



August 28, 2019

IGA/SECT/08-19/15

To
National Stock Exchange of India Limited
Exchange Plaza, C - 1, Block G
Bandra Kurla Complex, Bandra - (E)
Mumbai - 400 051

Symbol: INDIGO

To
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai - 400 001

Scrip Code: 539448

Dear Sir,

Sub : Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, we hereby inform you that the members of the Company at the Sixteenth Annual General Meeting held on August 27, 2019 have passed the following resolutions with requisite majority –

- I. Appointment of Mr. Meleveetil Damodaran (DIN 02106990) as an Independent Director of the Company to hold office for a term of five consecutive years, with effect from January 23, 2019, not liable to retire by rotation, as an **Ordinary Resolution**.

The Company had earlier informed both the stock exchanges about the appointment of Mr. Meleveetil Damodaran as an Independent Director as Additional Director of the Company with effect from January 23, 2019.



- II. Appointment of Mr. Anil Parashar (DIN 00055377) as Non – Executive Director of the Company, liable to retire by rotation, with effect from August 27, 2019 as an **Ordinary Resolution**.

The Company had earlier informed both the stock exchanges about the appointment of Mr. Anil Parashar as Non - Independent Non - Executive Director as Additional Director of the Company with effect from October 16, 2018, on October 17, 2018.

The details as required under Listing Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 dated 9 September 2015 in relation to the appointment of directors, are attached as Annexure I to this letter.

- III. Appointment of S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration no. 301003E/€300005) as the Statutory Auditors of the Company, in place of retiring Auditors B S R & Co. LLP, Chartered Accountants (Firm Registration no. 101248W/W-100022), for a period of five consecutive years, to hold office from the conclusion of the sixteenth Annual General Meeting of the Company till the conclusion of twenty first Annual General Meeting of the Company to be held for Financial Year 2023-24, as an **Ordinary Resolution**.

The Company had earlier informed both the stock exchanges about the recommendation of appointment of S R Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company, in place of retiring Auditors B S R & Co. LLP, Chartered Accountants by the Board of Directors of the Company at its meeting held on May 27, 2019.

- IV. Approval for alteration in Articles of Association of the Company as **Special Resolution**

The members have approved the alteration in Articles of Association of the Company by deleting the existing Article 17.1 and substituting with the new Article as Article 17.1 to increase the maximum number of Directors of the Company from its present strength of six (6) to ten (10) in the manner as stated in the proposed Article 17.1 of the Articles.,



as recommended by the Board of Directors at its meeting held at July 20, 2019 and informed to the stock exchanges. The text of new and old Article 17.1 are attached as Annexure II

The Company further inform that in compliance with SEBI Order dated June 14, 2018 to the Stock Exchanges and further SEBI Circular No. LIST/COMP/ 14/2018-19 dated June 20, 2018, we confirm that Mr. Meleveetil Damodaran and Mr. Anil Parashar have not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

This is for your information and record.

Thanking you

For InterGlobe Aviation Limited


Sanjay Gupta



Company Secretary and Chief Compliance Officer

Encl as above

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015

S. No.	Particulars	Details of Mr. Damodaran	Details of Mr. Parashar
1.	Reason for change	Appointment as an Independent Director	Appointment as Non -Executive Director
2.	Date of appointment & term of appointment	January 23, 2019, for a term of five consecutive years	August 27, 2019 (liable to retire by rotation)
3.	Brief profile	Mr. Meleveetil Damodaran held a number of important positions in the Central and State Governments and in India's financial sector, including Chairman, Securities and Exchange Board of India (SEBI), Chairman, Unit Trust of India (UTI), Chairman, Industrial Development Bank of India (IDBI), and Chief Secretary, Government of Tripura. After successful tenures at UTI and IDBI, where he led the turn around efforts, and at SEBI where he introduced improved corporate governance practices, he set up Excellence Enablers Private Limited (EEPL), a Corporate Governance and Board Advisory consultancy	Mr. Parashar has extensive operational and financial experience in handling various aspects of business including raising funds capital restructuring, mergers & acquisitions, statutory compliances, investor relations and long term planning. He is currently the Whole time Director of InterGlobe Technology Quotient Private Limited (ITQ). He is credited with over 30 years of rich experience including leadership positions at Swiss Air and Asbestos Cement Company.



S. No.	Particulars	Details of Mr. Damodaran	Details of Mr. Parashar
		<p>firm. His pioneering role in promoting Corporate Governance in India invests €EPL with an experience - based leadership role in corporate governance advisory work. In addition, he is presently a consultant, advisor, coach and mentor and serves on the Boards of some leading companies as well as on the Advisory Boards of some foreign entities.</p>	
4.	Disclosures of relationship between Directors	Nil	Nil



Alteration In Articles of Association of the Company by deleting the existing Article 17.1 and substituting with the following Article as Article 17.1:

New Article 17.1–

Subject to the provisions of the Act and until determined by a special resolution at a General Meeting of the Company, the number of Directors shall be 10 (ten) to be constituted in the following manner:

(i) IGE Group shall collectively have the right exercisable by it directly or through its nominee to (a) nominate 5 (five) non-independent Directors (one of whom shall always be an officer nominated by the IGE Group under Article 17.4) and 1 (one) of these 5 (five) non-independent Directors, at the option of the IGE Group, may be appointed as a non-retiring Director, and (b) remove from office any of such Directors and to nominate or appoint, as the case may be, any other Director to fill the vacancy caused due to removal, resignation, death or for any other reason. It is clarified that, the Director nominated or appointed on the Board from the officers identified under Article 17.4 shall be replaced only by another officer identified in Article 17.4. The Chairman of the Board shall be appointed on the nomination of the IGE Group which nomination by IGE Group shall not affect RG Group's right in Article 17.1(ii).

(ii) RG Group shall collectively have the right exercisable by it directly or through its nominee to (a) nominate 1 (one) non-independent Director, who shall be appointed as a non-retiring Director, and (b) remove from office such Director and to nominate or appoint, as the case may be, any other non-retiring Director to fill the vacancy caused due to removal, resignation, death or for any other reason.

(iii) 4 (four) independent Directors.



Existing Article 17.1-

Subject to the provisions of the Act and until determined by a special resolution at a General Meeting of the Company, the number of Directors shall be 6 (six) which shall be constituted in the following manner:

(i) IGE Group shall collectively have the right exercisable by it directly or through its nominee to (i) nominate 3 (three) of the non-independent Directors, 1 (one) of whom shall be a non-retiring Director, and (ii) to remove from office such Directors and to appoint any other Director to fill the vacancy caused due to removal, resignation, death or for any other reason. The Chairman of the Board shall be appointed on the nomination of the IGE Group which nomination by IGE Group shall not affect RG Group's right in Article 17.1(a)(ii).

(ii) RG Group shall collectively have the right exercisable by it directly or through its nominee, to nominate 1 (one) non-independent Director, who shall be non-retiring, and to remove from office such Director and appoint any other Director to fill the vacancy caused due to removal, resignation, death or for any other reason.

