

InterGlobe Aviation Limited

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
Quarter ended

InterGlobe Aviation Limited
September 30, 2019

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^a	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity [In reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [In reference to proviso to regulation 17A(1)]	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	27-08-2019		5 YEARS	04-05-1947	6	6	8	4
Dr.	Anupam Khanna	03421015	Non-Executive - Independent	27-03-2015	27-03-2017		5 YEARS	12-05-1953	1	1	2	-
Mrs.	Pallavi Shardul Shroff	00013580	Non-Executive - Independent	19-09-2019	-		2 YEARS	22-04-1956	4	4	3	-
Mr.	Rahul Bhatia	00090860	Non-Executive	13-01-2004	-			10-06-1960	1	-	-	-
Mr.	Rakesh Ganqual	03426679	Non-Executive	25-06-2015	-			25-07-1953	1	-	-	-
Mr.	Anil Parashar	00055377	Non-Executive	16-10-2018	27-08-2019			17-08-1953	1	-	2	-
Mrs.	Rohini Bhatia	01583219	Non-Executive	27-03-2015	-			06-10-1964	1	-	1	1

Whether Regular chairperson appointed : **YES**

Whether Chairperson is related to managing director or CEO: **NO**

\$PAN of any director would not be displayed on the website of Stock Exchange

^aCategory 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

	Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive / Independent / Nominee) §	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Mr. Meleveetil Damodaran	Chairperson - Non-Executive - Independent	04-03-2019	
			Dr. Anupam Khanna	Non-Executive - Independent	27-03-2015	
			Mr. Anil Parashar	Non-Executive	24-10-2018	
2	Nomination & Remuneration Committee	Yes	Dr. Anupam Khanna	Chairperson - Non-Executive - Independent	27-03-2015	
			Mr. Meleveetil Damodaran	Non-Executive - Independent	29-03-2019	
			Mr. Anil Parashar	Non-Executive	06-11-2018	
3	Risk Management Committee	Yes	Dr. Anupam Khanna	Chairperson - Non-Executive - Independent	27-04-2018	
			Mr. Anil Parashar	Non-Executive	24-10-2018	
			Mr. Ronjoy Dutta	Member	04-03-2019	
4	Stakeholders Relationship Committee	Yes	Mrs. Rohini Bhatia	Chairperson- Non-Executive	27-03-2015	
			Dr. Anupam Khanna	Non-Executive-Independent	27-04-2018	
			Mr. Anil Parashar	Non-Executive	24-10-2018	

§ 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	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
27-05-2019		Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.	6	2	
28-05-2019		Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.	6	2	0
05-06-2019 [#]		No, the requirement of quorum was not met.	3	2	7
12-06-2019 ^{##}	19-07-2019	Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.	6	2	36
	20-07-2019	Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.	6	2	0
	30-08-2019	Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.	6	2	40

*to be filled in only for the current quarter meetings

[#] The meeting of the Board of Directors was adjourned due to lack of quorum as per Articles of Association of the Company and the adjourned meeting was held on Wednesday, June 12, 2019 at 9:30 am (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	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	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.	3	2	11-04-2019	
	Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.	3	2	27-05-2019	44
19-07-2019	Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.	3	2		52
30/08/2019	Yes, the requirement of quorum was met. The meeting was attended by both the independent directors.	3	2		41

Nomination and Remuneration Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
	Yes, the requirement of quorum was met.	3	2	27-05-2019	
19-07-2019	Yes, the requirement of quorum was met.	3	2		52
30-08-2019	Yes, the requirement of quorum was met.	3	2		41

Risk Management Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
	Yes, the requirement of quorum was met	2	1	28-05-2019	
20-07-2019	Yes, the requirement of quorum was met	2	1		52

Stakeholder Relationship Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
	Yes, the requirement of quorum was met	3	1	27-05-2019	
19/07/2019	Yes, the requirement of quorum was met	3	1		52

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

**to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status
Whether prior approval of audit committee obtained	N.A*
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	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.

* The Company had not taken any related party transaction approval during the quarter.

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)
 - 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 Compliance Report on Corporate Governance for the quarter ended June 30, 2019 was placed before the Board of Directors at their meeting held on July 19, 2019.

For InterGlobe Aviation Limited

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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

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 to be submitted *half yearly*)

Affirmations

Broad heading	Regulation Number	Compliance status (Yes / No / NA) ^{refer note}	If status is "No" details of non-compliance
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	No	The Chairperson of the Nomination & Remuneration Committee authorised one of the members to attend the Annual General Meeting on his behalf.
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

For InterGlobe Aviation Limited

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Sanjay Gupta

Company Secretary & Chief Compliance Officer