



August 02, 2017

IGAL/SECT/08-17/03

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

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

Symbol: INDIGO

Scrip Code: 539448

Dear Sir,

Sub : Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Annual General Meeting

In compliance with Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the Fourteenth Annual General Meeting of the Company to be held on Monday, August 28, 2017 at 10:30 a.m., as sent to the shareholders.

This is for your information and record.

Thanking you,

For InterGlobe Aviation Limited


Sanjay Gupta

Company Secretary and Chief Compliance Officer

Notice

Notice is hereby given that the Fourteenth Annual General Meeting ("AGM") of the Members of InterGlobe Aviation Limited (the "Company") will be held on Monday, August 28, 2017 at 10:30 a.m. Indian Standard Time at Zoravar Auditorium, Manekshaw Centre, Khyber Lines, Delhi Cantonment, New Delhi -110010, India to transact the following business:

Ordinary Business:

1. To consider and adopt:
 - (a) the audited financial statements of the Company for the financial year ended March 31, 2017 alongwith the reports of the Board of Directors and the Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 alongwith the report of the Auditors thereon.
2. To declare Final Dividend of Rs. 34 per equity share for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mrs. Rohini Bhatia (DIN 01583219), who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of the Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the appointment of B S A & Co. LLP, Chartered Accountants (Registration No. 101248W/ W-100022) as Statutory Auditors of the Company, approved at the Eleventh Annual General Meeting ("AGM") of the Company held on September 08, 2014 for five consecutive years i.e. until the conclusion of the sixteenth AGM of the Company, be and is hereby ratified from the conclusion of this AGM until the conclusion of the fifteenth AGM and the Board of Directors of the Company be and are hereby authorised to fix their remuneration as recommended by the Audit Committee, for the financial year ending on March 31, 2018."

Special Business

5. Further Issue of Securities
To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and any rules formulated thereunder (including any amendments thereto) ("Companies Act"), the Securities

and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations"), the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), Foreign Exchange Management Act, 1999, as amended ("FEMA") and regulations and rules issued thereunder, as amended and clarifications issued thereon from time to time and subject to other applicable statutes, rules, regulations, notifications, directions, guidelines and circulars issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the Registrar of Companies ("ROC"), the stock exchanges where the equity shares of the Company are listed ("Stock Exchanges"), and/or any other competent authorities from time to time to the extent applicable, the Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, ROC, GOI and/or any other concerned statutory or other relevant authorities, as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions and consents which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, equity shares, fully or partly convertible debentures, preference shares convertible into equity shares or any other security convertible into equity shares with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to equity shares ("Securities") or any combination of Securities in the course of domestic and/or international offerings in one or more foreign markets by way of a public issue (including but not limited to an Institutional Placement Program under Chapter VIII-A of the ICDR Regulations which may include an offer for sale by the promoter(s)/promoter group and/or a fresh issue of equity shares), rights issue, private placement (including but not limited to a Qualified Institutions Placement ("QIP") under Chapter VIII of the ICDR Regulations subject to the necessary compliances with the eligibility conditions for QIP as stipulated under the



ICDR Regulations) or a combination thereof to any person including but not limited to eligible foreign or resident investors (whether institutions, incorporated bodies, mutual funds, or individuals), Qualified Institutional Buyers as defined under Regulation 2(zd) of the ICDR Regulations, foreign portfolio/foreign institutional investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, employees of the Company, existing shareholders as on a record date on rights basis and/or any other categories of investors whether they are holders of equity shares of the Company or not (including with provision for reservation on firm and/or competitive basis and for such categories of investors as may be permitted) ("Investors"), at such time and at such prices, at a discount or premium to the market price as may be determined in accordance with applicable law (and in consultation with any selling shareholder, if applicable), and in such manner and on such terms and conditions including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors considering the prevailing market conditions and other relevant factors wherever necessary as may be decided by the Board in its absolute discretion at the time of such offer, issue and allotment of the Securities such that the total number of equity shares of the Company held by the 'public' (as defined in the SCRR) on the completion of such offering(s) does not exceed 30 percent of the total number of outstanding equity shares of the Company as on the date of allotment of such equity shares ("Issue").

RESOLVED FURTHER THAT the equity shares to be created, issued, allotted and offered by the Company in terms of the aforementioned Resolution:

- (a) shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) shall rank pari passu with the existing equity shares of the Company in all respects; and
- (c) equity shares to be issued on conversion of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate reorganisation or restructuring, if applicable.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP under Chapter VIII of the ICDR Regulations, the allotment of the Securities, or any combination of Securities as may be decided by the Board shall be completed within

twelve months from the date of this Resolution or such other time as may be prescribed under the ICDR Regulations from time to time and the relevant date for the pricing of Securities shall be the date of the meeting in which the Board decides to open the proposed issue of such Securities and in case the Securities are convertible Securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holders of such convertible Securities become eligible to apply for equity shares, as may be determined by the Board.

RESOLVED FURTHER THAT any issue of Securities made by way of a QIP under Chapter VIII of the ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations ("QIP Floor Price"), subject however that the Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under the ICDR Regulations on the QIP Floor Price.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or equity shares of the Company on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or equity shares of the Company as the case may be, on one or more Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint or ratify appointment of lead manager(s), underwriter(s), depository(ies), custodian(s), registrar(s), banker(s), legal counsels, advisor(s), debenture trustee(s), guarantors, escrow/public issue banks, advertising/media agencies, intermediaries and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, the nature and number of



Securities to be offered, issued and allotted, timing of the Issue, listing on one or more stock exchanges in India, and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/charge, utilization of the Issue proceeds, and to take such steps and to do all such other acts, deeds, matters and things as the Board may deem fit and proper for the purposes of the Issue (including making applications for obtaining necessary approvals from relevant authorities in relation to the Issue) and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) or officer(s) of the Company in such manner as the Board

may deem fit, in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as such committee of directors or director(s) or officer(s) as the case may be, may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue."

By order of the Board of Directors
For InterGlobe Aviation Limited

Sanjay Gupta

Company Secretary and Chief Compliance Officer

July 31, 2017

FCS 7729

InterGlobe Aviation Limited

CIN: L62100DL2004PLC129768

Registered Office: Central Wing,

Ground Floor, Thapar House,

124 Janpath, New Delhi-110 001

Tel: 011 - 6500 0428; Fax: 011 - 4351 3200

Email: investors@goindigo.in

Website: www.goindigo.in

Notes

1. A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote on his / her behalf. A proxy need not be a member of the Company. Pursuant to Section 105 of the Companies Act, 2013 (the "Act"), a person can act as a Proxy on behalf of not more than fifty members holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of 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 meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 22, 2017 to Monday, August 28, 2017 (both days inclusive).
4. Members/Proxies are requested to bring duly filled attendance slip attached herewith for attending the meeting and copy of the Annual Report.
5. Members holding shares in electronic / dematerialised form are requested to direct changes relating to address, bank mandate and Electronic Clearing Service (ECS) details to their respective Depository participants.
6. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID number in all correspondence with the Company.
7. The Final Dividend for the financial year ended March 31, 2017, as recommended by the Board, if approved at the AGM, will be paid on or after August 29, 2017 to those Members whose names appear in the Register of Members as on Monday, August 21, 2017 i.e. the record date for payment of dividend. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Monday, August 21, 2017 as per the details furnished by the Depositories, viz. National Securities



Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).

8. Members holding shares in electronic form are advised to send the requests for change of address, bank particulars, bank mandate, residential status or requests for transmission of shares etc. to their Depository Participants immediately. The Company or its Registrar & Share Transfer Agent (RTA) i.e. Karvy Computershare Private Limited, cannot act on any such requests received directly from the members holding shares in electronic form.
9. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Company's RTA immediately.
10. Members are requested to send to the Company their queries, if any, on accounts and operations of the Company at least ten days before the AGM so that the same could be suitably answered at the AGM.
11. The information about the Director, proposed to be appointed / reappointed, as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, is given in the Annexure to this Notice.
12. Pursuant to Section 101 and Section 136 of the Act read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company, its RTA or the Depository participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company, its RTA or depository participant(s). Members who have received the Notice of AGM, Annual Report and Attendance slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the Registration Counter at the AGM.
13. Members may also note that the Notice of AGM, Attendance Slip, Proxy Form and Annual Report for the financial year 2016-17 will also be available on the Company's website [https://](https://www.goindigo.in/content/indigo/airlines/en/information/investor-relations.html?linkNav=investor-relations_footer)

www.goindigo.in/content/indigo/airlines/en/information/investor-relations.html?linkNav=investor-relations_footer for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office, for inspection during normal business hours on working days.

14. Even after registering for e-communication, Members are entitled to receive such communication(s) in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's investor email id: investors@goindigo.in.
15. For convenience of members, route map for reaching the venue of the AGM is attached.
16. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office and copies thereof shall also be made available for inspection at the Corporate Office of the Company during normal business hours (9.30 am to 5.30 pm) on all working days except Saturdays, up to and including the date of the AGM of the Company.
17. In terms of Section 72 of the Companies Act, 2013 and related rules 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. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company or its RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
18. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
19. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, August 21, 2017 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting) (a person who is not a Member as on the cut-off date should treat this Notice for information purposes only). The remote e-voting period will commence



at 10:00 a.m. on Wednesday, August 23, 2017 and will end at 05:00 p.m. on Sunday, August 27, 2017 and at the end of remote e-voting period, the facility shall forthwith be blocked.

20. Contact details of the official responsible to address the grievances connected with voting by electronic means are set out below;

Mr. I L Murthy,
Manager-Corporate Registry
Karvy Computershare Private Limited,
Unit : InterGlobe Aviation Limited
Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
Tel. No.: +91 40 6716 1500; Toll Free No.: 1800-345-4001
Fax No.: +91 40 2300 1153.
E-mail: lakshmana.murthy@karvy.com or evoting@karvy.com

21. The facility for voting through ballot paper shall be made available at the venue of the AGM and the members attending the meeting who had not cast their vote by remote e-voting shall be able to exercise their right of voting at the meeting through ballot paper. The Members who had cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
22. The Company has appointed Ms. Amrita D.C. Nautiyal, Company Secretary in whole time practice (email: scrutinizerindigo@gmail.com), to act as the Scrutinizer for conducting the remote electronic voting process and voting at the AGM in a fair and transparent manner.
23. Members may please note that no gifts / gift coupons shall be distributed at the venue of the AGM.
24. Procedure for Remote E-Voting
- I. The Company has entered into an arrangement with Karvy Computershare Private Limited for facilitating remote e-voting for the AGM. The instructions for remote e-voting are as under:
 - (a) In case of Members receiving an e-mail from Karvy Computershare Private Limited:
 - (i) Launch an internet browser and open <https://evoting.karvy.com>
 - (ii) Shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cutoff date i.e. closing hours of

Monday, August 21, 2017 may cast their vote electronically.

- (iii) Enter the login credentials i.e. User ID and password, provided in the email received from Karvy Computershare Private Limited ("Karvy"). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iv) After entering the above details click on - Login :
- (v) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-voting Event.
- (vii) Select 'EVENT' of InterGlobe Aviation Limited - AGM and click on - Submit.
- (viii) Now you are ready for e-voting as 'Ballot Form' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- (xii) The Portal will remain open for voting from: 10:00 A.M. on Wednesday, August 23, 2017 to 5:00 P.M. on Sunday, August 27, 2017.
- (xiii) Institutional shareholders (i.e. other than



Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at scrutinizerindigo@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

(b) In case of Members receiving physical copy of the Notice of AGM and Attendance slip

(i) Initial Password is provided at the bottom of the Attendance Slip and Proxy form in the following format:

User Id	Password

(ii) Please follow all steps from Sr. No. (a)(i) to Sr. No. (a)(xi) mentioned above, to cast vote.

- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of the e-voting website of Karvy Computershare Private Limited <https://evoting.karvy.com>.
- III. The voting rights shall be as per the number of equity shares held by the Member(s) as on Monday, August 21, 2017, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- IV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- V. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.goindigo.in immediately after the declaration of

result by the Chairman or a director authorised by him in writing and at the website of e-voting agency viz. Karvy Computershare Private Limited at <https://evoting.karvy.com> and shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

VI. In case a person has become a Member of the Company after dispatch of Notice of AGM but on or before the cut-off date for E-voting i.e., Monday, August 21, 2017, he or she 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 <space> E-voting EVEN Number + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> 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.karvy.com>, the member may click "Forgot Password" and enter folio No. or DP ID Client ID and PAN to generate a password.
- iii. Alternatively, Members may also obtain the User Id and Password by sending a request at evoting@karvy.com. However, if you are already registered with Karvy Computershare Private Limited for remote e-voting, then you can use your existing User Id and Password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at toll free no. 1800-345-4001 or email at evoting@karvy.com. In case of any other queries/grievances connected with voting by electronic means, you may also contact Mr. I L Murthy, Manager – Corporate Registry of Karvy Computershare Private Limited, at telephone no +91 40 6716 1500.

25. In case of joint holders attending the meeting, only such joint



holder who is higher in the order of names, will be entitled to vote at the meeting.

26. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Act and the Certificate from Statutory Auditors of the Company certifying that the InterGlobe Aviation Limited Tenured Employee Stock Option Scheme - 2015 and InterGlobe Aviation Limited Employee Stock Option Scheme - 2015 are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, will be available for inspection at the AGM.
27. Members are requested to note that as per Section 124 of the Act, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF).
28. Members may utilize the facility extended by the ATA for redressal of queries. Members may visit <http://karisma.karvy.com> and click on Members option for query registration through free identity registration process.
29. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report.

Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.

30. Members are requested to carry their Original Government Photo ID proof such as PAN CARD, Aadhar Card, Voter ID, Driving License or Passport. Please note that the entry to AGM venue will not be allowed without Original Government Photo ID proof as mentioned above.

By order of the Board of Directors
For InterGlobe Aviation Limited


Sanjay Gupta

Company Secretary and Chief Compliance Officer
FCS 7729

July 31, 2017

InterGlobe Aviation Limited
CIN: L62100DL2004PLC129768
Registered Office: Central Wing,
Ground Floor, Thapar House,
124 Janpath, New Delhi-110 001
Tel: 011 - 6500 0428; Fax: 011 - 4351 3200
Email: investors@goindigo.in;
Website: www.goindigo.in

Explanatory Statement

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

Item no. 5

The Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") and Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") provide that every listed company shall maintain a minimum public shareholding of at least 25 percent. Listed companies that have public shareholding of less than 25 percent are required to increase their public shareholding to 25 percent in the manner prescribed by the Securities and Exchange Board of India ("SEBI"). The public shareholding of the Company as on July 31, 2017 was 14.17% of the issued and paid-up equity share capital of the Company and the promoters and promoter group held the balance 85.83%.

In view of the above stated requirements of the SCRR and the Listing Regulations, it is proposed to give authority to the

Board of Directors of the Company ("Board") or any Committee of Directors duly authorised by the Board to decide such means of achieving the minimum public shareholding in the Company as prescribed by SEBI including but not limited to offering equity shares of the Company or any other security (ies) convertible into equity shares of the Company to any category of investors (who are not promoters or promoters' group) through a public offer including an Institutional Placement Program ("IPP") under Chapter VIII - A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations") which may include an offer for sale component by the promoters and promoter group ("Issue"). The detailed terms and conditions relating to the Issue will be determined in consultation with lead managers, advisors, underwriters and such other authorities and agencies as may be required to be



consulted by the Company in due consideration of prevailing market conditions and other relevant factors. The Company proposes to issue such number of equity shares and/or the promoters and the promoter group may sell such number of equity shares, as may be required to increase the minimum public shareholding in the Company not exceeding 30 percent. The Company can undertake this through a combination of methods prescribed by SEBI. In addition, the promoters and promoter group may divest any part of its shareholding in the Company pursuant to an offer for sale through the stock exchange mechanism or through any other route permitted by law.

Any funds raised by the Company through any of the modes permitted by SEBI including a public offer/IPP will be utilised for one or more of the following: acquisition of aircraft, repayment or prepayment of debt including finance leases for aircraft, purchase of ground support equipment and general corporate purposes.

In terms of Section 62 of the Companies Act, 2013, and the applicable rules thereunder, the approval of the shareholders of the Company is being sought to permit the Board to issue any security of the Company at such price to such person(s) including but not limited to eligible foreign or resident investors (whether institutions, incorporated bodies or individuals), Qualified Institutional Buyers as defined under ICDR Regulations, foreign portfolio/foreign institutional investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, employees of the Company, existing shareholders as on a record date on rights basis and/or any other categories of investors whether they are holders of shares of the Company or not as the Board at its absolute discretion deems fit ("Investors").

As the Issue may result in the issue of equity shares of the Company to Investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the Listing Regulations.

The Board recommends the resolution set out in this Notice for approval by the shareholders of the Company by a special resolution.

Mr. Rahul Bhatia, Mrs. Rohini Bhatia and Mr. Rakesh Gangwal, being the Promoter Directors on the Board of the Company, may be deemed to be concerned or interested in the proposed resolution.

By order of the Board of Directors
For InterGlobe Aviation Limited


Sanjay Gupta

Company Secretary and Chief Compliance Officer

FCS 7729

July 31, 2017

InterGlobe Aviation Limited

CIN: L62100DL2004PLC129768

Registered Office: Central Wing,

Ground Floor, Thapar House,

124 Janpath, New Delhi-110 001

Tel: 011 - 6500 0428; Fax: 011 - 4351 3200

Email: investors@goindigo.in;

Website: www.goindigo.in

Annexure to this Notice

Mrs. Rohini Bhatia (DIN 01583219), 52 years, holds a diploma in Textile Designing from the South Delhi Polytechnic, New Delhi, in 1985. She has a diversified experience of serving on the Boards of various companies in the travel and hospitality industry and is currently Director on the Boards of ARC Hospitality Private Limited, Shree Nath Shares Private Limited, Navigator Travel Services Private Limited, Pegasus Utility Maintenance & Services Private Limited, InterGlobe Real Estate Ventures Private Limited, InterGlobe Business Solutions Private Limited and InterGlobe Foundation.

She was appointed as a Director w.e.f. March 27, 2015 on the Board of Directors of the Company. She is Chairperson of the Corporate Social Responsibility Committee and Stakeholders Relationship Committee and a member of the Nomination and Remuneration Committee of the Board of Directors of the Company. She had attended 2 Board Meetings during the Financial Year 2016-17.

Mrs. Rohini Bhatia holds 10,000 equity shares in the Company. She is wife of Mr. Rahul Bhatia, Director of the Company and not related to any other Director of the Company.

