



## INTERGLOBE AVIATION LIMITED

CIN: L62100DL2004PLC129768

Registered Office: Upper Ground Floor, Thapar House, Gate No. 2,  
Western Wing, 124, Janpath, New Delhi – 110 001, India  
Tel: +91 9650098905; Fax: +91 11 - 4351 3200  
Email Id: [investors@goindigo.in](mailto:investors@goindigo.in); Website: [www.goindigo.in](http://www.goindigo.in)

### Notice

Notice is hereby given that an Extraordinary General Meeting (“**EGM**”) of the Members of InterGlobe Aviation Limited (the “**Company**”), pursuant to the joint requisition dated November 25, 2021, made by the IGE Group comprising of InterGlobe Enterprises Private Limited and Mr. Rahul Bhatia and the RG Group comprising of Mr. Rakesh Gangwal, The Chinkerpoo Family Trust (Trustees: Mrs. Shobha Gangwal and J.P. Morgan Trust Company of Delaware) and Mrs. Shobha Gangwal (collectively the “**Requisitionists**”), collectively holding 74.44% of the paid-up equity share capital of the Company, will be held on **Thursday, December 30, 2021, at 11:00 a.m.** (IST) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), to consider the following business put forth by the Requisitionists:

#### Special Business

##### 1. Amendment to the Articles of Association of the Company

To consider and if thought fit, pass the following resolution as a “**Special Resolution**”:

**“RESOLVED THAT** pursuant to (a) the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof and the rules framed thereunder); (b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof); the approval of the Members be and is hereby accorded to amend the Articles of Association of the Company by deleting Articles 1.6 to 1.15 (*Transfer of Equity Shares*), 1.16 to 1.20 (*Acquisition of Shares*) and 2A (*Other provisions on Equity Shares*) from the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (“**Board**”) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient and to execute all such documents, instruments and writing as may be required to give effect to this resolution and the Board may, by a resolution, delegate the aforementioned powers to any Director(s) or any other officer(s) of the Company on

such conditions as the Board may deem fit.”

By order of the Board

For **InterGlobe Aviation Limited**

**Sanjay Gupta**

**Company Secretary and Chief Compliance Officer**

**Membership Number: F 7729**

Date: **December 6, 2021**

Place: **Gurugram**

#### Notes:

1. The Board of Directors of the Company on December 3, 2021, have approved convening of the EGM. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) and Secretarial Standard -2 issued by the Institute of Company Secretaries of India on General Meetings (“**SS-2**”), setting out the material facts and the reasons relating to the Special Business to be transacted at the EGM is annexed herewith.
2. In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) vide its General Circulars No.14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021, (collectively the “**MCA Circulars**”) has allowed conducting EGM through VC or OAVM and dispensed with the requirement of presence of the Members in person at the EGM. Hence, the Members can attend and participate in the EGM through VC/ OAVM only. The venue of the EGM shall be deemed to be the registered office of the Company. A detailed procedure for attending the EGM is annexed herewith (Refer to Note no. 21).
3. As the EGM is being conducted through VC/OAVM, where physical attendance of the Members is dispensed with, the facility of appointment of proxies by the Members will not be available. However, the Corporate Members intending to appoint authorised representatives, pursuant to Section 113 of the Act, are requested to

send a certified copy of the relevant Board Resolution together with the respective specimen signature(s) of those representative(s) authorised under the said resolution to attend and vote on their behalf at the EGM.

4. Due to conduct of the EGM through VC/OAVM, the participation of the Members will be restricted up to 1,000 and will be allowed on first come first serve basis. However, the participation of the Members holding 2% or more shareholding is not restricted on first come first serve basis. This restriction will also be not applicable to Institutional Investors, Promoters, Directors, including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Key Managerial Personnel and Statutory Auditors of the Company, and the Scrutinizer for the EGM appointed by the Board. The Members are requested to login and join the EGM at around 10:45 a.m. (IST), i.e., 15 minutes prior to the scheduled time of the EGM. The window for joining the EGM will be closed at 11:15 a.m. (IST), i.e., on expiry of 15 minutes from the scheduled time of the EGM.
5. The Members joining through VC/ OAVM shall be reckoned for the purpose of the quorum under Section 103 of the Act.
6. The Members who need assistance before or during the EGM, can contact Kfin Technologies Private Limited ("Kfintech") on [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or call on toll free number 1800-309-4001.
7. The Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID number in all correspondence with the Company or its Registrar and Share Transfer Agent ("RTA").
8. The Members holding shares in demat form are advised to send the request for change of address, bank particulars, bank mandate, residential status, or requests for transmission of shares etc. to their DP immediately.
9. In view of the COVID-19 pandemic, the MCA and SEBI have allowed companies to send Notice of EGM through electronic mode only. Hence, the Notice of EGM ("**Notice**") is being sent in electronic mode to the Members whose email addresses are registered with the Company, the RTA or the Depositories/ DPs within three days of receipt of requisition i.e., as on November 26, 2021, pursuant to Rule 17(6) of the Companies (Management and Administration) Rules, 2014.
10. In accordance with the MCA Circulars, the Notice has been uploaded on the website of the Company at [www.goindigo.in](http://www.goindigo.in), websites of the Stock Exchanges i.e. BSE Limited ("**BSE**") at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ("**NSE**") at [www.nseindia.com](http://www.nseindia.com) and on the website of Kfintech at <https://evoting.kfintech.com>.

The login credentials for casting vote(s) through remote e-voting are being sent to the Members, whose e-mail addresses are registered with the Company/ Kfintech/ Depositories, on their registered e-mail addresses. The

same login credentials may also be used for attending the EGM through VC/ OAVM or voting during the EGM.

**Manner of registering/ updating e-mail address:** The Members whose e-mail addresses are not registered with the Company/ Depositories, are requested to get the same registered/ updated through the following procedure:

- a. The Members holding shares in demat form can get their e-mail addresses registered by contacting their respective DPs.
- b. The Members holding shares in physical form may register their e-mail addresses and mobile number with Kfintech by sending an e-mail request at the email address [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of PAN Card and a copy of the share certificate for registering their email addresses for receiving the Notice along with the e-voting instructions in electronic mode.

The Company has also provided the facility to the Members for temporary registration of their e-mail addresses for receiving Notice in electronic mode by clicking the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for registration.

#### 11. Procedure for inspection of documents:

All the documents referred to in the accompanying Notice and explanatory statement, will be available for inspection through electronic mode, basis the request being sent at [investors@goindigo.in](mailto:investors@goindigo.in).

12. In terms of Section 72 of the Act and related rules issued thereunder, a Member of the Company may nominate a person on whom the shares held by him / her shall vest in the event of his / her death. The Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company or Kfintech in case shares are held in physical form, and to their respective DPs, if held in demat form.
13. The Members who are holding shares in physical form in identical names in more than one folio are requested to write to Kfintech enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
14. Pursuant to Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to its Members to exercise their right to vote(s) on the resolution proposed to be passed at the EGM by electronic means. The Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, December 24, 2021 (the "**Cut-off Date**"), are entitled to vote on the resolution set forth in the Notice. The Members may cast their vote(s) on electronic voting system from any place (remote e-voting). A person who

is not a Member of the Company as on the Cut-off Date should treat this Notice for information purpose only. The remote e-voting period will commence at 09:00 a.m. (IST) on Monday, December 27, 2021, and will end at 05:00 p.m. (IST) on Wednesday, December 29, 2021, and at the end of remote e-voting period, the facility shall forthwith be blocked.

15. Contact details of the official responsible to address the grievances connected with the remote e-voting are set out below:

Ms. Sheetal Doba, Manager-Corporate Registry  
Kfin Technologies Private Limited  
(formerly known as Karvy Fintech Private Limited)  
Corporate Registry  
Selenium Building, Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India  
Tel. No.: +91 40 6716 1509  
Toll Free No: 1800-309-4001  
E-mail: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com)

16. In case of joint holders, only such joint holder who is higher in the order of names, will be entitled to vote through remote e-voting.

17. The Members who have not cast their vote(s) through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM (Insta Poll). Vote button will be activated once Insta Poll is announced at the EGM. The Members who have cast their vote(s) by remote e-voting prior to the EGM may

also attend the EGM but shall not be entitled to cast their vote(s) again.

18. The Board has appointed Ms. Amrita Nautiyal, Practicing Company Secretary, Proprietor, M/s. Amrita Nautiyal & Associates, Company Secretaries, failing her, Ms. Jyoti Arora, Practicing Company Secretary, M/s. Jyoti Arora and Associates, to act as Scrutinizer, to ensure that the remote e-voting process and e-voting at the EGM is conducted in a fair and transparent manner.

19. The Members desiring to cast their vote(s) through remote e-voting are requested to refer to the detailed procedure given hereinafter.

I. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Entities", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs.

II. In order to access the single login e-voting facility, the Members are advised to update their mobile number and e-mail ID with their DPs.

III. The remote e-voting facility will be available from 09:00 a.m. (IST) on Monday, December 27, 2021 till 05:00 p.m. (IST) on Wednesday, December 29, 2021.

IV. Procedure for remote e-voting:

**i. Voting through Depositories e-Voting system for Individual Members holding shares in demat mode**

Type of Members	Steps to Login
Individual Members holding securities in demat mode with NSDL	<p><b>i. User already registered for IDeAS facility</b></p> <p>a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>b) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>c) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting".</p> <p>d) Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</p> <p><b>ii. User not registered for IDeAS e-Services</b></p> <p>a) To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>b) Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>c) Proceed with completing the required fields.</p> <p>d) Follow steps given in point i above.</p> <p><b>iii. Alternatively, by directly accessing the e-Voting website of NSDL</b></p> <p>a) Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>b) Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>c) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen.</p> <p>iv. Post successful authentication, you will be requested to select the name of the Company and the e-voting Service Provider name, i.e. Kfintech.</p> <p>v. On successful selection, you will be redirected to Kfintech e-voting page for casting your vote during the remote e-voting period.</p>

Type of Members	Steps to Login
Individual Members holding shares in demat mode with CDSL	<p><b>i. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi.</li> <li>Login with your registered user id and password.</li> <li>The user will see the e-Voting Menu. The Menu will have links of ESP, i.e. Kfintech e-Voting portal.</li> <li>Click on e-voting service provider name to cast your vote.</li> </ol> <p><b>ii. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Proceed with completing the required fields.</li> <li>Follow the steps given in point i.</li> </ol> <p><b>iii. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide your demat account number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat account.</li> </ol> <p>iv. After successful authentication, user will be provided links for the respective ESP, i.e. Kfintech where the e- Voting is in progress.</p>
Individual Members login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>The Members can also login using the login credentials of demat account through your DP registered with NSDL /CDSL for e-voting facility.</li> <li>Once logged-in, the Members will be able to see e-voting option. Post clicking on e-voting option, the Members will be redirected to NSDL / CDSL Depository site after successful authentication, wherein the Members can see e-Voting feature.</li> <li>Click on options available against Company name or e-voting service provider - Kfintech and the Member will be redirected to e-Voting website of Kfintech for casting vote during the remote e-voting period without any further authentication.</li> </ol>

*Note: The Members who are unable to retrieve User ID / Password are advised to use forgot user ID and forgot password option available at respective websites.*

Helpdesk for Individual Members holding shares in demat mode for any technical issues related to login through Depository, i.e. NSDL and CDSL.

Login type	Helpdesk details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**ii. Voting for the Members other than Individual's Members holding shares in demat mode and the Members holding shares in physical mode.**

The Members other than Individual Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech with details of E-Voting Event Number (EVEN), USER ID and password. The Members are requested to follow the following process for casting their votes:

a) Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>

b) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxx, followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.

c) After entering the above details click on "LOGIN".

d) You will be directed to the password change menu wherein you will be required to mandatorily change

your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt to change password and update the contact details like mobile number, email ID etc. on first login. The Members may use secret question option to retrieve the password in future. Please do not share your password with anyone.

- e) Please login again with the new credentials.
  - f) On successful login, the system will prompt you to select the "EVEN" and click on "Submit".
  - g) On the voting page, please enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST". Please note that the total number voted in "FOR/ AGAINST" taken together shall not exceed your total shareholding as on the Cut-off Date. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as Abstained.
  - h) The Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - i) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as Abstained.
  - j) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, the Members can login any number of times till they have voted on the resolution.
  - l) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative(s) to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [scrutinizerindigo@gmail.com](mailto:scrutinizerindigo@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- V. The voting rights shall be as per the number of equity shares held by the Member(s) as on the Cut-off Date. The Members are eligible to cast vote(s) electronically only if they are holding shares as on the Cut-off Date.
- VI. The Scrutinizer will submit her report to the Chairman of the EGM after the completion of scrutiny and the results

will be announced by the Chairman or any Director or the Company Secretary and will be displayed at the website of the Company and shall also be immediately forwarded to the BSE and NSE.

In case you have become a Member of the Company after dispatch of Notice but on or before the Cut-off Date for remote e-voting or you have not registered your e-mail address (including Members holding shares in physical form), you may follow the steps for registration of e-mail address and obtaining User ID and Password for remote e-voting as mentioned in Note no. 10 and you may obtain the User ID and Password in the manner as mentioned below:

- i. If mobile number of the Member is registered against Folio No. / DP ID, Client ID, the Member may send SMS: MYEPWD e-voting EVENT Number + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL:

MYEPWD IN12345612345678

Example for CDSL:

MYEPWD 1402345612345678

Example for Physical:

MYEPWD XXXX1234567890

- ii. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID to generate a password.
  - iii. Please follow all steps from Note no. 19 (I) as mentioned above, to cast your vote.
  - iv. The Members who may require any technical assistance or support before or during the EGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write at [evoting@kfintech.com](mailto:evoting@kfintech.com).
20. The Members may utilise the facility extended by Kfintech for redressal of queries. The Members may visit <https://ris.kfintech.com/> and click on Investors/ shareholders option for query registration through free identity registration process.
21. Process and manner for participating in EGM through VC/ OAVM:
- (i) The Members will be provided with a facility to attend the EGM through VC/OAVM platform provided by Kfintech. The Members will be able to attend the EGM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials. The Members are requested to follow the procedure given below:
    - a) Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>.
    - b) Enter the login credentials (i.e., User ID and

password for e-voting).

- c) After logging in, click on "Video Conference" option.
  - d) Click on camera icon appearing against EGM event of InterGlobe Aviation Limited, to attend the EGM.
- (ii) Please note that the Members who do not have the User ID and password for remote e-voting or have forgotten the User ID and password may retrieve the same by following the remote e-voting instructions mentioned in the Notes to Notice.
- (iii) For better experience and connectivity, the Members are encouraged to join the EGM through Laptops from Google Chrome browser. The Members will be required to allow camera access on their device and use stable wi-fi or LAN connection to avoid any disturbance during the EGM.
- (iv) The Members are requested to login and join 15 minutes prior to the scheduled time of the EGM.
- (v) The Members who would like to express their views or ask questions during the EGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from 09:00 a.m. (IST) on Monday, December 27, 2021 to 05:00 p.m. (IST) on Tuesday, December 28, 2021. Only those Members who are registered will be allowed to express their views or ask questions. The

Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EGM.

- (vi) The Members may login to <https://emeetings.kfintech.com> and post their queries prior to the EGM or send their queries via email at [investors@goindigo.in](mailto:investors@goindigo.in). The Members may also raise their queries during the EGM in the window provided below the video streaming box by mentioning the name, demat account number/ folio number, email id, mobile number, but will not be able to speak at the EGM. Further, any query raised at the EGM but not replied to, will be responded subsequent to the EGM by an email.

22. As the EGM is being held through VC/OAVM, the route map is not annexed to this Notice.

By order of the Board  
For **InterGlobe Aviation Limited**

**Sanjay Gupta**  
**Company Secretary and Chief Compliance Officer**  
**Membership Number: F 7729**

Date: **December 6, 2021**  
Place: **Gurugram**

## INTERGLOBE AVIATION LIMITED

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### Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

InterGlobe Aviation Limited (the "**Company**") has received a joint requisition dated November 25, 2021 ("**Requisition**") from InterGlobe Enterprises Private Limited and Mr. Rahul Bhatia (collectively, "**IGE Group**") and Mr. Rakesh Gangwal, The Chinkerpoo Family Trust (Trustees: Mrs. Shobha Gangwal and J.P. Morgan Trust Company of Delaware) and Mrs. Shobha Gangwal (collectively, "**RG Group**"), (IGE Group and RG Group collectively, the "**Requisitionists**"), who collectively hold 74.44% of the paid-up equity share capital of the Company, to convene an Extraordinary General Meeting of the Members of the Company for removing the Transfer Restriction Articles from the Articles of Association of the Company ("**Articles of Association**"). "Transfer Restrictions Articles" mean Articles 1.6 to 1.15 (Transfer of Equity Shares), 1.16 to 1.20 (Acquisition of Shares) and 2A (Other provisions on Equity Shares) of the Articles of Association as set out in Annexure.

The Requisition received from the IGE Group and the RG Group and the Articles of Association of the Company with the proposed amendments, will be available for inspection by the Members in the manner as prescribed under Note no. 11 of the Notes annexed to the Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the resolution set out in the Notice except Mr. Rakesh Gangwal, Mr. Rahul Bhatia, Mrs. Rohini Bhatia and their relatives, to the extent of their shareholding in the Company.

The Board recommends this resolution for approval by the Members of the Company as a Special Resolution.

By order of the Board  
For **InterGlobe Aviation Limited**

**Sanjay Gupta**  
Company Secretary and Chief Compliance Officer  
Membership Number: F 7729

Date: **December 6, 2021**  
Place: **Gurugram**

## INTERGLOBE AVIATION LIMITED

CIN: L62100DL2004PLC129768

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Western Wing, 124, Janpath, New Delhi – 110 001, India

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### Annexure to the Explanatory Statement

*Articles 1.6 to 1.15 (Transfer of Equity Shares), 1.16 to 1.20 (Acquisition of Shares) and 2A (Other Provisions on Equity Shares) from the Articles of Association*

#### Transfer of Equity Shares

1.6 If any member of RG Group or IGE Group proposes to Transfer ("**Transferring Shareholder**") any of its Equity Shares ("**Transfer Shares**") to a third party ("**Third Party Purchaser**"), the other group i.e. the IGE Group and the RG Group, respectively ("**Non-Transferring Shareholders**") shall have the right at its sole discretion to:

- (a) purchase the Transfer Shares to the extent and in the manner described below in Article 1.7 or Article 1.9, as the case maybe ("**Right of First Refusal**"); or
- (b) the right to tag along to the extent and in the manner described below in Article 1.7 or Article 1.9, as the case maybe ("**Tag Along Right**").

1.7 If a Transferring Shareholder proposes to Transfer the Transfer Shares otherwise than on a Stock Exchange:

- (a) the Transferring Shareholder shall first notify the Non-Transferring Shareholder in writing, by fax or by email of (i) the number of Transfer Shares, (ii) the proposed Transfer price in cash ("**Transfer Price**"), (iii) the identity of the Third Party Purchaser, (iv) the proposed closing date for such Transfer which shall not be less than 45 (forty-five) Business Days of the date of the notice; and (v) any other material terms of the agreement between the Transferring Shareholder and the Third Party Purchaser ("**Off Market Transfer Notice**").
- (b) Upon receipt of the Off Market Transfer Notice, the Non-Transferring Shareholder will be entitled at its option to exercise, by written notice given within 3 (three) Business Days of the receipt of the Off Market Transfer Notice to the Transferring Shareholder:
  - (i) the Right of First Refusal to purchase, on or before the proposed transfer date, at the Transfer Price and such number of the Transfer Shares as are stated in Article 1.7(c) below; or
  - (ii) to require that the Transferring Shareholder causes the Third Party Purchaser to purchase at least half in number of the

Transfer Shares from the Non-Transferring Shareholder at the Transfer Price.

- (c) The Non-Transferring Shareholders shall be entitled to purchase all but not less than all of the Transfer Shares, provided however that in the event the purchase of such number of the Transfer Shares would require the Non-Transferring Shareholders to make an "open offer" under the Takeover Regulations, they shall be obligated only to purchase a minimum of such number of Transfer Shares as would not require them to make such open offer.
- (d) If the Non-Transferring Shareholders exercise the Right of First Refusal or the Tag Along Right, as the case maybe, then the Transferring Shareholders and the Non-Transferring Shareholders shall take steps to consummate the sale and purchase of the Transfer Shares identified in the Off Market Transfer Notice not later than the proposed closing date for such Transfer as stated in the Off Market Transfer Notice.

1.8 If mutually acceptable to both the Transferring Shareholders and the Non-Transferring Shareholders and if permissible under applicable law, the Transferring Shareholders and the Non-Transferring Shareholders may agree to effect the Transfer of the Transfer Shares on a Stock Exchange.

1.9 If a Transferring Shareholder proposes to Transfer any of the Transfer Shares by way of a pre-negotiated sale on the Stock Exchange, it shall first notify the Non-Transferring Shareholders by way of an Off-Market Transfer Notice. Upon receipt of the Off-Market Transfer Notice, the Non-Transferring Shareholders may exercise the Right of First Refusal or the Tag Along Right (exercisable by a written notice given within 3 (Three) Business Days of the receipt of the Off-Market Transfer Notice to the Transferring Shareholders). If the Non-Transferring Shareholders exercise the Right of First Refusal or the Tag Along Right, then the Transferring Shareholders and the Non-Transferring Shareholders shall take steps to consummate the sale and purchase of the Transfer Shares identified in the Off-Market Transfer Notice not later than the proposed closing date for such Transfer as stated in the Off-Market Transfer Notice. In the event the Non-Transferring



Shareholders do not consummate the sale or the purchase of the Transfer Shares after having exercised the above Right of First Refusal or the Tag Along Right, the Non Transferring Shareholder shall lose the Right of First Refusal and Tag Along Right with respect to all subsequently proposed Transfers by the Transferring Shareholder.

1.10 In the event the Non-Transferring Shareholder does not exercise the Right of First Refusal or the Tag Along Right within the period specified in Article 1.7 or Article 1.9, as the case may be, or does not communicate any decision within such period, the Transferring Shareholder may, after the expiry of such period, Transfer all but not less than all of the Transfer Shares to the Third- Party Purchaser on terms and conditions including price that are no more favourable to the buyer of the Transfer Shares than those set forth in the Off Market Transfer Notice. Such Transfer must take place not later than the proposed closing date given in the relevant notice referred to above. In the event the Non-Transferring Shareholder exercises the Tag Along Right, the Third Party Purchaser shall purchase, not later than 7 (Seven) Business Days from the original proposed closing date for such Transfer, all of the Transfer Shares (including the shares of the Non-Transferring Shareholder pursuant to the exercise of the Tag Along Right) on the same terms as in the Transfer Notice. The Off Market Transfer Shares referred to in an Off Market Transfer Notice, including any pre-negotiated block deal, shall be transferred only to the specific Third-Party Purchaser, whether on or off the Stock Exchange. For avoidance of doubt, it is understood that if for any reason such Transfer does not take place by the proposed closing date then Article 1.11 will apply.

1.11 Any Transfer Shares not so transferred within a period set out in Article 1.10 shall again become subject to the provisions of the Right of First Refusal and the Tag Along Right with respect to any subsequent proposed Transfer.

1.12 Notwithstanding anything to the contrary stated herein, a Transferring Shareholder shall not be entitled to Transfer, directly or indirectly, without the prior written consent of the Non-Transferring Shareholders, any of the Equity Shares:

(a) to a Competitor, it being agreed that this will not apply to any Transfer undertaken in good faith on the floor of a Stock Exchange (i) other than in a block deal or a synchronized deal; and (ii) other than where the identity of the buyer was otherwise known; or

(b) to any Person, if such proposed Transfer requires such Person to make an "open offer" under the Takeover Regulations for the shares of the Company.

1.13 The Right of First Refusal and the Tag Along Right

shall not apply:

(a) to the Transfer of Equity Shares by any Shareholder to any of its Affiliates, provided:

(i) the concerned Affiliate signs the Deed of Adherence contained in the Shareholders Agreement;

(ii) In case of RG Group, the said Affiliate does not fall in the category of "FDI Investor" under the applicable Indian law at the time of such Transfer of Equity Shares, provided however, the restriction in this sub-Article 1.13(a)(ii) shall not apply to any Transfers made by the Chinkerpoo Family Trust to any of its Affiliate; and

(iii) such Affiliate is not any entity in which a Competitor is, directly or indirectly, a partner or shareholder;

(b) to the Transfer of any Equity Shares acquired after the IPO by any Shareholder other than as a result of a Transfer in terms of Article 1.13(a);

(c) to the Transfer of Equity Shares by any Shareholder to an educational institution or charitable institution as a gift/donation, without any material financial consideration.

1.14 If a Non-Transferring Shareholder exercises its Right of First Refusal under these Articles, it may either purchase the subject Shares itself or have the Shares purchased by a Person nominated by it.

1.15 It is agreed that if any Shareholder Transfers its shares to a third party (either in full or in part) pursuant to the provisions of these Articles, such Shareholder shall not, except where the third party is an Affiliate of the Shareholder, be entitled to transfer the rights available to such Party unless approved by the other Party.

#### Acquisition of Shares

1.16 Each Group agrees that they shall not acquire any additional Equity Shares, voting rights or other securities of the Company ("**Securities**"), the acquisition of which triggers an open offer under Takeover Regulations, except as otherwise provided in these Articles.

1.17 RG Group and the Persons Acting in Concert with it on the one hand, and the IGE Group and the Persons Acting in Concert with it, on the other hand, will be entitled to acquire their respective pro rata Equity Shares, voting rights and/or Securities, based on the RG Group's and IGE Group's respective shareholding in the Company, of the permissible creeping acquisition limits under the Takeover Regulations as applicable at the relevant time. If such pro rata share as aforesaid are not purchased until 45 (forty-five) Business Days prior to the end of any financial year, the RG Group or the IGE Group,

as the case may be, will be entitled to acquire the pro rata share of the other Party for such financial year by way of purchase from the market with prior intimation to the other party.

- 1.18 Should either RG Group or IGE Group request, from the other or from the Company, information on the shareholding in the Company held by and acquired by the other along with its respective Persons Acting in Concert, the same shall be provided forthwith and in any event no later than 7 (seven) Business Days from receipt of such request.
- 1.19 If either the RG Group or IGE Group, as applicable, ("**Defaulting Group**") acquires or agrees to acquire any Equity Shares or voting rights or Securities in excess of the limits specified above as a result of which the other Group ("**Non-Defaulting Group**"), suffers any Loss or any financial outgo including under the Takeover Regulations, the Defaulting Group shall indemnify and hold harmless the Non-Defaulting Group for all Losses or any financial outgo which it may suffer on account of the actions of the Defaulting Group.
- 1.20 Notwithstanding the provisions of Article 1.19, if as a result of any acquisition of Equity Shares or voting rights or other Securities by the RG Group or the IGE Group (the acquiring Group being the "**Acquiring Entity**" and the other Group being the "**Non-Acquiring Entity**"), the Public Shareholding in the Company falls below the minimum public

shareholding thresholds required for continued listing under applicable law, the Acquiring Entity shall sell its Equity Shares or voting rights or other Securities in the Company, as applicable, to ensure that the Company, as applicable, meets the minimum public shareholding thresholds for continued listing under applicable law. Further the indemnity provision of Article 1.19 shall apply mutatis mutandis in respect of any Loss or any financial outgo suffered or incurred by the Non- Acquiring Entity hereunder.

## **2A Other Provisions on Equity Shares**

- 2A.1 Subject to the provisions of Articles 1.16-1.20 above, if the Public Shareholding in the Company falls below the minimum level permitted therefor under continuous listing requirements as may be applicable from time to time, then the RG Group and the IGE Group, will be obliged to sell to the public Equity Shares pro rata to their respective shareholding in the Company such that the minimum Public Shareholding requirements are met for continued listing of the Company.
- 2A.2 In the event of the Equity Shares held by Promoters being required to be locked in under any regulatory requirement under applicable law, the Equity Shares held by RG Group on the one hand and the Equity Shares held by IGE Group on the other hand, shall be locked in proportion to their shareholding in the Company.