

Go Airlines (India) Limited

Regd. Office: C/o Britannia Industries Limited, A-33 Lawrence Road Industrial Area, New Delhi-110035

Corporate Office: C-1, Wadia International Centre (WIC), Pandurang Budhkar Marg, Worli, Mumbai-400025

CIN: U63013DL2004PLC217305

Phone: +91 22 6741000, Website: www.goair.in

NOTICE

Notice is hereby given that the 16th Annual General Meeting of the Members of Go Airlines (India) Limited will be held on Saturday, November 28, 2020 at 12 Noon through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March 2020, together with the reports of the Board of Directors and Auditors thereon;
2. To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March 2020, together with the report of the Auditors thereon;
3. To appoint a Director in place of Mr. Ness N. Wadia (DIN: 00036049), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment;

SPECIAL BUSINESS

4. **Appointment of Mr. Ben Baldanza (DIN: 08350153) as a Non-Executive Non-Independent Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Ben Baldanza (DIN: 08350153), who was appointed as an Additional Director (Non-Executive Non-Independent), pursuant to the security clearance dated September 18, 2019 received from the Ministry of Civil Aviation (MOCA), by the Board of Directors of the Company with effect from October 18, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 154 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, proposing his candidature for the office of Director, be and is hereby appointed as the Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

5. Appointment of Mrs. Tanya Dubash (DIN: 00026028) as a Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Tanya Arvind Dubash (DIN:00026028), who was appointed as an Additional Director (Non-Executive Independent) of the Company, pursuant to the security clearance dated January 29, 2020 received from the Ministry of Civil Aviation (MOCA), by the Board of Directors with effect from January 29, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and Article 154 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Tanya Arvind Dubash, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five years with effect from January 29, 2020 up to January 28, 2025 (both days inclusive), not liable to retire by rotation.”

6. Appointment of Dr. Y. S. P. Thorat (DIN: 00135258) as a Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Dr. Y. S. P. Thorat (DIN:00135258), who was appointed as an Additional Director (Non-Executive Independent) of the Company, pursuant to the security clearance dated September 18, 2019 received from the Ministry of Civil Aviation (MOCA), by the Board of Directors with effect from October 18, 2019, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and Article 154 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Dr. Y. S. P. Thorat, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five years with effect from October 18, 2019 up to October 17, 2024 (both days inclusive), not liable to retire by rotation.”

7. Re-appointment of Mr. Jehangir N. Wadia (DIN: 00088831) as the Managing Director of the Company

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 Sections 196, 197, 203 read with Schedule V and other applicable provisions of The Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and such other necessary approval(s), consent(s) or permission(s), as may be required, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Jehangir N. Wadia (DIN: 00088831) as the Managing Director of the Company for a period of 5 years commencing from 1st January 2021 to 31st December 2025, upon the terms and conditions as set out in the explanatory statement annexed to this notice and in the Agreement to be entered into between the Company and Mr. Jehangir N. Wadia, a draft whereof duly initialed by the Company Secretary for the purposes of identification is submitted to this Meeting and which Agreement is hereby specifically sanctioned with liberty and power to the Board, in its discretion to alter/vary/modify/amend from time to time the terms and conditions of the said appointment and remuneration and/or Agreement in such manner as may be agreed to between the Board and Mr. Jehangir N. Wadia, provided that such alteration/variation/modification/amendment is in conformity with the applicable provisions of the Act, as amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, expedient or proper and to do any acts, deeds, matters and things to give effect to this resolution.”

8. Increase in the limits applicable for making investments/ extending loans and giving guarantees or providing securities in connection with loan to persons/ bodies corporate.

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

RESOLVED THAT in supersession of the resolution passed earlier in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores only), over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

NOTES FOR MEMBERS' ATTENTION:

- 1) In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act') and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Saturday, November 28, 2020 at 12 Noon (IST). The deemed venue for the 16th AGM will be Britannia Industries Limited, A-33, Lawrence Road Industrial Area, New Delhi 110035.
- 2) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business as set out in Notice is annexed hereto as **Annexure - I** and forms part of the Notice
- 3) The relevant details of Director seeking appointed/ reappointed under Item no. 3 to 7 pursuant to Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto as **Annexure - II** and forms part of the Notice.
- 4) **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
- 5) The notice convening the 16th AGM has been uploaded on the website of the Company at www.goair.in.
- 6) Voting on each resolution will be done by show of hands by Members during the Meeting.
- 7) Corporate Members intending to appoint their authorised representatives pursuant to 113 of the Act, to attend the AGM through VC/OAVM or to vote at the meeting are requested to send a certified copy of the Board Resolution to the Company by e-mail at secretarial@goair.in.
- 8) If a poll is demanded under Section 109 of the Act, the designated email id of the Company viz. secretarial@goair.in will be used for voting purposes.
- 9) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 10) The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

- 11) Process for registering e-mail addresses to receive this Notice electronically and participate in the meeting: Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to the Registrar and Transfer Agent at einward.ris@kfintech.com.
- 12) The manner in which members can participate in the VC AGM is given hereunder:
 - i) The Members will be provided with a facility to attend the AGM through VC using 'Goto Meeting', which is a two-way Video-conferencing facility. The weblink for the same is sent to the members on their registered e-mail address along with the notice of the AGM and Annual Report for Financial Year 2019-20.
 - ii) Members are encouraged to join the Meeting through Laptops for better experience.
 - iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - iv) 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.
 - v) Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact the Company on secretarial@goair.in or contact: Akshata Khanolkar, Manager, akshata.khanolkar@goair.in/ +91 7304995871
- 13) Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 16th AGM from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number to reach the Company's e-mail address at secretarial@goair.in before 3.00 p.m. (IST) on Tuesday, November, 24, 2020. Such questions by the Members shall be suitably replied to by the Company.
- 14) If any member wishes to inspect any documents pursuant to the resolutions set out in this notice, may do so by sending the request at secretarial@goair.in.
- 15) Pursuant to Section 29 of the Companies Act, 2013 read with the Rules made thereunder, the Company is obliged to issue further shares only in dematerialized form only. Further, pursuant to Rule 9A of the Companies (Prospectus and allotment of Securities) Rules, 2014, with effect from 2nd October 2018, the Members can transfer their shares only in dematerialized form. The Members are, therefore, requested to convert their physical share holdings into dematerialized form to enable seamless transfer of shares.

**By Order of the Board
For Go Airlines (India) Limited**

**Niranjan Karde
Company Secretary**

Place: Mumbai

Date: November 03, 2020

Annexure – I**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****Item No. 4**

The Board at its meeting held on November 14, 2018, gave its in-principle approval for appointment of Mr. Ben Baldanza (DIN:08350153) as Additional Director of the Company, subject to receipt of security clearance from the Ministry of Civil Aviation (MOCA).

At the board meeting held on October 18, 2019, upon receipt of security clearance from MOCA dated September 18, 2019 Mr. Baldanza was appointed as an Additional Director (Non Executive, Non-Independent) of the Company, liable to retire by rotation, with effect from October 18, 2019. Pursuant to Section 161 of the Act and Article 154 of the Articles of Association of the Company, Mr. Baldanza holds office as Director up to the conclusion of the forthcoming Annual General Meeting ('AGM') of the Company and is eligible to be appointed as Director. Notice under Section 160 of the Act has been received from a member indicating its intention to propose Mr. Baldanza for the office of Director at the forthcoming AGM.

Mr. Baldanza, holds a Master degree in Public Administration from Princeton University and a Bachelor degree of Science from Syracuse University. He is an airline industry veteran with deep experience over the past three decades in low-cost and full service airlines, most recently as president and chief executive officer of Spirit Airlines.

He also held senior roles at Continental Airlines, Northwest Airlines, and US Airways, spanning marketing, planning, revenue and operations leadership. Mr. Baldanza is presently a Director on the Board of JetBlue Airways Corp., New York.

The Board consider it desirable to continue to receive the benefit of Mr. Baldanza's advise and guidance and based on the recommendation of the Nomination and Remuneration Committee, recommends the Resolution as set out in item no. 4 of the Notice for approval by Members of the Company.

Except Mr. Ben Baldanza and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

Pursuant to the provisions of Section 149 of the Act and the rules made thereunder ("Act"), the Company was required to appoint a Woman Director on the Board of the Company. In order to fill the intermittent vacancy caused due to the resignation of Ms. Vibha Paul Rishi (DIN: 05180796), the Board at its meeting held on October 18, 2019 on the recommendation of Nomination and Remuneration Committee, gave its in-principle approval for appointment of Ms. Tanya Dubash (DIN: 00026028) as Additional Director (Non-Executive, Independent) of the Company, subject to receipt of security clearance from the Ministry of Civil Aviation ('MOCA').

Upon receipt of security clearance from MOCA on January 29, 2020, Ms. Dubash was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from January 29, 2020. Pursuant to Section 161 of the Act and Article 154 of the Articles of Association of the Company, Ms. Dubash holds office as Director up to the conclusion of the forthcoming Annual General Meeting ('AGM') of the Company and is eligible for appointed as Director. Notice under Section 160 of the Act has been received from a member indicating its intention to propose Ms. Dubash for the office of Director at the forthcoming AGM.

Ms. Tanya Dubash is the Executive Director and Chief Brand Officer of the Godrej Group and is responsible for the Godrej Group's brand and communications function, including guiding the Godrej Masterbrand. She is also a Director on the Boards of Godrej Industries, Godrej Consumer Products and Godrej Agrovet. She serves on the Boards of Britannia Industries, Escorts Limited, AIESEC and India@75 and was on the Board of the Bharatiya Mahila Bank between November 2013 and May 2015.

Ms. Tanya was a trustee of Brown University between 2012 and 2018 and continues to be Member of the Brown India Advisory Council and on the Watson Institute Board of Overseers. She was recognized by the World Economic Forum as a Young Global Leader in 2007. She is AB cum laudé, Economics & Political Science, Brown University, USA, and an alumna of the Harvard Business School. She is also a trustee of ABG Family Trust, TAD Family Trust and TAD Children Trust.

As per Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and is not liable to retire by rotation.

The Company has received a declaration from Ms. Tanya Dubash that she meets the criteria of Independence as prescribed under Section 149 (6) of the Companies Act, 2013. Further, she has also confirmed that she is not disqualified from being appointed as Director under Section 164 of the said Act and has given her consent to act as a Director of the Company.

The Board of Directors are of the opinion that Ms. Dubash possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfills the conditions specified by the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director and that she is independent of the management of the Company. The Board based on the recommendation of the Nomination and Remuneration Committee, recommends her appointment as Independent Director for a period of five years from January 29, 2020 upto January 28, 2025.

The terms and conditions of appointment of Ms. Dubash, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the registered office of the Company by any member during normal business hours on any working day of the Company.

Except Ms. Tanya Dubash and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends this Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

The Board at its meeting held on November 14, 2018, gave its in-principle approval for appointment of Dr. Y. S. P. Thorat (DIN: 00135258) as the Additional Director of the Company subject to receipt of security clearance from the Ministry of Civil Aviation (MOCA).

Upon receipt of security clearance from MOCA on September 18, 2019, Dr. Thorat was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from October 18, 2019. Pursuant to Section 161 of the Act and Article 154 of the Articles of Association of the Company, Dr. Thorat holds office as Director up to the conclusion of the forthcoming Annual General Meeting ('AGM') of the Company and is eligible for appointed as Director. Notice under Section 160 of the Act has been received from a member indicating its intention to propose Dr. Thorat for the office of Director at the forthcoming AGM.

Dr Thorat, is a University ranker having received the prestigious Gopal Krishna Gokhale Award for being adjudged the best student of Political Science amongst all Universities in Maharashtra. He also holds a degree in Law, a doctorate in Economics and a D.Lit.

Dr Thorat started his career in the Reserve Bank of India in 1972 and was appointed its Executive Director in 2003. He was thereafter appointed as Managing Director NABARD by the Government of India and then elevated as Chairman in which capacity he served the Institution until November 2007. During service, Dr. Thorat was associated with the Planning Commission, Government of India for the 10th, and 11th Five Year Plans.

After demitting office, Dr Thorat served as Dean Liberal Arts, FLAME University, Pune and later as Chief Executive of the Rajiv Gandhi Trust, New Delhi and as Executive Chairman of the Dry Land Farming Commission and Chairman of the Agriculture Universities Recruitment Board at the instance of the Government of Maharashtra. Earlier Dr. Thorat was on the Board of the National Institute of Bank Management, Pune and Chairman of the Indian Society of Agriculture Economics and Member of the Senate and Academic Council, Shivaji University, Kolhapur.

In addition to being on the Boards of several companies including Britannia Industries Ltd. and Bombay Burmah Trading Corporation Ltd, Dr Thorat's current appointments include- Adjunct Professor, Yashwantrao Chavan School of Rural Development, Shivaji University, Kolhapur; Secretary General, Pravara Rural Education Society; Member, Managing Council and Executive Committee of Rayat Shikshan Sanstha.

As per Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and is not liable to retire by rotation.

The Company has received a declaration from Dr. Y. S. P. Thorat that he meets the criteria of Independence as prescribed under Section 149 (6) of the Companies Act, 2013. Further, he has also confirmed that he is not disqualified from being appointed as Director under Section 164 of the said Act and has given his consent to act as a Director of the Company.

The Board of Directors are of the opinion that Dr. Thorat possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfills the conditions specified by the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director and that he is independent of the management of the Company. The Board based on the recommendation of the Nomination and Remuneration Committee, recommends his appointment as Independent Director for a period of five years from October 18, 2019 upto October 17, 2024.

The terms and conditions of appointment of Dr. Thorat, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the registered office of the Company by any member during normal business hours on any working day of the Company.

Except Dr. Thorat and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends this Ordinary Resolution as set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

At the Extra-Ordinary General Meeting held on December 30, 2015, Mr. Jehangir N. Wadia (hereinafter referred to as “Mr. Wadia”) was re-appointed as the Managing Director (“MD”) of the Company for a period of 5 years with effect from January 1, 2016 to December 31, 2020.

As the current term of Mr. Wadia is coming to expire on December 31, 2020, the Board of Directors at its Meeting held on November 03, 2020, has re-appointed Mr. Wadia as Managing Director of the Company pursuant to provisions of Sections 196, 197 and 203, read with Schedule V of the Act and other applicable provisions of the Act, if any, for a further period of five years with effect from January 1, 2021 upto December 31, 2025 on his existing terms and conditions and as set out in the agreement to be entered into between the Company and Mr. Wadia. The re-appointment is subject to the approval of the Members of the Company. The re-appointment was made based on the recommendation by the Nomination and Remuneration Committee.

Mr. Wadia, is a Master in Science from the Warwick University in Coventry, UK. He is the co-author of the restructuring of the Wadia Group. The restructuring involved looking at new financial and strategic investments for the group. The investments concluded ranged from a Venture Fund for technology companies to Ports, Clinical research, Education, Real Estate and Aviation.

The World Economic Forum elected him as a Young Global leader in the year 2008. Taking into consideration his qualification and expertise in relevant fields, he is suited for the responsibilities assigned to him by the Board of Directors.

The material terms of his appointment as contained in the draft Agreement proposed to be entered into by the Company with Mr. Wadia are summarized below:

Period of Appointment:

Five years from January 01, 2021 upto December 31, 2025 (both days inclusive)

Remuneration:

Mr. Jehangir N. Wadia would not draw any remuneration during his tenure as Managing Director of the Company.

Other terms of appointment:

- Mr. Wadia shall carry out such functions, exercise such powers and perform such duties as the Board shall, from time to time, in their absolute discretion determine and entrust to him.

- Mr. Wadia shall devote his whole time and attention to the business of the Company, exert his best endeavours to promote its interest and welfare and attend his office at all proper times.
- i. Mr. Wadia shall undertake such travelling in and outside India as may be necessary in the interest of the Company's business or as may from time to time be required or directed by the Board in connection with or in relation to the business of the Company.
 - ii. Mr. Wadia shall be entitled to reimbursement of all expenses including travelling, entertainment/business promotion and other out-of pocket expenses incurred by him in connection with or in relation to the business of the Company.
- The rules of the Company which are applicable to other senior executives of the Company shall also apply to Mr. Wadia.
- The Managing Director shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- Mr. Wadia shall not be paid any sitting fees for attending the meetings of the Board of Directors and Committees thereof.
- Mr. Wadia shall not, except in the proper course of his duties during the continuance of his employment with the Company or any time thereafter divulge or disclose to any persons whomsoever or make use whatsoever for his own purpose or for any purpose of any information or knowledge obtained by him during his employment as to the business and/or affairs of the Company and/or trade secrets or secret processes of the Company.
- Mr. Wadia shall not in the event of his ceasing to be Managing Director of the Company before the expiry of the term of 5 years, for the remainder of such period in connection with carrying on any business similar to, or in competition with, the business of the Company, on his behalf or on behalf of any person, firm or Company, directly or indirectly:
 - (i) Seek to procure orders or do business with any person, firm or company, who has at any time during the two years, immediately preceding such cessation, done business with the Company; or
 - (ii) Endeavour to entice away from the Company any person who has at any time during the two years immediately preceding such cessation, done business with, or engaged by, the Company. Provided that nothing in this clause shall prohibit seeking or procuring of orders or doing of business not related or similar to the business/ businesses of the Company
- Employment of Mr. Wadia may be terminated by the Company without notice:
 - a) If, he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
 - b) In the event of any serious repeated or continuing breach or non-observance by him of any of the stipulations contained in the agreement to be executed between the Company and Mr. Wadia;
- Mr. Wadia is being appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 152 of the Act while at the same time Mr. Wadia shall not be liable to retire by rotation.

- If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Jehangir N. Wadia will cease to be the Director and also Managing Director.
- Either party shall be entitled to determine the Agreement by giving not less than six calendar months prior notice in writing in that behalf to the other party. Provided that the Company shall be entitled to terminate Mr. Wadia's employment at any time.
- If Mr. Wadia ceases to be the Managing Director of the Company, he shall be deemed to have resigned from the office of Director as and from the date of cessation.
- The terms and conditions of the appointment of Mr. Wadia also include adherence to the Wadia Code of Conduct, no conflict of interest with the Company and maintenance of confidentiality.

The Board will have the authority to vary/modify/amend any of the aforesaid terms and conditions and/or agreement, provided such variation/modification/ amendment is in conformity with the applicable provisions of the Act as amended from time to time

The appointment of Mr. Jehangir N. Wadia as the Managing Director is in accordance with the conditions set out in Part – 1 of Schedule V of the Act as also conditions set out under Section 196(3) of the Act. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Wadia being MD would not be liable to retire by rotation in terms of the Articles of Association of the Company.

The draft agreement to be entered into by the Company with Mr. Wadia is available for inspection during the AGM in e-form.

This may also be treated as an abstract of the terms and conditions of the Agreement between the Company and Mr. Jehangir N. Wadia, when executed, and memorandum of interest pursuant to Section 190 of the Act.

The Board recommends the Ordinary Resolution as set out at Item No. 7 of the accompanying Notice for approval of the Members of the Company in relation to the appointment of Mr. Wadia as the Managing Director for the period of five years commencing from January 1, 2021 to December 31, 2025 pursuant to provisions of Section 196, 197 read with Schedule V of the Act.

Mr. Jehangir N. Wadia is interested in the resolution set out at Item No. 7 of the Notice. Mr. Nusli N. Wadia and Mr. Ness N. Wadia being related to Mr. Jehangir N. Wadia may be deemed to be interested in the said resolution. The other relatives of Mr. Jehangir N. Wadia may be deemed to be interested in the said resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 8

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire

by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members/shareholders by means of a Special Resolution is required to be passed at a general meeting.

Considering the long term business plans of the Company, the Board of Directors of the Company proposes to obtain approval of the shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 500 Crores outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Act.

None of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

The Board recommends this Special Resolution as set out at Item No. 8 of the Notice for approval by the members.

**By Order of the Board
For Go Airlines (India) Limited**

**Niranjan Karde
Company Secretary**

Place: Mumbai

Date: November 03, 2020

Details of Directors seeking appointment/ re-appointment as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Name of Director	Mr. Ness N. Wadia	Mr. Ben Baldanza
Director Identification Number (DIN)	00036049	08350153
Date of Birth/ Age	30.05.1971/ 49 years	03.12.1961/ 58 years
Date of first appointment	29.04.2004	18.10.2019
Qualifications	Master's degree in Science (M.Sc.) of Engineering Management from the University of Warwick with a thesis titled "Leading to Success in India"	Master degree in Public Administration from Princeton University and a Bachelor degree of Science from Syracuse University
Experience	<p>Mr. Ness N. Wadia currently serves as Managing Director of The Bombay Burmah Trading Corporation Limited, Chairman of National Peroxide Limited, Director on Boards of Wadia Group companies including Britannia Industries Limited, The Bombay Dyeing and Manufacturing Company Limited.</p> <p>He is a member on the Board of the Wadia Hospitals; and Trustee of Sir Ness Wadia Foundation, F.E. Dinshaw Trust, Britannia Nutrition Foundation, and Modern Education Society, Pune.</p> <p>As a Trustee of Sir Ness Wadia Foundation and other Trusts, he leads the Group's efforts to empower the underprivileged sections of the society. He is actively involved in overseeing the award winning Wadia Hospitals in addition to the Group's educational Institutions as well as education and housing institutions.</p> <p>Mr. Wadia was active in major industry organisations namely FICCI and led several forums such as Lifestyle forum, Young Leaders forum as well as President of its Mumbai Chapter.</p>	Refer Item Nos. 4 of the Explanatory Statement
Terms and conditions of appointment/ re-appointment	Appointed as Non-Executive Director liable to retire by rotation	Appointed as Non-Executive Director liable to retire by rotation

Name of Director	Mr. Ness N. Wadia	Mr. Ben Baldanza
Details of remuneration sought to be paid	Entitled to receive sitting fees for attending the Meetings of the Board of Directors and the Committee thereof.	Entitled to receive sitting fees for attending the Meetings of the Board of Directors and the Committee thereof. Further he is entitled to professional fees, with regard to the consultancy agreement entered into with him.
Details of remuneration last drawn (2019-20)	Sitting Fees: Rs. 6,00,000	Sitting Fees: Nil
No. of Board Meetings attended during the year	6	Nil
Relationships between Directors and other KMPs inter-se	Son of Mr. Nusli N. Wadia and Brother of Mr. Jehangir N. Wadia and not related to any other Directors/ Key Managerial Personnel of the Company.	None
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	10,91,250 NIL	NIL NIL
List of other Companies in which Directorship held as on 31.03.2020 (excluding foreign Companies)	<ol style="list-style-type: none"> 1. The Bombay Dyeing & Manufacturing Company Ltd. 2. National Peroxide Ltd. 3. The Bombay Burmah Trading Corporation Ltd. 4. Britannia Industries Ltd. 5. Virtual Education Network Pvt. Ltd. 6. Go Investments & Trading Pvt. Ltd. 7. K.P.H. Dream Cricket Pvt. Ltd. 8. School for Social Entrepreneurs India 	NIL
Chairperson/ Member of the Committees of the Board of the Companies on which he/ she is a Director as on 31.03.2020	<ol style="list-style-type: none"> 1. Go Airlines (India) Ltd. <ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee 2. Britannia Industries Ltd. <ul style="list-style-type: none"> • Audit Committee • Finance Committee • Strategy and Innovation Steering Committee • Corporate Social Responsibility Committee (Chairman) 	Nil

Name of Director	Mr. Ness N. Wadia	Mr. Ben Baldanza
	3. The Bombay Dyeing & Manufacturing Co. Ltd. <ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee (Chairman) 4. The Bombay Burmah Trading Corporation Ltd. <ul style="list-style-type: none"> • Stakeholders' Relationship Committee • Finance Committee • Risk Management Committee • Corporate Social Responsibility Committee 5. National Peroxide Ltd. <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Corporate Social Responsibility Committee (Chairman) 	

Name of Director	Ms. Tanya Dubash	Dr. Y. S. P. Thorat
Director Identification Number (DIN)	00026028	00135258
Date of Birth/ Age	14.09.1968/ 52 years	11.11.1947/ 72 years
Date of first appointment	29.01.2020	18.10.2019
Qualifications	AB cum laudé, Economics & Political Science, Brown University, USA, and an alumna of the Harvard Business School	Doctorate in Economics and degrees in Political Science and Law
Experience	Refer Item Nos. 5 of the Explanatory Statement	Refer Item Nos. 6 of the Explanatory Statement
Terms and conditions of appointment/ re-appointment	Appointed as an Independent Director for a term of 5 years from January 29, 2020 to January 28, 2025 (Refer Item Nos. 5 of the Notice and Explanatory Statement)	Appointed as an Independent Director for a term of 5 years from October 18, 2019 to October 17, 2024 (Refer Item Nos. 6 of the Notice and Explanatory Statement)
Details of remuneration sought to be paid	Entitled to receive sitting fees for attending the Meetings of the Board of Directors and the Committee thereof.	Entitled to receive sitting fees for attending the Meetings of the Board of Directors and the Committee thereof.
Details of remuneration last drawn (2019-20)	Sitting Fees: Rs. 1,20,000	Sitting Fees: Rs. 2,40,000
No. of Board Meetings attended during the year	1	3

Name of Director	Ms. Tanya Dubash	Dr. Y. S. P. Thorat
Relationships between Directors and other KMPs inter-se	None	None
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	NIL NIL	NIL NIL
List of Companies in which Directorship held as on 31.03.2020 (excluding foreign Companies)	<ol style="list-style-type: none"> Godrej Industries Ltd. Godrej Consumer Products Ltd. Godrej Agrovet Ltd. Ensemble Holdings and Finance Ltd. Godrej Seeds & Genetics Ltd. Britannia Industries Ltd. Escorts Ltd. Godrej Holdings Pvt. Ltd. Innovia Multiventures Pvt. Ltd. 	<ol style="list-style-type: none"> Britannia Industries Ltd. The Bombay Burmah Trading Corp. Ltd.
Chairperson/ Member of the Committees of the Board of other Companies on which he/ she is a Director as on 31.03.2020	<ol style="list-style-type: none"> Godrej Industries Ltd.: <ul style="list-style-type: none"> Stakeholders' relationships Committee Risk Management Committee Corporate Social Responsibility Committee Management Committee Godrej Consumer Products Ltd. <ul style="list-style-type: none"> Corporate Social Responsibility Committee Management Committee Godrej Seeds & genetics Ltd. <ul style="list-style-type: none"> Corporate Social Responsibility Committee (Chairperson) Britannia Industries Ltd. <ul style="list-style-type: none"> Strategy and Innovation Steering Committee 	<ol style="list-style-type: none"> Go Airlines (India) Ltd. <ul style="list-style-type: none"> Audit Committee Corporate Social Responsibility Committee (Chairman) Britannia Industries Ltd. <ul style="list-style-type: none"> Audit Committee Corporate Social Responsibility Committee Strategy and Innovation Steering Committee Risk Management Committee Bombay Burmah Trading Corp. Ltd. <ul style="list-style-type: none"> Audit Committee (Chairman) Nomination and Remuneration Committee Risk Management Committee

Name of Director	Ms. Jehangir N. Wadia
Director Identification Number (DIN)	00088831
Date of Birth/ Age	06.07.1973/ 47 years
Date of first appointment	29.04.2004
Qualifications	Master in Science from the Warwick University in Coventry, UK
Experience	Refer Item Nos. 7 of the Explanatory Statement)

Name of Director	Ms. Jehangir N. Wadia
Terms and conditions of appointment/ re-appointment	Appointed as Managing Director for a term of 5 years from January 01, 2021 to December 31, 2025 (Refer Item Nos. 7 of the Notice and Explanatory Statement)
Details of remuneration sought to be paid	No remuneration will be paid during his tenure as Managing Director of the Company.
Details of remuneration last drawn (2019-20)	Nil
No. of Board Meetings attended during the year	7
Relationships between Directors and other KMPs inter-se	Son of Mr. Nusli N. Wadia and Brother of Mr. Ness N. Wadia and not related to any other Directors/ Key Managerial Personnel of the Company
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	10,91,250 NIL
List of Companies in which Directorship held as on 31.03.2020 (excluding foreign Companies)	<ol style="list-style-type: none"> 1. The Bombay Burmah Trading Corporation Ltd. 2. Britannia Industries Ltd. 3. The Bombay Dyeing & Mfg. Co. Ltd. 4. Integrated Clinical Research Services Pvt. Ltd. 5. Virtual Education Network Pvt. Ltd. 6. Go Airways Pvt. Ltd. 7. Go Holdings Pvt. Ltd. 8. Go Cargo Pvt. Ltd. 9. Goground Aviation Services Pvt. Ltd. 10. Go Engineering Pvt. Ltd. 11. Go Investment & Trading Pvt. Ltd. 12. Boyztoyz Trading Company Pvt. Ltd.
Chairperson/ Member of the Committees of the Board of other Companies on which he is a Director as on 31.03.2020	<ol style="list-style-type: none"> 1. Britannia Industries Ltd.: <ul style="list-style-type: none"> • Stakeholders' relationships Committee 2. Go Airlines (India) Ltd. <ul style="list-style-type: none"> • Risk Management Committee