



Notice

Notice is hereby given that the 21st Annual General Meeting ("AGM") of the Members of InterGlobe Aviation Limited ("Company") will be held on Friday, August 23, 2024, at 11:00 a.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Financial Statements:

- a. the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Directors and Auditors thereon; and
- b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the report of the Auditors thereon.

2. Appointment of Mr. Anil Parashar as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Anil Parashar (DIN: 00055377) who retires by rotation, and being eligible, offers himself for re-appointment.

3. Re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants as Statutory Auditors

To consider and if thought fit, 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 Companies (Audit and Auditors) Rules, 2014, as amended from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and recommendations of the Audit Committee and Board of Directors of the Company, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/€300005), having confirmed their eligibility for re-appointment as the Statutory Auditors of the Company and offered themselves for re-appointment, be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a second term of five (5) consecutive years, from the conclusion of 21st Annual General Meeting until the conclusion of 26th Annual General Meeting to be held in the year 2029, at such remuneration as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to undertake all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

4. Re-appointment of Ms. Pallavi Shardul Shroff (DIN: 00013580) as an Independent Director

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Pallavi Shardul Shroff (DIN: 00013580) who was appointed as an Independent Director of the Company to hold office up to September 18, 2024, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years, with effect from September 19, 2024 to September 18, 2029.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be required to give effect to the aforesaid resolution."

5. Increase in the borrowing limits and creation of charge against borrowings

To consider and if thought fit, pass with or without modification(s), the following resolution as a special resolution:

"RESOLVED THAT in suppression of all the earlier resolutions passed by the Members of the Company and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of the Articles of Association of the Company, approval of the Members be and is hereby granted to the Board of Directors of the Company including a Committee thereof ("Board") to borrow money, from time to time, with or without security, as and when required, including without limitation, any bank, financial institution, non-banking financial institution, leasing entity including the Company's subsidiary, debt investor or any other lender or investing agency ("Lenders") either in Rupees or in such other foreign currencies as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 70,000 crore (Rupees Seventy Thousand Crore), for the purpose of the business of the Company, notwithstanding that money so borrowed together with the money already borrowed by the Company (apart from temporary loans obtained/ to be obtained from the Company's bankers, in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of the Articles of Association of the Company, approval of the Members be and is hereby granted to the Board, to create pledge and/or mortgage and/or hypothecate and/or create lien and/or create charge in addition to the existing pledge, mortgage, hypothecation, lien and charge created by the Company, on all or any one or more of the movable and/or immovable properties or such other assets of the Company, wheresoever situated, both present and future, whether presently belonging to the Company or not, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of Lenders to secure any financing or leasing facilities or otherwise ("Borrowings"), obtained/to be obtained from any of the aforesaid Lenders, such security to rank in such manner as may be agreed to between the Company and the Lenders and as may be thought expedient by the Board for securing the borrowings up to Rs. 70,000 crore (Rupees Seventy Thousand Crore).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution and the Board may delegate the aforementioned powers to any Committee of Directors, Director(s) or any other officer(s) of the Company on such conditions as the Board may prescribe."

By order of the Board
For InterGlobe Aviation Limited

Neerja Sharma

Company Secretary and Chief Compliance Officer
Membership No.: A9630

Date: July 26, 2024
Place: Gurugram

InterGlobe Aviation Limited

CIN: L62100DL2004PLC129768

Registered Office: Upper Ground Floor, Thapar House,
Gate no. 2, Western Wing, 124 Janpath, New Delhi-110 001
Tel: +91 96500 98905; Fax: 011 - 4351 3200

Email: investors@goindigo.in;

Website: www.goindigo.in

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") which sets out details relating to ordinary and special business to be transacted at the AGM is annexed hereto.
2. The Ministry of Corporate Affairs (MCA) vide its Circular No. 09/2023 dated September 25, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 have allowed conducting AGM through VC or OAVM and dispensed with the physical presence of the Members at a common venue till September 30, 2024. In view of the same and for the purpose of enabling wider participation of the Members of the Company at the AGM, the AGM of the Company is being held through VC/OAVM. The venue of the AGM shall be deemed to be the registered office of the Company. The procedure for participating in the meeting through VC/OAVM is explained below.
3. As the AGM is being conducted through VC/OAVM, where physical attendance of the Members is dispensed with, the facility of appointment of proxies by the Members is not available. Consequently, the Proxy Form and the Route Map are not annexed to this Notice.
4. The Institutional/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 AGM, to Scrutiniser at evoting@rmgcs.com and to evoting@nsdl.com.
5. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
6. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis ('FCFS'). No restrictions on account of FCFS entry into AGM will apply in respect of large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc.
7. Members are requested to quote their Registered Folio Number or Demat Account Number and Depository Participant (DP) ID number in all correspondence with the Company.
8. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking appointment/re-appointment at the AGM are given in the Annexure to this Notice.
9. In line with the MCA circulars, this Notice has been uploaded on the website of the Company at www.goindigo.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
10. In accordance with the circulars issued by MCA and SEBI, the Notice along with the Annual Report for FY 2023-24 is being sent by electronic mode to the Members whose e-mail id is registered with the Company or the Depository Participants. Physical copy of the Notice along with the Annual Report for FY 2023-24 shall be sent to those Members who request for the same.

REMOTE E-VOTING AND E-VOTING DURING THE AGM

11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
12. The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on August 16, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
13. Members may cast their votes through e-voting system from any place (remote e-voting). The remote e-voting period begins on Tuesday, August 20, 2024 at 9:00 a.m. (IST) and ends on Thursday, August 22, 2024 at 5:00 p.m. (IST).

14. The detailed instructions and the process for accessing and participating in the AGM through VC/OAVM facility and voting through electronic means including remote e-voting are explained herein below:

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, August 20, 2024 at 9:00 a.m. (IST) and ends on Thursday, August 22, 2024 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e. August 16, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 16, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of members	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.





Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



GENERAL GUIDELINES FOR SHAREHOLDERS

1. 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 etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting@rmgcs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre, Senior Manager at evoting@nsdl.com

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDs ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@goindigo.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@goindigo.in. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@goindigo.in. The same will be replied by the Company suitably.

PROCEDURE TO RAISE QUESTIONS/ SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by August 16, 2024 through email on investors@goindigo.in. Such questions shall be taken up during the meeting or replied by the Company suitably.

Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at investors@goindigo.in on or before August 16, 2024. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM.

PROCEDURE FOR INSPECTION OF DOCUMENTS

1. 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.
2. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts and arrangements in which Directors are interested under section 189 of the Act and the Certificate from M/s RMG & Associates, Company Secretaries certifying that the ESOS Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection upon login at <https://evoting.nsdl.com>.

OTHER INFORMATION

1. The Members may note that the MCA had notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). As per IEPF Rules, dividends which are not encashed/claimed by the Members for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF). The IEPF Rules mandate the Companies to transfer the shares of the Members whose dividends remain unpaid/ unclaimed for a period of seven consecutive years to the demat account of IEPF. Hence, the Company urges all the Members to encash/claim their respective dividends during the prescribed period. The details of the unpaid/unclaimed dividend amounts lying with the Company as on August 24, 2023 (previous AGM date) are available on the website of the Company at https://www.goindigo.in/content/dam/goindigo/investor-relations/other-disclosures/2022-23/List_of_shareholders_Unpaid_and_Unclaimed_Dividend_Amount_for_the_FY_22-23.pdf
2. Members who need assistance before or during the AGM, can contact National Securities Depository Limited (NSDL) on evoting@nsdl.com or call on toll free numbers 1800 1020 990 and 1800 22 44 30. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number (EVEN) in all your communications.
3. The results of the e-voting shall be declared to the Stock Exchanges after the conclusion of AGM within two working days. The results along with the Scrutiniser's Report, shall also be placed on the website of the Company at www.goindigo.in.



Explanatory Statement

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

Item no. 3 – Re-appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors

M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 301003E/€300005), (hereinafter referred to as S.R. Batliboi) were appointed as Statutory Auditors of the Company at the 16th AGM held on August 27, 2019 to hold office from the conclusion of the said meeting till the conclusion of the 21st AGM to be held in the year 2024. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as Statutory Auditors for not more than two (2) terms of five (5) consecutive years. Based on the recommendations of the Audit Committee, the Board of Directors, at its meeting held on May 23, 2024, approved the re-appointment of S.R. Batliboi as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the ensuing AGM until the conclusion of the 26th AGM to be held in the year 2029. The re-appointment is subject to approval of the Members of the Company. The proposed remuneration to be paid to S.R. Batliboi for audit services for the financial year ending March 31, 2025, is INR 27 million (including subsidiary companies) plus applicable taxes, out-of-pocket expenses and other incidental expenses in connection with the audit. In case there is any change in the scope of audit for FY 2025, the revised remuneration, if needed, will be decided by the Board of Directors on the recommendation of the Audit Committee. The remuneration to be paid to Statutory Auditors for the remaining term, i.e., from FY 2026 through FY 2029 (till the conclusion of the 26th AGM of the Company to be held in the year 2029), shall also be decided by the Board of Directors based on the recommendation of the Audit Committee.

Besides the audit services, the Company would also avail of permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Audit Committee.

Considering the evaluation of the past performance, experience and expertise of S.R. Batliboi and based on the recommendation of the Audit Committee, it is proposed to appoint S.R. Batliboi as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 26th AGM of the Company.

Brief Profile:

S. R. Batliboi & Co. LLP ("the Firm") is limited liability partnership firm incorporated in India and is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with (ICAI Firm Registration No. 301003E/€300005). The Firm is part of S. R. Batliboi & Associates, a network of firms registered with the ICAI. The Firm was established in 1949 with its registered office in Kolkata and has offices across key cities in India. The Firm has a valid Peer Review certificate.

All the network firms including the Firm are primarily engaged in providing audit and assurance services, certain tax and financial accounting advisory services to its clients. They along-with its network firms audit several large listed and private companies across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment, Telecommunications and Professional Services.

The Board recommends an ordinary resolution set forth in Item No. 3 of the Notice for approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 3.

Item no. 4 – Re-appointment of Ms. Pallavi Shardul Shroff (DIN: 00013580) as an Independent Director

Ms. Pallavi Shardul Shroff was appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (Act) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). Her term of five consecutive years commenced w.e.f. September 19, 2019 and is due to expire on September 18, 2024.

The Nomination and Remuneration Committee (NRC) evaluated the skills, knowledge and experience on the Board and found that Ms. Shroff possesses relevant expertise and capabilities required of an Independent Director.

Based on the recommendation of NRC, the Board of Directors of the Company at its meeting held on May 23, 2024, has approved the re-appointment of Ms. Shroff for a second term of five (5) consecutive years, with effect from September 19, 2024 to September 18, 2029, not being liable to retire by rotation, as provided in the Resolution.

Ms. Shroff is the Managing Partner of Shardul Amarchand Mangaldas & Co. (Amarchand), India's premier law firm with legacy of over a century. She is a highly experienced disputes lawyer with over 43 years' experience. She has represented various domestic and international clients before National Courts, Supreme Court of India, tribunals & legal institutions and has earned national and international acclaims. She has also handled domestic and international arbitrations under the ICC rules, LCIA Rules and SIAC Rules. The Company has paid approx Rs. 1.32 million during FY 2024 to Amarchand for availing professional services, which is within the limits as prescribed u/s 149(6)(c) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations and therefore, does not affect the independence of Ms. Shroff.

Ms. Shroff is an alternate member from India at the ICC Court of Arbitrations and was formerly a member of the SIAC governing board. She is also on the governing Committee of the Mumbai International Arbitration Centre.

She was a member of the High-powered Raghavan Committee set up by the Government of India to suggest a new competition law regime in India, the Competition Law Review Committee, constituted by the Government of India and is also a member of the Digital Competition Law Committee set up by the Government of India.

She has been recognised and conferred with various awards by national & international organization(s) including:

- 'Lifetime Achievement Award' by Chambers India Awards, 2019
- India's **"Most Powerful Women in Business"** by Business Today Magazine for 7 years in a row (2013-19)
- Featured in Business Today's prestigious MPW (Most Powerful Women) "Hall of Fame" for being a MPW winner more than seven times
- "Most Promising Women Leaders", The Economic Times, 2021
- Among the 'Top 100 Women achievers of India', by India Today group, 2024
- 'Eminent Practitioner' in the field of Competition / Antitrust Law and Dispute Resolution by Chambers and Partners, 2024
- "One of the most experienced and respected dispute resolution practitioners in India" by Who's Who Legal of Commercial Arbitrators
- Featured in Fortune India's most Powerful Women in business list, 2020, 2021 and 2022 and 2023
- Ranked amongst 'Top 50 Managing Partners' and Top 100 lawyers in the Forbes India Legal Power list 2021-22
- Among IBU's A-List of 'India's Top 100 Lawyers & Legal Icons', 2019-23
- Leading Lawyer Legends for Dispute Resolution, White Collar Crime & Antitrust and competition at the Legal Era Awards, 2022-23
- 'Star Individual' for Dispute Resolution by Chambers and Partners, 2020-23
- 'Hall of Fame' for Dispute Resolution by Legal 500, 2020-23
- Ranked as 'Global Leader' in WWL Global Guides Arbitration 2022-23
- 'Highly Regarded' by IFLR1000 Asia Pacific Rankings, 2023
- 'Elite practitioner' for Dispute Resolution and Competition/Antitrust by Asialaw Profiles, 2020-24
- 'Litigation Star' for Commercial and Transactions, Competition/Antitrust by Benchmark Litigation Asia-Pacific, 2021-23
- 'Top 100 Women in Litigation' 2020 & 23 by Benchmark Litigation

The Company has received a declaration from her confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and SEBI LODR.

Ms. Shroff is not restrained from acting as a Director by virtue of any order passed by SEBI or any such authority and is not disqualified from being appointed as Director in terms of Section 164 of the Act. She has given her consent to act as an Independent Director.

The requisite details of Ms. Shroff pursuant to SEBI LODR and Secretarial Standard-2 are provided in Annexure to the Notice.



In the opinion of the Board, Ms. Shroff is a person of integrity, possesses relevant expertise and fulfills the conditions specified in the Act, rules made thereunder and SEBI LODR and is independent of the management. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for re-appointment as an Independent Director of the Company.

It is proposed that Ms. Shroff be re-appointed as an Independent Director of the Company for a term of five consecutive years i.e. from September 19, 2024 to September 18, 2029, not liable to retire by rotation.

A copy of the draft letter of re-appointment of Ms. Shroff setting out the terms and conditions of re-appointment is available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 a.m. to 1:00 p.m. upto the date of AGM and will also be available for inspection during the AGM. A brief profile of Ms. Shroff is also available on the website of the Company i.e. www.goindigo.in.

The Board considers her rich experience and knowledge to be of immense value to the Company and therefore recommends her re-appointment to the Members by special resolution.

Except Ms. Shroff, none of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, in the special resolution as set out at Item No. 4.

Item no. 5 – Increase in the borrowing powers and creation of charges against borrowings

The Members of the Company at its Annual General Meeting held on September 4, 2020, accorded the approval to the Board of Directors to borrow money, from time to time, provided that the total amount of the borrowings shall not at any time exceed the limit of Rs. 40,000 crore (Rupees Forty thousand crore).

The utilisation under this limit comprises of credit facilities availed by the Company for working capital facilities (both fund based and non-fund based) and long term credit facilities including external commercial borrowings in the form of aircraft finance lease transactions. A large part of the working capital facilities is non-fund based in nature, i.e., standby letter of credits (primarily towards aircraft lease arrangements) and bank guarantees (primarily towards airport authorities), which does not add debt to the books of accounts.

On June 30, 2024 the Company has a fleet of 382 aircraft and has an order book of around 970 aircraft scheduled to be delivered until 2035 (including 30 wide-body aircraft). Historically, the Company has predominantly acquired aircraft on operating leases, wherein the lease liability does not impact the borrowing limit utilisation. However, given the large aircraft delivery in pipeline, in addition to the operating leases, the Company has started diversifying the sources of financing and started taking aircraft deliveries through finance leases or other modes of financing which utilises the borrowing limit.

In order to support the steady stream of planned aircraft deliveries through diversified sources of financing and working capital requirements towards growth in operations in the coming years, the Company expects to utilise its existing borrowing limit by early half of FY 2026 and further requires incremental borrowing limit of Rs. 30,000 crore expected to be utilised by second half of FY 2027.

Therefore, it is proposed to seek approval of the Members of the Company by a special resolution pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, authorising the Board to borrow, from time to time, sum or sums of money, up to an aggregate amount not exceeding Rs. 70,000 crore (Rupees Seventy Thousand Crore), including the existing borrowings from any bank, financial institution, non-banking financial institution, leasing entity including the Company's subsidiary, debt investor or any other lender or investing agency ("Lenders").

Further, in order to secure the proposed borrowings of the Company, if necessary, it is proposed to seek the approval of the Members of the Company by a special resolution, pursuant to Section 180(1)(a) of the Act, for enhancing the powers of the Board to create pledge and/or mortgage and/ or hypothecate and/or create lien and/or create charge in addition to the existing pledge, mortgage, hypothecation, lien and/or charge created by the Company, on all or any one or more of the movable and/ or immovable properties or such other assets of the Company, wheresoever situated, both present and future, whether presently belonging to the Company or not, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of Lenders from the existing limit of Rs. 40,000 crore (Rupees Forty Thousand Crore) (as approved by the Members at their meeting held on September 4, 2020) to Rs. 70,000 crore (Rupees Seventy Thousand Crore).

The Board recommends the resolution as set out at Item no. 5 of the Notice for approval of the Members of the Company by special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolution set out at Item no. 5 of the Notice.

By order of the Board
For [InterGlobe Aviation Limited](#)

Date: July 26, 2024
Place: Gurugram

[Neerja Sharma](#)
Company Secretary and Chief Compliance Officer
Membership No.: A9630

[InterGlobe Aviation Limited](#)
CIN: L62100DL2004PLC129768
Registered Office: Upper Ground Floor, Thapar House,
Gate no. 2, Western Wing, 124 Janpath, New Delhi-110 001
Tel: +91 96500 98905; Fax: 011 - 4351 3200
Email: investors@goindigo.in;
Website: www.goindigo.in



Annexure to Notice

Details of the Director seeking re-appointment as required under Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard -2

Name of the Director	Mr. Anil Parashar	Ms. Pallavi Shardul Shroff
DIN	00055377	00013580
Date of Birth, Age (in years)	17.08.1958, 65 years	22.04.1956, 68 years
Date of first appointment in the current term on the Board	October 16, 2018	September 19, 2019
Qualification(s)	Member of the Institute of Chartered Accountants of India and a graduate in Economics from Delhi University	Ms. Shroff holds Bachelor's degree of B.A. (Eco. Hons), from the University of Delhi, Master's degree in Management Studies (MBA) from the Jamnalal Bajaj Institute of Management Studies and LLB from the Government Law College, Mumbai.
Experience in specific functional area	<p>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.</p> <p>He is currently the President and Chief Executive Officer & Whole time Director of InterGlobe Technology Quotient Private Limited (ITQ). Prior to this, he was the Group Chief Finance Officer at InterGlobe Enterprises Limited. He is a member of InterGlobe group's Executive Committee and holding various positions on the Boards of several InterGlobe group companies.</p> <p>He is credited with over 30 years of rich experience including leadership positions at Swiss Air and Asbestos Cement Company. He is Chairman, Tourism & Hospitality Committee, PHD Chambers of Commerce & Senior member Advisory Committee of Tourism and Hospitality Skill Council.</p>	As provided in Explanatory Statement.
Directorships in other Public Companies (excluding Foreign, Private and Section 8 Companies) as on March 31, 2024:	<ul style="list-style-type: none"> InterGlobe Education Services Limited Awfis Space Solutions Limited 	<ul style="list-style-type: none"> Apollo Tyres Limited Asian Paints Limited PVR Inox Ltd. One 97 Communications Limited Paytm Payments Services Ltd. Juniper Hotels Limited
Listed entities from which he/she has resigned/exited in the past three years	Nil	<ul style="list-style-type: none"> Trident Limited
Memberships/ Chairmanships of Committees of the Board	<ul style="list-style-type: none"> Nomination and Remuneration Committee, Member Audit Committee, Member Corporate Social Responsibility Committee, Member Stakeholders Relationship Committee, Member Risk Management Committee, Member 	<ul style="list-style-type: none"> Nomination and Remuneration Committee, Chairperson Audit Committee, Member Corporate Social Responsibility Committee, Member Stakeholders Relationship Committee, Member
Memberships/ Chairmanships of Committees of Boards of other Public companies as on March 31, 2024 (includes only Audit Committee and Stakeholders Relationship Committee)	<p>Audit Committee Awfis Space Solutions Limited, Chairperson</p> <p>Nomination and Remuneration Committee Awfis Space Solutions Limited, Member</p>	<p>Audit Committee Apollo Tyres Limited, Member Asian Paints Limited, Member One97 Communications Limited, Member PVR Limited, Member Juniper Hotels Limited, Chairperson</p> <p>Stakeholders Relationship Committee One97 Communications Limited, Chairperson</p> <p>Nomination and Remuneration Committee Apollo Tyres Limited, Member</p> <p>Risk Management Committee Asian Paints Limited, Member</p>

Number of shares held in the Company (equity shares of INR 10/- each held as on March 31, 2024) including shareholding as a beneficial owner	Nil	Nil
Number of meetings of the Board attended during the year	15 (Attended all Board Meetings)	14 (Attended out of 15 Board Meetings)
Relationship with other Directors and Key Managerial Personnel of the Company	Nil	Nil
Remuneration drawn during FY 2023-24	As provided in Report on Corporate Governance under the head 'Remuneration to Non-Executive Directors.'	As provided in Report on Corporate Governance under the head 'Remuneration to Non-Executive Directors.'
In case of Independent Directors, the skills and capabilities required for the role and the manner in which proposed person meets such requirements	Not applicable	As provided in Report on Corporate Governance and Explanatory Statement