



INTERGLOBE AVIATION LIMITED

WHISTLE BLOWER POLICY AND VIGIL MECHANISM

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1. PREFACE

InterGlobe Aviation Limited (the “**Company**”) is committed to conduct business with integrity and ensuring adherence to all laws and regulations and achieving highest standards of corporate governance and code of ethics.

In compliance with Regulation 22 of the SEBI Listing Regulations and provisions of Section 177(9) of the Companies Act, 2013, this ‘**InterGlobe Aviation Limited - Whistle Blower Policy and Vigil Mechanism**’ has been formulated, approved and adopted by the board of directors of the Company.

The objective of the Policy is to maintain a workplace that facilitates the fearless reporting of potential violations of Company policies and applicable laws, regulatory requirements, misrepresentation of any financial statements and reports. It is meant to ensure that all directors and employees must be able to raise genuine concerns regarding such potential violations easily and free of any fear of retaliation.

2. DEFINITION

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

- 2.1. “**Audit Committee**” means the Audit Committee of the Company constituted in accordance with the provisions Companies Act, 2013, rules made thereunder and SEBI Listing Regulations as amended time to time, which has responsibility for supervising the development and implementation of the Policy;
- 2.2. “**Code of Conduct**” shall mean InterGlobe Aviation Limited - Code of Conduct as amended from time to time;
- 2.3. “**Disclosure**” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or illegal practices. Disclosures should be factual and not speculative in nature;
- 2.4. “**iSpeak**” is the initiative launched by the Company as a part of its whistle - blowing mechanism. It encourages everyone to commit to the Code of Conduct and report any incident of actual or potential violation of the Code of Conduct or any laws governing the Company;
- 2.5. “**Policy**” shall mean InterGlobe Aviation Limited - Whistle Blower Policy and Vigil Mechanism as amended from time to time;
- 2.6. “**SEBI Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 2.7. “**Whistleblower**” is any director or employee of the Company who makes a Disclosure under this Policy;

Words and expressions used and not defined in this Policy but defined in the SEBI Listing Regulation, 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. APPLICABILITY

This Policy is applicable to all employees of the Company at all locations, India or abroad, Board of Directors and all those acting on behalf of the Company (such as vendors, suppliers, consultants, agents, etc. and their employees).

4. SCOPE OF THE POLICY

Genuine concerns and grievances that may be raised under this Policy include a wide range of issues, some of which are listed below:

- any unlawful act, whether criminal (e.g. theft) or giving rise to a civil action (e.g. slander or libel);
- breach of any policy or manual or code including the Code of Conduct adopted by the Company;
- fraud and corruption (e.g. attempts to solicit or receive any gift/ reward as a bribe);
- any instance of failure to comply with legal or statutory obligations either for and on behalf of the Company or in any personal capacity in the course of discharging duties of the Company;
- any instance of any kind of financial malpractice i.e. manipulation of Company data/ records, financial irregularities, including fraud or suspected fraud or deficiencies in internal control and check or deliberate error in preparations of financial statements or misrepresentation of financial reports;
- deliberate violation of law/ regulation and wastage/ misappropriation of Company funds/ assets; and
- abuse of power (e.g. sullyng/ harassment).

5. PROCEDURE

5.1. The Whistleblower should adopt the following process for whistle blowing:

- First bring the concern to the notice of his/ her supervisor;
- If that does not help or if the concern is against the supervisor, then bring it to the notice of human resources;
- If the above do not result in any satisfactory response or action, the person should use the ispeak initiative and address emails to ispeak@interglobe.com.

5.2. A complaint could also be made in writing and submitted by or hand-delivery, courier, fax or email. However, complaints against the Superior or

the Company's CEO and/ or Directors should be sent directly to the Chairperson of the Audit Committee through the ispeak initiative.

- 5.3. Complaints involving the Chairperson of the Audit Committee should be sent to any other member of the Company's Audit Committee who will act as the Ombudsperson in such cases.
- 5.4. Additional channels for reporting genuine concerns and grievances are as follows:
 - a. Helpline: (+9)1800-102-1551
 - b. Website: <https://ispeak.interglobe.com>

6. PROTECTION TO WHISTLEBLOWER

- 6.1. The Whistleblower will not be at risk of suffering any form of reprisal or retaliation including any discrimination or harassment.
- 6.2. In the event the Whistleblower is victimized in any manner upon making a Disclosure, he or she will have direct access to the Chairperson of the Audit Committee in exceptional cases.
- 6.3. The Whistleblower will not be at the risk of losing his/ her job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like, including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his duties/ functions including making further Disclosure, as a result of reporting under this Policy.
- 6.4. The Whistleblower will have complete protection if:
 - The Disclosure is made in good faith;
 - The Whistleblower believes that the information, and any allegations contained in the Disclosure, are substantially true; and
 - The Whistleblower is not acting for mala fide or personal gain or personal motives.
- 6.5. If the results of the investigation indicate that the Disclosure was false or frivolous or was made with malicious intention, the Whistleblower will be subject to appropriate disciplinary action as may be considered appropriate by the Audit Committee.

7. MISCELLANEOUS

- 7.1. All Disclosure received will be kept confidential and will be shared strictly on a 'need to know' basis.
- 7.2. All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

A quarterly status report on the total number of Disclosure received during the period, with summary of the findings of all Disclosures and the corrective actions taken will be sent to the Audit Committee of the Company.

8. AMENDMENTS TO THE POLICY

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