

Whistleblower Policy / Vigil Mechanism



1. INTRODUCTION

- 1.1 Good governance is essential to inspire greater confidence of investors in a company. To meet this objective, the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, requires every listed company to establish a vigil mechanism for its Directors, Employees and other Stakeholders to report, without any fear or threat of being victimized, their genuine concerns on unethical behaviour, misconduct, actual or suspected frauds, irregularities, violation of code of conduct, leak or suspected leak of Unpublished Price Sensitive Information (“UPSI”), etc. In addition, the SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 (“PIT Regulations”) provide for a mechanism for an Informant to report any alleged violation of insider trading regulations directly to SEBI, without the Informant having any fear or threat of being victimized by InterGlobe Aviation Limited (“IndiGo or “the Company”).
- 1.2 IndiGo is committed to conduct its business with the highest standards of ethics, integrity, and in compliance with applicable laws. Each employee of the Company has a sense of ownership and interest in sustainable growth of the Company and therefore have the right and responsibility to safeguard its interests. With this background and to comply with the provisions of Section 177 of the Act, read with rules thereunder and Regulation 22 of Listing Regulations as amended from time to time, the Company has laid down this “InterGlobe Aviation Limited - Whistleblower Policy” (“Policy”) on April 9, 2016, which has been amended on November 17, 2022.

- 1.3 The key objective of the Policy is to establish a mechanism for Directors, Employees or other Stakeholders to report concerns, provide the policies and procedures for dealing with Whistleblower Complaints and also provide the necessary safeguards for protecting Whistleblowers from victimization and retaliation.

2. SCOPE

This Policy is applicable to all Directors, Employees and other Stakeholders of IndiGo.

3. DEFINITIONS

- 3.1 **Audit Committee** means the audit committee of the Company constituted by the Board of Directors of the Company in compliance with the provisions of the Act and the Listing Regulations.
- 3.2 **Code of Conduct** shall mean Code of Conduct of InterGlobe Aviation Limited applicable to all its Directors, Key Managerial Personnel, other managerial personnel and Employees, as amended from time to time.
- 3.3 **Director** means a Director on the Board of Directors of the Company.

- 3.4 **Complaint** means any communication made in good faith that discloses or contains certain information through any channel as mentioned in this Policy, which evidences unethical or improper activity in relation to the Company.
- 3.5 **Employee** means every employee of the Company (whether working in India or abroad) including contractual employees.
- 3.6 **Stakeholder** shall include, but not be limited to, vendors, contractors, suppliers of IndiGo and any other agency providing any material or availing any services of the Company.
- 3.7 **Unpublished Price Sensitive Information** means any information, relating to the Company or its Securities, listed or to be listed, that is not generally available, which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily include without limitation, information relating to the following:
- a) Financial results, quarterly as well as annual;
 - b) Dividends, final as well as interim;
 - c) Change in capital structure, i.e., buy back of securities, rights issue, split of shares, consolidation of shares, preferential allotment, sweat equity issue, FPO, etc.;
 - d) Mergers, de-mergers, acquisitions, delisting, disposals, amalgamation, restructuring, arrangement, spin-off and expansion of business and similar other transactions;
 - e) Changes in Key Managerial Personnel, i.e., appointment, resignation, removal of CEO, CFO, MD, CS and whole-time director.
- 3.8 **Whistleblower** shall refer to Director, Employee or other Stakeholder who reports a Complaint under this Policy and the act of reporting is referred as “Whistleblowing”.

Words and expressions not defined here shall have the same meaning as under the Act, Listing Regulations and PIT Regulations.

4. WHAT TO REPORT?

4.1 A Whistleblower can confidentially report any actual or suspected unethical practice, misconduct, or violation of Company's Code of Conduct, law or regulation. An illustrative list of what can be reported includes but is not limited to:

- forgery or alteration of documents
- fraudulent financial reporting
- bribery and corruption (e.g., offering gift/reward as bribe to a government official)
- fraud or deliberate by-passing of internal controls
- destruction or falsification of Company's records or property
- unauthorised alteration or manipulation of documentation (including digital information)
- misappropriation/misuse of Company's resources (such as funds, assets, and inventory)
- authorising or receiving compensation for goods not received/services not performed
- authorising or receiving compensation for hours not worked
- release of proprietary information
- receiving kickbacks/illegal gratification
- theft of cash or goods
- providing unauthorised discounts

- abuse of power (e.g., sully/harassment)
- deliberate violation of law/regulation or illegal activity
- leak or suspected leak of UPSI*

*Note: *All incidents and instances of leak or suspected leak of UPSI reported under this Policy, shall be decided and resolved in the manner as set out under the policy to deal with leakage and suspected leakage of UPSI framed in accordance with the provisions of PIT Regulations.*

4.2 This mechanism should not be used to report the following matters as there are separate fora available for reporting them:

- sexual harassment
- personal grievances
- dissatisfaction with performance appraisals or compensation
- improper/inappropriate administration facilities
- malfunctioning of IT assets (laptops, printers, etc.)
- delayed payments and/or taxation related queries
- queries related to recruitment/job openings
- questioning the financial or other business decisions taken by the management, except where fraud or irregularity is alleged
- any other matter for which a separate mechanism to resolve already exists

5. ETHICS & COMPLIANCE COMMITTEE

- 5.1 The Company has formed an Ethics and Compliance Committee comprising senior management personnel, which is responsible to oversee all Complaints reported under this Policy and is empowered to take corrective actions as it deems fit.
- 5.2 Ethics and Compliance Committee shall comprise any five of the following senior members of the Company's management team:
- a. Group Chief Human Resources Officer (Chairman);
 - b. Chief Financial Officer;
 - c. Chief Operating Officer;
 - d. Senior Vice President – Customer Experience and iFly;
 - e. General Counsel; and
 - f. Company Secretary (Secretary) and Chief Compliance Officer.

Any change in the composition of the Ethics and Compliance Committee shall be approved by the Audit Committee.

- 5.3 Responsibilities of the Ethics and Compliance Committee include:
- receiving and acknowledging complaints
 - sorting/screening of complaints
 - investigating complaints
 - recommending course of action to management based on investigation

- preventing and redressing whistleblower harassment
 - any other responsibility as may be decided by the Audit Committee
- 5.4 The Ethics and Compliance Committee shall maintain records such as minutes of meetings, reports, finding documents, etc.
- 5.5 The Ethics and Compliance Committee will prepare a status report on the total number of whistleblower complaints received during the relevant quarter, with summary of findings and corrective actions taken. The same will be reported to and reviewed by the Audit Committee of the Company on a quarterly basis.

6. PROCEDURE

6.1 HOW TO REPORT

- 6.1.1 Whistleblowers can report their concerns through any of the following mechanisms.
- 6.1.2 Whistleblowers can choose to report their Complaints anonymously, although they are encouraged to identify themselves to facilitate communication. If a Whistleblower chooses to stay anonymous, it is important that such Whistleblower provides sufficient information about the Complaint so that the Company can conduct a thorough investigation to address the concern. Also, the contents of anonymous Complaints should be verifiable, and should not be of a general nature.
- 6.1.3 The Whistleblower must provide all factual corroborating evidence, as is available and to the extent possible, to enable commencement of an investigation at the earliest.

6.1.4 Whistleblowers can directly report their concern(s) to the Ethics and Compliance Committee via any of the following reporting channels:

- Toll-free Hotline¹ : 1800-100-1125
- Web Portal : www.indigo.ethicshelpline.in
- Email : ethics@goindigo.in
- Chatbot : www.indigo.ethicshelpline.in
- Mail Address² : P.O. Box No 71, DLF Phase 1, Qutub Enclave, Gurgaon
- 122002, Haryana, India

6.1.5 In exceptional or appropriate cases, Whistleblowers can also directly report their concern to the Chairperson of the Audit Committee of IndiGo, at:

- Email: chairperson.ac@goindigo.in

6.2 RESOLUTION OF COMPLAINTS

6.2.1 All Whistleblower Complaints will be reviewed, and if preliminary evaluation indicates that a detailed investigation needs to be carried out, the Ethics and Compliance Committee will conduct investigation itself or appoint a competent authority to conduct investigation. All efforts will be made to review and investigate a concern expeditiously.

¹ Toll-free Hotline is available in English, Hindi, Kannad, Malyalam and Tamil 24/7/365.

² All mails should be sent in a sealed envelope and should be clearly marked as “Confidential”.

- 6.2.2 If the reported matter is against or relating to a member of the Ethics and Compliance Committee or any other personnel involved in the Complaint resolution process, then such member shall recuse themselves from the entire Complaint resolution process.
- 6.2.3 It shall be the duty of all the Employees to co-operate in the investigation.
- 6.2.4 Role of the Whistleblower is limited to disclosure and the Whistleblower shall not engage in investigation concerning the reported matter.
- 6.2.5 Based on results of the investigation, the Ethics and Compliance Committee will take a decision on whether violation has occurred and take appropriate corrective action. Ethics and Compliance Committee's decision on the course of action on a Whistleblower's Complaint shall be final, unless the Audit Committee decides to get any case re-examined after seeing the report.

7. PROTECTION OF WHISTLEBLOWER AND OTHERS

7.1 FREEDOM TO REPORT AND CONFIDENTIALITY

- 7.1.1 A Whistleblower should feel free to report a concern to IndiGo without fear of any repercussion. IndiGo's management assures maintaining anonymity of the Whistleblower at all times. The management also affirms that the Whistleblower shall be protected from victimisation due to the act of whistleblowing.
- 7.1.2 All Whistleblower Complaints reported under this Policy and the identity of the Whistleblower shall be kept strictly confidential. The identity, phone number or IP

address of a Whistleblower will not be recorded or included in any report related to the matter, unless the Whistleblower voluntarily provides such information. IndiGo shall take every precaution to maintain confidentiality in such matters.

7.2 SAFEGUARDS AGAINST VICTIMISATION

- 7.2.1 IndiGo prohibits victimisation or retaliation of any kind against a Whistleblower or anyone who participates in an investigation. IndiGo shall ensure that a Whistleblower is not disadvantaged in any manner for reporting under this Policy, including (but not limited to) discrimination, harassment, transfer, demotion, refusal of promotion, or the like.
- 7.2.2 If at any time, a Whistleblower perceives or apprehends that he/she is being unfairly victimized or retaliated against or harassed due to the act of whistleblowing, he/she shall have the right to approach the Ethics and Compliance Committee, and if not satisfied by the Committee, the Chairperson of the Audit Committee, who will review the Whistleblower's Complaint and take appropriate action, as applicable, to ensure that the Whistleblower is not so subjected to any unfair or prejudicial employment practices.

7.3 MALICIOUS COMPLAINTS

7.3.1 If it is ascertained at any time during the course of investigation of a Whistleblower Complaint that the Whistleblower knowingly lodged a false complaint, or made malicious or wrongful accusations, the Whistleblower shall be liable to appropriate action by the Ethics and Compliance Committee.

7.4 PROTECTION OF PARTICIPANTS TO AN INVESTIGATION

7.4.1 The Ethics and Compliance Committee and other personnel involved in the Complaint resolution process shall take every precaution to keep the identity of the respondent and others involved in the investigation (such as witnesses, employees who have assisted in seeking information, etc.) strictly confidential. IndiGo shall ensure that only its authorised representatives have access to such information on a 'need to know' basis throughout the Complaint resolution process.

7.5 RIGHTS OF RESPONDENTS

7.5.1 The Ethics and Compliance Committee shall extend following rights to respondents (employee/s subject to investigation):

- a. Respondents shall be treated innocent until proven guilty, including having their identity protected during an investigation;

- b. They shall be treated fairly and given full opportunity to provide explanation and/or submit relevant information and evidence during the Complaint resolution process; and
- c. They shall be informed about the allegations at the appropriate stage to give an opportunity to provide explanation.

8. ADMINISTRATION OF POLICY

8.1 RIGHT TO AMEND

8.1.1 The Company reserves the right to amend this Policy in whole or in part, at any time. Any amendment to the Policy shall take effect from the date when it is approved by the Board of Directors of the Company and notified by the Company.

8.2 NOTIFICATION

8.2.1 IndiGo will duly notify its existing Directors and Employees about the Policy, through internal circulars. All new Directors and Employees will be informed about the Policy by HR during their induction. Amendments to the Policy will be notified to all Directors and Employees of IndiGo, from time to time. All other stakeholders including vendors, agents, customers, etc., will be duly notified about the Policy.

8.2.2 This Policy, as amended from time to time, will be made available on the Company's website.

Version No.	4.0
Issued On	April 9, 2016
Last Modified On	November 17, 2022
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