

**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, 2022**

**I. Composition of Board of Directors**

Title (Mr./Dr./Mrs.)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>a</sup>	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity (In reference to Regulation 17 A (1))	No. of Independent Directorship in listed entities including this listed entity [In reference to proviso to regulation 17A(1)]	No. 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	-	38	04-05-1947	5	5	7	3
Mrs.	Pallavi Shardul Shroff	00013580	Non-Executive - Independent	19-09-2019	04-09-2020	-	30	22-04-1956	5	5	6	1
Dr.	Venkataramani Sumantran	02153989	Non-Executive - Independent	28-05-2020	04-09-2020	-	22	27-09-1958	3	3	5	1
Mr.	Rahul Bhatia #	00090860	Executive	13-01-2004	-	-	1	10-06-1960	1	0	0	0
Mrs.	Rohini Bhatia	01583219	Non-Executive	27-03-2015	-	-	-	06-10-1964	1	0	1	1
Mr.	Anil Parashar	00055377	Non-Executive	16-10-2018	-	-	-	17-08-1958	1	0	1	0
Mr.	Gregg Albert Saretzky	08787780	Non-Executive	01-10-2020	-	-	-	14-12-1959	1	0	0	0
Mr.	Ronojoy Dutta	08676730	Executive	27-01-2020	-	-	26	11-08-1951	1	0	1	0
Dr.	Anupam Khanna ##	03421015	Non-Executive - Independent	27-03-2015	27-03-2017	26-03-2022	84	12-05-1953	-	-	-	-
Mr.	Rakesh Gangwal	03426679	Non-Executive	25-06-2015	-	18-02-2022	-	25-07-1953	-	-	-	-

Whether Regular chairperson appointed:

**Yes**

Whether Chairperson is related to managing director or CEO:

**No**

<sup>a</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 and Whole Time Director. In case of Independent Director, tenure would mean total period from which he/she is serving on Board of directors of the listed entity in continuity without any cooling off period.

**Notes:**

# Mr. Rahul Bhatia who was initially appointed as a Non Executive Director, was appointed as the Managing Director of the Company with effect from February 4, 2022 for a period of 5 years.

## Dr. Anupam Khanna has completed his term as a Non Executive Independent Director of the Company on March 26, 2022 and consequently ceased to be a Director of the Company from the aforesaid date.

## II. Composition of Committees

S. No.	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. Venkataramani Sumantran	Non-Executive - Independent	09-06-2020	
			Mrs. Pallavi Shardul Shroff	Non-Executive - Independent	08-02-2022	
			Mr. Anil Parashar	Non-Executive	24-10-2018	
2	Nomination and Remuneration Committee	Yes	Dr. Anupam Khanna*	Chairperson -Non-Executive -Independent	27-03-2015	26-03-2022
			Mrs. Pallavi Shardul Shroff**	Chairperson -Non-Executive -Independent	09-06-2020	
			Mr. Meleveetil Damodaran	Non-Executive - Independent	29-03-2019	
			Dr. Venkataramani Sumantran	Non-Executive - Independent	08-02-2022	
			Mr. Anil Parashar	Non-Executive	06-11-2018	
3	Stakeholders Relationship Committee	Yes	Mrs. Rohini Bhatia	Chairperson - Non-Executive	27-03-2015	
			Mrs. Pallavi Shardul Shroff	Non-Executive - Independent	09-06-2020	
			Mr. Ronojay Dutta	Executive	27-01-2020	
4	Risk Management Committee	Yes	Dr. Venkataramani Sumantran	Chairperson -Non-Executive -Independent	09-06-2020	
			Dr. Anupam Khanna	Non-Executive - Independent	27-04-2018	26-03-2022
			Mr. Meleveetil Damodaran	Non-Executive - Independent	29-10-2020	
			Mr. Anil Parashar	Non-Executive	24-10-2018	
			Mr. Gregg Albert Saretsky	Non-Executive	20-11-2020	
			Mr. Ronojay Dutta	Executive	04-03-2019	

\$ 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.

\* Dr. Anupam Khanna ceased to be the Chairperson of the Nomination and Remuneration Committee due to completion of his term as a Non-Executive Independent Director on March 26, 2022.

\*\* Ms. Pallavi Shardul Shroff member of the Nomination & Remuneration Committee was redesignated as the Chairperson of the Committee with effect from March 29, 2022.

### 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)
28-10-2021		Yes	10	4	
29-10-2021		Yes	10	4	0
18-11-2021		Yes	9	3	19
	04-02-2022	Yes	9	3	77
	05-02-2022	Yes	9	3	0
	29-03-2022	Yes	8	3	51
	31-03-2022	Yes	8	3	1

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

### IV. Meeting of Committees

#### Audit Committee

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*	Date(s) of meeting of the committee in the previous quarter (DD/MM/YYYY)	Maximum gap between any two consecutive In number of days*
	Yes	3	2	28-10-2021	
	Yes	3	2	09-12-2021	41
04-02-2022	Yes	3	2		56
07-02-2022	Yes	3	2		2
29-03-2022	Yes	4	3		49

#### Nomination & Remuneration Committee

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*	Date(s) of meeting of the committee in the previous quarter (DD/MM/YYYY)	Maximum gap between any two consecutive In number of days*
	Yes	4	3	08-10-2021	
	Yes	4	3	28-10-2021**	19
	Yes	4	3	29-10-2021**	0
04-02-2022	Yes	4	3		97
29-03-2022	Yes	4	3		52
31-03-2022	Yes	4	3		1

\*\* The meeting of the Nomination & Remuneration Committee held on October 28, 2021 was adjourned and the adjourned meeting was concluded on October 29, 2021

#### Stakeholders Relationship Committee

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*	Date(s) of meeting of the committee in the previous quarter (DD/MM/YYYY)	Maximum gap between any two consecutive In number of days*
	Yes	3	1	28-10-2021	
05-02-2022	Yes	3	1		99

#### Risk Management Committee

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*	Date(s) of meeting of the committee in the previous quarter (DD/MM/YYYY)	Maximum gap between any two consecutive In number of days*
	Yes	6	3	29-10-2021	
	Yes	5	3	09-12-2021	40
05-02-2022	Yes	6	3		57

\* This information has to be mandatorily 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**

<b>Subject</b>	<b>Compliance status (Yes / No / N.A.)</b> <small>refer note below</small>
Whether prior approval of audit committee obtained	<b>Yes</b>
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 (as applicable ) - **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, 2021 was placed before the Board of Directors at their meeting held on February 4, 2022.**

**For InterGlobe Aviation Limited**

**sd/-**

**Sanjay Gupta**

**Company Secretary and 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, 2022**

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

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

**II Annual Affirmations**

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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) & 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)	Yes
27	Approval for material related party transactions	23(4)	N.A.
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
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(A)	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 requirements of Listing

### 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/-

Sanjay Gupta

Company Secretary and Chief Compliance Officer

**Additional Half Yearly Disclosure**

**Half year ending - March 31, 2022**

<b>I. Disclosure of Loans / guarantees / comfort letters / securities etc.</b> <small>refer note below</small> <b>Not Applicable</b>			
The Company has not provided any loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) directly or indirectly to the Promoter(s), Promoter Group, Director(s) (including their relatives), Key Managerial Personnel (including their relatives) or any entity controlled by them during the half year ended March 31, 2022.			
<b>(A) Any loan or any other form of debt advanced by the Company directly or indirectly to:</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	Not Applicable	Not Applicable	
Promoter Group or any other entity controlled by them	Not Applicable	Not Applicable	
Directors (including relatives) or any other entity controlled by them	Not Applicable	Not Applicable	
HMPs or any other entity controlled by them	Not Applicable	Not Applicable	
<b>(B) Any guarantee/ comfort letter (by whatever name called) provided by the Company directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them		Not Applicable	Not Applicable
Promoter Group or any other entity controlled by them		Not Applicable	Not Applicable
Directors (including relatives) or any other entity controlled by them		Not Applicable	Not Applicable
HMPs or any other entity controlled by them		Not Applicable	Not Applicable
<b>(C) Any security provided by the Company directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them		Not Applicable	Not Applicable
Promoter Group or any other entity controlled by them		Not Applicable	Not Applicable
Directors (including relatives) or any other entity controlled by them		Not Applicable	Not Applicable
HMPs or any other entity controlled by them		Not Applicable	Not Applicable
<b>II. Affirmations:</b>			
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			

**For InterGlobe Aviation Limited**

sd/-  
**Gaurav Negi**  
**Chief Financial Officer**

<b>Note</b>
<p>1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;</p> <p>a) by a government company to/ for the Government or government company;</p> <p>b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity;</p> <p>c) by a banking company or an insurance company ; and</p> <p>d) by the listed entity to its employees or directors as a part of the service conditions.</p> <p>If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.</p>