

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 **December 31, 2018**

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) [§]	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 to 25/11/2018**	20 months	-	-	-
Dr.	Anupam Khanna	03421015	Non-Executive - Independent	27/03/2017	60 months	1	2	-
Mr.	Rahul Bhatia	00090860	Non-Executive	13/01/2004	-	1	-	-
Mr.	Rakesh Gangwal	03426679	Non-Executive	25/06/2015	-	1	-	-
Mrs.	Rohini Bhatia	01583219	Non-Executive	27/03/2015	-	1	1	1
Mr.	Anil Parashar	00055377	Non-Executive	16/10/2018	-	1	2	-

[§] PAN number of any director would not be displayed on the website of Stock Exchange

[§] 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) [§]
1	Audit Committee	Mr. Devadas Mallya Mangalore** Dr. Anupam Khanna Mr. Rahul Bhatia # Mr. Anil Parashar##	Chairperson - Non-Executive - Independent Non-Executive - Independent Non- Executive Non- Executive
2	Nomination and Remuneration Committee	Dr. Anupam Khanna Mr. Devadas Mallya Mangalore** Mrs. Rohini Bhatia® Mr. Rahul Bhatia # Mr. Anil Parashar##	Chairperson - Non-Executive - Independent Non-Executive - Independent Non- Executive Non- Executive Non-Executive
3	Stakeholders Relationship Committee	Mrs. Rohini Bhatia Dr. Anupam Khanna Mr. Anil Parashar##	Chairperson - Non-Executive Non-Executive - Independent Non-Executive
4	Risk Management Committee	Dr. Anupam Khanna Mr. Anil Parashar## Mr. Devadas Mallya Mangalore** Mr. Rohit Philip	Chairperson- Non-Executive - Independent Non-Executive Non-Executive - Independent Member- Chief Financial Officer

[§] 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.

** Due to sad and sudden demise of Mr. Devadas Mallya Mangalore on November 25, 2018 the Audit Committee has no regular Chairman. Consequently, he also ceased to be a member of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee w.e.f November 25, 2018.

Mr. Rahul Bhatia was inducted as a member of the Nomination and Remuneration Committee w.e.f October 24, 2018 and ceased to be the member of the Audit Committee w.e.f October 24, 2018 and member of the Nomination and Remuneration Committee w.e.f November 06, 2018

®Mrs. Rohini Bhatia ceased to be the member of the Nomination and Remuneration Committee w.e.f October 24, 2018.

##Mr. Anil Parashar was inducted as a member of Audit Committee, Stakeholder and Relationship Committee and Risk Management Committee w.e.f October 24, 2018 and as a member of Nomination and Remuneration Committee w.e.f November 06, 2018.

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)
05/07/2018		
30/07/2018		24
	24/10/2018	85
	25/10/2018	

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*
	Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.	29/07/2018	
23/10/2018	Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.		85

* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional

Nomination and 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*
	Yes, the requirement of quorum was met .	03/07/2018	
25/10/2018	Yes, the requirement of quorum was met .		113

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*
	Yes, the requirement of quorum was met .	03/07/2018	
25/10/2018	Yes, the requirement of quorum was met .		113

Risk Management 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*
25/10/2018	Yes, the requirement of quorum was met .	-	-

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 RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A

Note:

- 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.
- 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. - **No**
- 2 The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee - **No**
 - b. Nomination & Remuneration Committee - **No**
 - 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. - **Yes**
- 6 Any comments/observations/advice of Board of Directors may be mentioned here. -

Please note that Mr. Devadas Mallya Mangalore, Chairman and Independent Director of the Company passed away on 25 November 2018. In terms of Regulation 25(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') the Company is required to appoint new Independent Director and Chairman to fill the vacancy caused by sudden demise of Mr. Devadas Mallya Mangalore by February 24, 2019, subject to requisite regulatory approvals. The new independent director appointed shall also be inducted on the Audit Committee and the Nomination and Remuneration Committee of the Company to comply with the composition requirements of the Listing Regulations.

This Corporate Governance Report for the quarter ended December 31, 2018 will be placed before the Board of Directors at their forthcoming meeting. The Quarterly and half yearly Compliance Report on Corporate Governance for the quarter and half year ended on September 30, 2018 was placed before the Board of Directors at their meeting held on October 24, 2018.

For InterGlobe Aviation Limited

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.