

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, 2020**

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁵	Initial Date of Appointment (DD/MM/YYYY)	Date of Reappointment in the current term (DD/MM/YYYY)	Date of Cessation (DD/MM/YYYY)	Tenure*	Date of Birth (DD/MM/YYYY)	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	-	60 months	04-05-1947	6	6	8	4
Dr.	Anupam Khanna	03421015	Non-Executive - Independent	27/03/2015	27/03/2017	-	60 months	12-05-1953	1	1	2	-
Mrs.	Pallavi Shardul Shroff	00013580	Non-Executive - Independent	19/09/2019	-	-	24 months	22-04-1956	5	5	3	-
Mr.	Rahul Bhatia	00090860	Non-Executive	13/01/2004	-	-	-	10-06-1960	1	-	-	-
Mr.	Rakesh Gangwal	03426679	Non-Executive	25/06/2015	-	-	-	25-07-1953	1	-	-	-
Mrs.	Rohini Bhatia	01583219	Non-Executive	27/03/2015	-	-	-	06-10-1964	1	-	1	1
Mr.	Anil Parashar	00055377	Non-Executive	16/10/2018	27/08/2019	-	-	17-08-1958	1	-	2	-
Mr.	Ronojoy Dutta#	08676730	Executive	27/01/2020	-	-	60 months	11-08-1951	1	-	1	-

Whether Regular chairperson appointed

Yes

Whether Chairperson is related to managing director or CEO

No

⁵ PAN number of any director would not be displayed on the website of Stock Exchange.

⁶ 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.

Mr. Ronojoy Dutta who was CEO was appointed as Whole Time Director and redesignate as Whole Time Director and CEO of the Company w.e.f January 27, 2020.

II. Composition of Committees

S. No.	Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁵	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 and 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	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	
			Mr. Ronojoy Dutta ^{##}	Executive	27-01-2020	
4	Risk Management Committee	Yes	Mr. Ronojoy Dutta [#]	Chairperson - Executive	27-01-2020	
			Mr. Anil Parashar	Non-Executive	24-10-2018	
			Dr. Anupam Khanna	Non-Executive - Independent	27-01-2020	

⁵ 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.

Mr. Ronojoy Dutta who was inducted as member of the Risk Management Committee (RMC) w.e.f March 4, 2019, was redesignated as Chairman of the Committee w.e.f January 27, 2020 and Dr. Anupam Khanna, Chairman of the Committee, was designated as member of the RMC w.e.f January 27, 2020.

Mr. Ronojoy Dutta was inducted as member of the Stakeholders Relationship Committee w.e.f January 27, 2020.

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)	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent directors present*	Maximum gap between any two consecutive (In number of days)
24-10-2019		Yes	7	3	
25-10-2019		Yes	7	3	0
21-12-2019		Yes	7	3	56
	27-01-2020	Yes	7	2	36
	28-01-2020	Yes	7	2	0

* to be filled in only for the current quarter meetings

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)	Number of Directors present*	Number of Independent directors present*	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	3	2	24-10-2019	
	Yes	3	2	11-11-2019	17
27-01-2020	Yes	3	2		76

Nomination & Remuneration Committee

Date(s) of meeting of the committee in the relevant quarter (DD/MM/YYYY)	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 (DD/MM/YYYY)	Maximum gap between any two consecutive meetings in number of days*
	Yes	3	2	24-10-2019	
27-01-2020	Yes	3	2		94

Stakeholders Relationship Committee

Date(s) of meeting of the committee in the relevant quarter (DD/MM/YYYY)	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 (DD/MM/YYYY)	Maximum gap between any two consecutive meetings in number of days*
	Yes	3	2	24-10-2019	
27-01-2020	Yes	3	2		94

Risk Management Committee

Date(s) of meeting of the committee in the relevant quarter (DD/MM/YYYY)	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 (DD/MM/YYYY)	Maximum gap between any two consecutive meetings in number of days*
	Yes	3	1	25-10-2019	
27-01-2020	Yes	3	1		93

* 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 (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:

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 Compliance Report on Corporate Governance for the quarter ended December 31, 2019 was placed before the Board of Directors at their meeting held on January 27, 2020.

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

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, 2020**

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes / No / N.A.) <small>refer note below</small>	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODA:		
a) Details of business	Yes	www.goindigo.in
b) Terms and conditions of appointment of independent directors	Yes	www.goindigo.in
c) Composition of various committees of board of directors	Yes	www.goindigo.in
d) Code of conduct of board of directors and senior management personnel	Yes	www.goindigo.in
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.goindigo.in
f) Criteria of making payments to non-executive directors	Yes	www.goindigo.in
g) Policy on dealing with related party transactions	Yes	www.goindigo.in
h) Policy for determining 'material' subsidiaries	Yes	www.goindigo.in
i) Details of familiarisation programmes imparted to independent directors	Yes	www.goindigo.in
j) Email address for grievance redressal and other relevant details	Yes	www.goindigo.in
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.goindigo.in
l) Financial results	Yes	www.goindigo.in
m) Shareholding Pattern	Yes	www.goindigo.in
n) Details of agreements entered into with the media companies and/or their associates	N.A.	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.goindigo.in
p) New name and the old name of the listed entity	N.A.	
q) Advertisements as per regulation 47 (1)	Yes	www.goindigo.in
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.goindigo.in
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.goindigo.in
As per other regulations of the LODA:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.goindigo.in
b) Materiality Policy as per Regulation 30	Yes	www.goindigo.in
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.goindigo.in

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
1 Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
2 Board composition	17(1), 17(1A) & 17(1B)	Yes
3 Meeting of board of directors	17(2)	Yes
4 Quorum of board meeting	17(2A)	Yes
5 Review of Compliance Reports	17(3)	Yes
6 Plans for orderly succession for appointments	17(4)	Yes
7 Code of Conduct	17(5)	Yes
8 Fees/compensation	17(6)	Yes
9 Minimum Information	17(7)	Yes
10 Compliance Certificate	17(8)	Yes
11 Risk Assessment & Management	17(9)	Yes
12 Performance Evaluation of Independent Directors	17(10)	Yes
13 Recommendation of board	17(11)	Yes
14 Maximum number of directorship	17A	Yes
15 Composition of Audit Committee	18(1)	Yes
16 Meeting of Audit Committee	18(2)	Yes
17 Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
18 Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19 Meeting of Nomination & Remuneration Committee	19(3A)	Yes
20 Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
21 Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
22 Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
23 Meeting of Risk Management Committee	21(3A)	Yes
24 Vigil Mechanism	22	Yes
25 Policy for related party Transaction	23(1),(1A),(5),(6),(7)& (8)	Yes
26 Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	N.A.
27 Approval for material related party transactions	23(4)	N.A.
28 Disclosure of related party transactions on consolidated basis	23(9)	N.A.
29 Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.

30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(6)	Yes
32	Alternate Director to Independent Director	25(1)	N.A.
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	Directors and Officers insurance	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non Executive Directors	26(4)	Yes
41	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
- 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.-
The Company has duly complied with all Corporate Governance requirements with respect to its subsidiary.

For InterGlobe Aviation Limited

sd/-

Sania Gupta
Company Secretary and Chief Compliance Officer