeting ("AGM").

The Company has received a notice in writing from a Member of the Company, pursuant to Section 160(1) of the Act, signifying its intention to propose appointment of Mr. Mehta, as an Independent Director of the Company, at the ensuing AGM.

The Board has received a declaration from Mr. Mehta that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations") and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director in compliance with the provisions of Section 152 of the Act. Further, he has also complied with the requirements of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 for inclusion of his name in the data bank of independent directors maintained with the Indian Institute of Corporate Affairs (IICA).

A detailed profile of Mr. Mehta 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 as an Annexure to this Notice.

Pursuant to Regulation 25(2A) of the SEBI LODR Regulations, as amended, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to approval of the shareholders by way of a Special Resolution.

It is proposed to appoint Mr. Mehta as an Independent Director of the Company, to hold office for an initial period of five (5) consecutive years, with effect from May 27, 2022 till May 26, 2027, not liable to retire by rotation, in compliance with the provisions of Section 149, 152, 160 and Schedule IV of the Act, read with Regulations 16(1)(b) and 25(2A) of the SEBI LODR Regulations, by passing a Special Resolution.

In the opinion of the Board, Mr. Mehta is independent of the Management and possess relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI LODR Regulations for appointment as an Independent Director.

The terms and conditions of appointment of Mr. Mehta as an Independent Director shall be open for inspection in electronic mode up to the conclusion of the AGM in the manner as mentioned in the Notes to the Notice.

Save and except Mr. Mehta and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution set out as Item no. 3 of the Notice for approval by the Members of the Company as a Special Resolution.

Item No. 4

Section 152(1) of the Companies Act, 2013 ("Act") provides that save as otherwise expressly provided in the Act, every Director shall be appointed by the Company in general meeting and as per Article 18.1 of the Articles of Association of the Company ("Articles"), the Company may in a general meeting, subject to the provisions of the Articles and the Act, at any time elect any person to be a Director.

Pursuant to Section 161(1) of the Act, the Board, on the recommendation of the Nomination and Remuneration Committee, appointed Air Chief Marshall (retd.) Birender Singh Dhanoa (DIN: 08851613) as an Independent Director (as an Additional Director), not liable to retire by rotation, with effect from May 27, 2022, to hold office up to the date of ensuing Annual General Meeting ("AGM").

The Company has received a notice in writing from a Member of the Company, pursuant to Section 160(1) of the Act, signifying its intention to propose appointment of ACM Dhanoa, as an Independent Director of the Company, at the ensuing AGM.

The Board has received a declaration from ACM Dhanoa that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations") and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director in compliance with the provisions of Section 152 of the Act. Further, he has also complied with the requirements of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 for inclusion of his name in the data bank of independent directors maintained with the Indian Institute of Corporate Affairs (IICA).

A detailed profile of ACM Dhanoa 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 as an Annexure to this Notice.

Pursuant to Regulation 25(2A) of the SEBI LODR Regulations, as amended, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to approval of the shareholders by way of a Special Resolution.

It is proposed to appoint ACM Dhanoa as an Independent Director of the Company, to hold office for an initial period of five (5) consecutive years, with effect from May 27, 2022 till May 26, 2027, not liable to retire by rotation, in compliance with the provisions of Section 149, 152, 160 and Schedule IV of the Act, read with Regulations 16(1)(b) and 25(2A) of the SEBI LODR Regulations, by passing a Special Resolution.

In the opinion of the Board, ACM Dhanoa is independent of the Management and possess relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI LODR Regulations for appointment as an Independent Director.

The terms and conditions of appointment of ACM Dhanoa as an Independent Director shall be open for inspection in electronic mode up to the conclusion of the AGM in the manner as mentioned in the Notes to the Notice.

Save and except ACM Dhanoa and his relatives, none of the other Directors, Key Managerial Personnel or 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 as Item no. 4 of the Notice for approval by the Members of the Company as a Special Resolution.

Item No. 5

Section 152(1) of the Companies Act, 2013 (the "Act") provides that save as otherwise expressly provided in the Act, every Director shall be appointed by the Company in general meeting and as per Article 18.1 of the Articles of Association of the Company (the "Articles"), the Company may in a general meeting, subject to the provisions of the Articles and the Act, at any time elect any person to be a Director.

The Board of Directors of the Company ("Board") appointed Mr. Meleveetil Damodaran as a Non-Independent Non-Executive Director (as an Additional Director), liable to retire by rotation, with effect from July 16, 2022, on the recommendation of the Nomination and Remuneration Committee. Pursuant to Section 161(1) of the Act, he shall hold office up to the date of the ensuing AGM.

The Board had earlier appointed Mr. Damodaran as an Independent Non-Executive Director with effect from January 23, 2019. He was later designated as the Chairman of the Board with effect from January 24, 2019. Mr. Damodaran stepped down from the Board as Chairman and Independent Director on May 3, 2022, on attaining the age of 75 years, in terms of Regulation 17(1A) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

Regulation 17(1A) of the SEBI LODR Regulations provides that no listed company shall appoint or continue the directorship of any person as Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Mr. Damodaran has attained the age of 75 years on May 4, 2022. Therefore, the Company seeks approval of the Members through a Special Resolution, to comply with the provisions of Regulation 17(1A) of the SEBI LODR Regulations.

A brief justification for appointment of Mr. Damodaran as Non-Independent Non-Executive Director on the Board is as under:

Mr. M. Damodaran, IAS (Retd.), presently a Governance Consultant, Advisor, Mentor and Coach, has worked with the Union and the State Governments of India, regulatory bodies, investment institutions, banks, development financial institutions and with the private sector. He has been the Chairman of the Securities and Exchange Board of India (SEBI) from February 2005 to February 2008. He has won several awards for governance, leadership and transformation. He presently sits on the Boards of some of India's biggest companies and on the Advisory Boards of some foreign entities and is the Founder Chairman of Indian Institute of Management (IIM), Tiruchirappalli. He is widely acknowledged as one of India's foremost champions of Corporate Governance and is passionate about improving Board performance.

A detailed profile of Mr. Damodaran as required under the SEBI LODR Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India ("SS-2") is attached as Annexure to this Notice.

In view of the vast experience of Mr. Damodaran, the Board is of the view that his appointment as a Director would add great value to the Board and will be beneficial to the Company.

The Company has received a notice in writing from a Member of the Company, pursuant to Section 160(1) of the Act, signifying its intention to propose appointment of Mr. Damodaran, as a Non-Independent Non-Executive Director of the Company, at the ensuing AGM.

The Board has received consent to act as a Director and a declaration from Mr. Damodaran under Section 164 of the Act stating that he is eligible to be appointed as a Director of the Company.

Save and except Mr. Damodaran and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

The Board recommends the resolution set out as Item No. 5 of the Notice for approval by the Members of the Company as a Special Resolution

By order of the Board
For InterGlobe Aviation Limited

Sanjay Gupta
Company Secretary and Chief Compliance Officer

Date: July 29, 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

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

Email: investors@goindigo.in;

Website: www.goindigo.in

Annexure to this Notice

Details of the Directors seeking appointment/re-appointment as required under the SEBI LODR Regulations and SS-2.

Mr. Anil Parashar (DIN: 00055377), Non-Executive Director

Age: 63 years

Date of first appointment in the current term on the Board: October 16, 2018

Qualification(s): Member of the Institute of Chartered Accountants of India and graduate in Economics from Delhi University

Experience in specific functional area: Mr. Anil Parashar has previously been a Director of the Company for a period from May 30, 2007 to March 26, 2015. Mr. Parashar has extensive operational and financial experience in handling various aspects of business including raising funds, capital restructuring, mergers & acquisitions, statutory compliances, investor relations and long term planning. He is currently the President and Chief Executive Officer (Whole time Director) of InterGlobe Technology Quotient Private Limited (ITQ). Prior to this, he was Group Chief Financial Officer of InterGlobe Group. He is a member of InterGlobe Group's Executive Committee and is holding various positions on the Boards of several InterGlobe Group companies. He is credited with over 30 years of rich experience including leadership positions at Swiss Air and Asbestos Cement Company. He is also a member of PHD Chamber of Commerce, Assocham and FICCI Forums on Taxation and Travel & Tourism.

Directorships in other Public Companies (excluding Foreign, Private and Section 8 Companies): InterGlobe Education Services Limited

Listed entities from which he has resigned/exited in the past three years: Nil

Memberships/ Chairmanships of Committees of the Board: (i) Audit Committee (Member); (ii) Nomination and Remuneration Committee (Member); (iii) Risk Management Committee (Member); (iv) Corporate Social Responsibility Committee (Member)

Memberships/ Chairmanships of Committees of Boards of other Public companies (includes only Audit Committee and Stakeholders Relationship Committee): Nil

Number of shares held in the Company (equity shares of Rs. 10 each held as on March 31, 2022) including shareholding as a beneficial owner: Nil

Number of meetings of the Board attended during the year: 13

Relationship with other Directors and Key Managerial Personnel of the Company: No

Remuneration drawn during FY 2021-22 (as sitting fees): Rs. 46 lakhs

Mr. Vikram Singh Mehta (DIN: 00041197), Independent Director

Age: 69 years

Date of first appointment in the current term on the Board: May 27, 2022

Qualification(s): B.A. (Mathematics Hons). St. Stephens College, Delhi University (1969-72), B.A. / M.A. – (Political and Economics Hons), Magdalen College, Oxford University (1972-75), M.A. (Energy Economics), Fletcher School of Law and Diplomacy, Tufts University (1977-78)

Experience in specific functional area: Mr. Vikram Singh Mehta is currently Chairman and Distinguished Fellow of CSEP (Centre for Social and Economic Progress). He was the Executive Chairman of Brookings Institution India Center and Senior Fellow, Brookings Institution from 2012 to 2020. Prior to that, he was the Chairman of the Shell Group of Companies in India (1994–2012); Chief Executive of Shell Markets and Shell Chemicals, Egypt (1992–1993); and Advisor, Strategic Planning to the State-owned Company, Oil India Limited (1984 –1988). He started his career by joining the Indian Administrative Service in 1978 and resigned from the Service in 1980.

Mr. Mehta is an Independent Director on the Boards of a number of companies including Larsen and Toubro Limited, Mahindra and Mahindra Limited, Colgate Palmolive India Limited, Apollo Tyres Limited, and Jubilant FoodWorks Limited. He is also on the Boards of Thomson Reuters Founders Share Company, Overseer of the Fletcher School of Law and Diplomacy, Tufts University, and the Global Advisory Board of Macro Advisory Partners. Mr. Mehta was the recipient of Asia House's "Businessmen Of The Year" award for 2010. He also received Asia Centre for Corporate Governance and Sustainability's Award for "Best Independent Director" in India for 2016.

Directorships in other Public Companies (excluding Foreign, Private and Section 8 Companies): (i) Colgate-Palmolive (India) Limited; (ii) Apollo Tyres Limited; (iii) Mahindra and Mahindra Limited; (iv) Jubilant FoodWorks Limited; (v) Larsen and Toubro Limited; (v) Global Health Limited.

Listed entities from which he has resigned/exited in the past three years: HT Media Limited (w.e.f. June 1, 2022)

Memberships/ Chairmanships of Committees of the Board: (i) Audit Committee (Member); (ii) Nomination and Remuneration Committee (Member)

Memberships/ Chairmanships of Committees of Boards of other Public companies (includes only Audit Committee and Stakeholders Relationship Committee):

- a) Audit Committee: (i) Colgate Palmolive (India) Limited (Member); (ii) Mahindra and Mahindra Limited (Member); (iii) Jubilant FoodWorks Limited (Member); (iv) Larsen and Toubro Limited (Member)
- b) Stakeholders Relationship Committee: (i) Jubilant FoodWorks Limited (Chairman)

Number of shares held in the Company (equity shares of Rs. 10 each held as on March 31, 2022) including shareholding as a beneficial owner: Not applicable

Number of meetings of the Board attended during the year: Not applicable

Relationship with other Directors and Key Managerial Personnel of the Company: No

Remuneration drawn during FY 2021-22 (as sitting fees): Not applicable

Air Chief Marshall (Retd.) Birender Singh Dhanoa (DIN:08851613), Independent Director

Age: 64 years

Date of first appointment in the current term on the Board: May 27, 2022

Qualification(s): BA (NDA) from JNU, MSc (Defence Studies) Madras University

Experience in specific functional area: ACM (Retd.) B. S. Dhanoa has an illustrious career with the Indian Air Force (IAF) and has served at various ranks. He served as the Air Officer Commanding-in-Chief of South-Western Air Command before taking over as the Vice Chief of Air Staff (VCAS) in May 2015. He served as the 25th Chief of the IAF from January 1, 2017 to September 30, 2019, and led the IAF when it executed air strikes over a terror camp in Balakot in Pakistan in February 2019. He has been awarded with the Param Vishisht Seva Medal in 2016, Ati Vishisht Seva Medal in 2015, Yudh Seva Medal 1999 and Vayu Sena Medal in 1999. Amongst various other achievements, the fighter squadron he commanded was the most decorated unit of the IAF during the Kargil conflict, due to his excellent leadership. He is currently an Independent Director on the Board of Hero MotoCorp Limited from October 2020.

Directorships in other Public Companies (excluding Foreign, Private and Section 8 Companies): Hero MotoCorp Limited

Listed entities from which he has resigned/exited in the past three years: Nil

Memberships/ Chairmanships of Committees of the Board: (i) Risk Management Committee (Member); (ii) Stakeholders Relationship Committee (Member)

Memberships/ Chairmanships of Committees of Boards of other Public companies (includes only Audit Committee and Stakeholders Relationship Committee):

- a) Audit Committee: Hero MotoCorp Limited (Member)

Number of shares held in the Company (equity shares of Rs. 10 each held as on March 31, 2022) including shareholding as a beneficial owner: Not applicable

Number of meetings of the Board attended during the year: Not applicable

Relationship with other Directors and Key Managerial Personnel of the Company: No

Remuneration drawn during FY 2021-22 (as sitting fees): Not applicable

Mr. Meleveetil Damodaran (DIN: 02106990), Non Executive Director

Age: 75 years

Date of first appointment in the current term on the Board: July 16, 2022

Qualification(s): Mr. M. Damodaran is a retired IAS officer who graduated with distinction in Economics and in Law from the Universities of Madras and Delhi, respectively.

Experience in specific functional area: Mr. Damodaran, IAS (Retd.), presently a Governance Consultant, Advisor, Mentor and Coach, has worked with the Union and the State Governments of India, regulatory bodies, investment institutions, banks, development financial institutions and with the private sector. He was Chairman of Securities and Exchange Board of India (SEBI) from February 2005 to February 2008. He has led the highly successful and transformational restructuring efforts in Unit Trust of India (UTI) and Industrial Development Bank of India (IDBI). During his tenure at SEBI, he was elected Chairman of the Emerging Markets Committee (EMC) of the International Organisation of Securities Commission (IOSCO). He has chaired high powered committees of the Government of India, Reserve Bank of India (RBI) and some Chambers of Commerce. He has won several awards for governance, leadership and transformation. He presently sits on the Boards of some of India's biggest companies and on the Advisory Boards of some foreign entities. He was the Founder Chairman of Indian Institute of Management (IIM), Tiruchirappalli. He is widely acknowledged as one of India's foremost champions of Corporate Governance and is passionate about improving Board performance. He was an Independent Director and Chairman of the Company from January 24, 2019 to May 3, 2022.

Directorships in other Public Companies (excluding Foreign, Private and Section 8 Companies): (i) Biocon Limited; (ii) Larsen and Toubro Limited; (iii) Bajaj Allianz General Insurance Company Limited; (iv) Bajaj Allianz Life Insurance Company Limited

Listed entities from which he has resigned/exited in the past three years: (i) Hero MotoCorp Limited (end of term); (ii) Tech Mahindra Limited (end of term); (iii) CRISIL Limited (resigned); (iv) InterGlobe Aviation Limited (stepped down as Independent Director after attaining the age of 75 years)

Memberships/ Chairmanships of Committees of the Board: Nil

Memberships/ Chairmanships of Committees of Boards of other Public companies (includes only Audit Committee and Stakeholders Relationship Committee)

a) Audit Committee: (i) Biocon Limited (Member); (ii) Larsen and Toubro Limited (Member)

Number of shares held in the Company (equity shares of Rs. 10 each held as on March 31, 2022) including shareholding as a beneficial owner: Nil

Number of meetings of the Board attended during the year: He attended all 13 meetings of the Board held during the financial year 2021-22

Relationship with other Directors and Key Managerial Personnel of the Company: Nil

Remuneration drawn during FY 2021-22 (as sitting fees): Rs. 42 Lakhs