

**InterGlobe Aviation Limited**

**Quarterly Compliance Report on Corporate Governance**

(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Listed Entity **InterGlobe Aviation Limited**

Quarter ended **March 31, 2017**

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>&amp;</sup>	Date of Appointment in the current term / Cessation (DD/MM/YYYY)	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Devadas Mallya Mangalore	01804955	Chairperson - Non-Executive - Independent	27/03/2017	5 Years	6	6	2
Dr.	Anupam Khanna	03421015	Non-Executive - Independent	27/03/2017	5 Years	1	1	-
Mr.	Aditya Ghosh	01243445	Executive	01/04/2014	-	1	2	-
Mr.	Rahul Bhatia	00090860	Non-Executive	13/01/2004	-	1	-	-
Mr.	Rakesh Gangwal	03426679	Non-Executive	25/06/2015	-	1	-	-
Ms.	Rohini Bhatia	01583219	Non-Executive	27/03/2015	-	1	1	1

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup> Category of directors means Executive / Non-Executive / Independent / Nominee, if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

**II. Composition of Committees**

S. No.	Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>§</sup>
1	<b>Audit Committee</b>	Mr. Devadas Mallya Mangalore Dr. Anupam Khanna Mr. Aditya Ghosh	Chairperson - Non-Executive - Independent Non-Executive - Independent Executive
2	<b>Nomination and Remuneration Committee</b>	Dr. Anupam Khanna Mr. Devadas Mallya Mangalore Mrs. Rohini Bhatia	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive
3	<b>Stakeholders Relationship Committee</b>	Mrs. Rohini Bhatia Mr. Aditya Ghosh	Chairperson - Non-Executive Executive
4	<b>Risk Management Committee</b>	Mr. Aditya Ghosh Mr. Devadas Mallya Mangalore Mr. Rohit Philip	Chairperson - Executive Non-Executive - Independent Member- Chief Financial Officer

<sup>§</sup> Category of directors means Executive / Non-Executive / Independent / Nominee, if a director fits into more than one category write all categories separating them with hyphen.

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter (DD/MM/YYYY)	Date(s) of Meeting (if any) in the relevant quarter (DD/MM/YYYY)	Maximum gap between any two consecutive (in number of days)
08/11/2016		32
11/12/2016	31/01/2017	50
	03/03/2017	30

### IV. Meeting of Committees

#### Audit Committee

Date(s) of meeting of the committee in the relevant quarter (DD/MM/YYYY)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (DD/MM/YYYY)	Maximum gap between any two consecutive meetings in number of days*
31/01/2017	Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.	8/11/2016	32
-	Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.	11/12/2016	50

#### Nomination & Remuneration Committee

Date(s) of meeting of the committee in the relevant quarter (DD/MM/YYYY)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (DD/MM/YYYY)	Maximum gap between any two consecutive meetings in number of days*
03/03/2017	Yes, the requirement of quorum was met .	No meeting was held during the quarter	Not applicable

#### Stakeholders Relationship Committee

Date(s) of meeting of the committee in the relevant quarter (DD/MM/YYYY)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (DD/MM/YYYY)	Maximum gap between any two consecutive meetings in number of days*
03/03/2017	Yes, the requirement of quorum was met .	11/12/2016	81

### V. Related Party Transactions

Subject	Compliance status (Yes / No / N.A.) <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit	N.A.

#### Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

## VI. Affirmations

- 1 The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
- 2 The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & Remuneration Committee - **Yes**
  - c. Stakeholders Relationship Committee - **Yes**
  - d. Risk Management Committee (applicable to the top 100 listed entities) - **Yes**
- 3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
- 4 The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
- 5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here. -**This Report will be placed before the Board of Directors at their forthcoming meeting. The Quartely Compliance Report on Corporate Governance for the quarter ended on December 31, 2016 was placed before the Board of Directors at their meeting held on January 31 2017.**

### For InterGlobe Aviation Limited

sd/-

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

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

## InterGlobe Aviation Limited

### Annual Compliance Report on Corporate Governance

(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Listed Entity : **InterGlobe Aviation Limited**

Year ended : **March 31, 2017**

#### I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes / No / N.A.) <small>refer note below</small>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	No, A Subsidiary of the Company is incorporated during the reporting quarter and the Company is in process of finalising the 'InterGlobe Aviation Limited - Material Subsidiary Policy' at the forthcoming board meeting
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.

#### II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	N.A.
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **A Subsidiary of the Company is incorporated during the reporting quarter and the Company is in process of finalising the 'InterGlobe Aviation Limited - Material Subsidiary Policy' at the forthcoming board meeting.**

**For InterGlobe Aviation Limited**

sd/-

**Sanjay Gupta**

**Company Secretary & Chief Compliance Officer**