

**MANUAL – 8**

**Board of Directors of AIR INDIA Ltd.**

<b>Name And Designation</b>	<b>Date of Joining</b>	<b>Address Official/</b>	<b>Contact Detail</b>
Shri Pradeep Singh Kharola Chairman & Managing Director	12.12.2017	2 <sup>nd</sup> floor, Airlines House, 113 Gurudwara Rakabgunj Road, New Delhi-110 001	Tel – 011-23422103/ 011-2342 2126 Fax- 011-2342 2107  Tel –022- 220 2408 / Fax- 022-22024897/ 022-2202 5099 cmd@airindia.in
Smt. Gargi Kaul Addl.Secretary & Financial Advisor, Ministry Of Civil Aviation	06.05.2015	Rajiv Gandhi Bhawan Safdarjung Airport Aurobindo Marg New Delhi – 110 003	Tel-Fax-011-246 97051  <a href="mailto:asfa.moca@nic.in">asfa.moca@nic.in</a> kaulg@nic.in
Shri Satyendra Kumar Mishra Jt.Secretary, Ministry of Civil Aviation	02.02.2017	Rajiv Gandhi Bhawan Safdarjung Airport Aurobindo Marg New Delhi – 110 003	Tel-011- 2461 6303/ Fax-011- 2463 2950  jsskm.moca@gov.in
<b>FUNCTIONAL DIRECTORS</b>			
Shri Vinod Hejmadi Director-Finance	01.11.2015	1 <sup>st</sup> floor, Airlines House, 113,Gurudwara Rakabgunj Road New Delhi 110 001	Tel –011-2342 1066  v.hejmadi@airindia.in
Capt.Arvind Kathpalia Director-Operations	27.06.2017	Airlines House, 113,Gurudwara Rakabgunj Road New Delhi 110 001	Tel-011-23422000 <a href="mailto:arvind.kathpalia@airindia.in">arvind.kathpalia@airindia.in</a>

INDEPENDANT DIRECTORS				
Dr.Ravindra Kumar Tyagi	31.05.2017	A-71, Behind Mothers' Pride School, Sector 93 B, Gautam Buddha Nagar, Noida, Utter Pradesh – 201304	rktyagi.hal@gmail.com	
Dr Syed Zafar Islam	31.05.2017	Flat no 9, 2nd Floor, Marina Apartment Next to AF Petit High School, Pali Hill, Bandra West Mumbai-50	syed.zafar375@gmail.com	
Shri Y C Deveshwar Chairman, ITC	08/08/2018	ITC Limited ITC Green Centre 10, Institutional Area, Sector 32, Gurugram – 122001	<a href="mailto:yc.deveshwar@itc.in">yc.deveshwar@itc.in</a> 0124-4171012	
Shri Kumar Mangalam Birla Chairman, Aditya Birla Group	08/08/2018	Aditya Birla Centre S K Ahire Marg Worli, Mumbai - 400030	<a href="mailto:chmo@adityabirla.com">chmo@adityabirla.com</a> 022- 66525923 022-66525933	
Smt Daggubati Purandeswari	4/10/2018	29, Plot No-65, Banjarahills, Khairatabad, Hyderabad – 500034, Telangana, India	purandeswari@gmail.com	

The Board has constituted sub-Committees with specific Terms of Reference. The minutes of all sub-committees are put to the Board for information / approval from time to time.

Agenda as well as minutes of meeting(s) of the Board of Directors and sub-committee(s) of the Board contain information related to commercial interest of the Company and disclosure of the same will lead to leakage of vital business information. Therefore, Agenda and Minutes of the Board and Sub-Committee meetings are not accessible to public. However, important decisions taken

regarding the Company and/or its management are communicated to the statutory authorities and also to the public as required under applicable laws of the land.

### **Committees of the Board and its constitution**

#### **(1) Audit Committee (Constituted on 18 July 2007)**

Dr Syed Zafar Islam	Chairman
Dr. R K Tyagi	Member
Jt Secretary & Financial Advisor	Member
Chairman & Managing Director	Permanent Invitee
Director Finance	Special Invitee
ED – Internal Audit	Special Invitee

#### **Terms of Reference**

- To recommend for appointment, remuneration and terms of appointment of auditors of the company;
- To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- To review the Internal Audit program & ensure co-ordination between the Internal & External Auditors as well as determine whether the Internal Audit function is commensurate with the size and nature of the Airlines Business;
- To discuss with the Auditor before the audit commences the nature & scope of the audit and to ensure co-ordination where more than one audit firm is involved;
- To examine the financial statements and the auditors' report thereon;
- To review the Statutory Auditor's Report, Management's response thereto and to take steps to ensure implementation of the recommendations of the Statutory Auditors;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;

- Monitoring the end use of funds raised through public offers and related matters.
- To consider any other matter as desired by the Board.

**(2) Corporate Social Responsibility & Sustainable Development Committee (Constituted on 11 December 2012)**

Dr. R K Tyagi	Chairman
Director (Finance)	Member
Director (Personnel)	Member
Smt. Harpreet De Singh	Nodal Officer

**(3) HR Committee (Constituted on 6 April 2010)**

Director (Personnel)	Chairman
Dr. R K Tyagi	Member
Jt Secretary, MOCA	Member

**Terms of Reference**

- To periodically review & approve the Service Regulations & Standing Orders for the employees of the Company ;
- To periodically review the existing Recruitment & Promotion Policy, Passage Regulation & Medical Policy and approve the same;
- To rationalize Manpower and Productivity Linked Incentives / Wage Policy;
- To review and approve all wage agreements on Technical / Operational /other matters ;
- To review and approve the organizational structure of the Company and its subsidiaries;
- To review and monitor Company and its Subsidiaries' succession plan for senior management;
- Any other matter referred by the Board.

**(4) Nomination & Remuneration Committee (Constituted on 28 September 2012)**

Dr. R K Tyagi	Chairman
Dr. Syed Zafar Islam	Member
Jt Secretary, MOCA	Member
Chairman & Managing Director	Member
Director (Personnel)	Member

**Terms of Reference**

- To recommend to the Board a policy relating to the remuneration for the Senior Management Personnel and other employees;
- To decide annual bonus/variable pay pool and policy for its distribution across the executives and non-executives within the prescribed limits;
- To decide on the emoluments of employees in case the allowances payable exceeded 50% of the Basic and DA of the employees;
- To look into the payment of variable pay which was linked to the profitability of the Company;
- Any other matter as referred by the Board.

**(5) Share Allotment Committee (Constituted on 8 February 2016)**

Ms Gargi Kaul	Chairman
Director (Finance)	Member
Director (Operations)	Member

**Terms of Reference**

To issue and allot equity shares and issue share certificates to the shareholders of the Company

Note : The Board & above Sub Committees are constituted in terms of the provisions of the Companies Act. As such there is no fixed tenure for Board and these Committees.

