



INTERGLOBE AVIATION LIMITED
POLICY ON DIVERSITY OF BOARD OF DIRECTORS

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1. PREFACE

InterGlobe Aviation Limited is committed to deal with all stakeholders with full transparency and fairness, ensuring adherence to all laws and regulations and achieving highest standards of corporate governance.

As per Regulation 19(4) read with Part D of the Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, nomination and remuneration committee of the board of directors of the listed entity shall devise a policy on diversity of board of directors.

In compliance with the SEBI Listing Regulations, the Company has formulated '**InterGlobe Aviation Limited - Policy on Diversity of Board of Directors**'.

2. DEFINITION

For the purpose of the Policy the following terms shall have the meanings assigned to them hereunder:

- i. "**Board**" means the board of directors of the Company;
- ii. "**Policy**" shall mean InterGlobe Aviation Limited - Policy on Diversity of Board of Directors as amended from time to time;
- iii. "**Committee**" means the Nomination and Remuneration Committee of the Board;
- iv. "**Director**" means a member of the Board;
- v. "**IndiGo**" or the "**Company**" means InterGlobe Aviation Limited;
- vi. "**SEBI Listing Regulations**" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Words and expressions used and not defined in this Policy but defined in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation as the context may so require.

3. BOARD DIVERSITY

The Committee shall ensure that the Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Companies Act, 2013, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

At IndiGo, all Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

The Company recognises the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. The Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, race and gender, which will ensure that the Company retains its competitive advantage. The Company further believes that a diverse Board will contribute towards driving business results, make corporate governance more effective, enhance quality and responsible decision making capability, ensure sustainable development and enhance the reputation of the Company.

The Committee shall review the profile of the prospective candidates for appointment as director on the Board taking in consideration knowledge, experience, financial literacy / expertise, global market awareness and other relevant factors as may be considered appropriate and the Board shall be so formulated with mix of members to maintain high level of ethical standards. The Committee shall also take into consideration the provisions of the Companies Act, 2013, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

4. AMENDMENTS TO THE POLICY

The Committee reserves the right to modify and/or amend the Policy at any time subject to the provisions of SEBI Listing Regulations and the Companies Act, 2013 and Rules framed thereunder.

This Policy was approved by the Board with effect from April 28, 2016.