

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 **June 30, 2019**

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.	Meleveetil Damodaran	02106990	Chairperson - Non-Executive - Independent	23/01/2019	7 months	6	8	4
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	-	-
Mr.	Rohini Bhatia	01583219	Non-Executive	27/03/2015	-	1	1	1
Ms.	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. Meleveetil Damodaran Dr. Anupam Khanna Mr. Anil Parashar	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive
2	Nomination and Remuneration Committee	Dr. Anupam Khanna Mr. Meleveetil Damodaran Mr. Anil Parashar	Chairperson - Non-Executive - Independent Non-Executive - Independent 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. Ronjoy Dutta	Non-Executive - Independent Non-Executive Chief Executive 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.

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)
23/01/2019		
24/01/2019		0
04/03/2019		38
	27/05/2019	83
	28/05/2019	0
	05/06/2019*	7
	12/06/2019**	

*The meeting of Board of Directors was adjourned due to lack of quorum as per the Articles of Association of the Company and the adjourned meeting was held on Wednesday, June 12, 2019 at 9:30 a.m. (IST) at Corporate Office, Command Centre, 5th Floor, Tower - C, Global Business Park, M.G. Road, Gurgaon - 122002 India.

**The meeting of Board of Directors was the adjourned meeting of the original meeting held on June 5, 2019.

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*
	Due to sudden demise of Mr. M D Mallya, Independent Director, Chairman of the Audit Committee, the Committee was left with one Independent Director and the Committee was left with two members. The Company had appointed Mr. Meleveetil Damodaran, Independent Director at the Board meeting held on January 23, 2019 and subsequently the Committee was reconstituted by inducting him as Chairman w.e.f March 4, 2019.	23/01/2019	
11/04/2019	Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.		77
27/05/2019	Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.		44

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*
	Due to sudden demise of Mr. M. D. Mallya, member of the Nomination and Remuneration Committee (NRC), the Committee was left with two members. The Company had appointed Mr. Meleveetil Damodaran as Independent Director at the Board meeting held on January 23, 2019 and subsequently the NRC was reconstituted by inducting him as member w.e.f March 29, 2019	24/01/2019	
27/05/2019	Yes, the requirement of quorum was met .		122

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*
27/05/2019	Yes, the requirement of quorum was met .	24/01/2019	122

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*
28/05/2019	Yes, the requirement of quorum was met .	24/01/2019	123

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

* In respect of a few transactions which were of a continuing nature and were expiring, the Management had decided to continue with the transactions and Audit Committee approval was obtained subsequently. However, no agreements were executed and no payments were made to the concerned related parties until the approval from Audit Committee.

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. - **No***
- 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 Quarterly and Annual Compliance Report on Corporate Governance for the quarter and year ended on March 31, 2019 was placed before the Board of Directors at their meeting held on May 27, 2019.

* The composition of the Board is in terms of the SEBI (Listing obligations and disclosure requirements) Regulations, 201, except relating to appointment of independent woman director. Please note that pursuant to Article 17.1 of the Articles of Association of the Company (Articles), the maximum number of Directors of the Company is capped at 6 and the present strength of the Board is already at 6. Therefore, before appointment of an independent woman director, Article 17.1 of the Articles is required to be amended by the shareholders of the Company at a general meeting, which is proposed to be taken up at the forthcoming Annual General Meeting of the Company.

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.