

General information about company	
Scrip code	541154
NSE Symbol	HAL
MSEI Symbol	NOTLISTED
ISIN	INE066F01012
Name of the entity	HINDUSTAN AERONAUTICS LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes not provided
1	Mr	R Madhavan	ABGPM6767R	08209860	Executive Director	Chairperson	MD	28-07-1962	NA		01-09-2018	01-09-2018			1	0	0	0		
2	Mr	Arup Chatterjee	ABDPC7347Q	08139347	Executive Director	Not Applicable		09-06-1962	NA		01-06-2018	01-06-2018			1	0	0	0		
3	Mr	C B Ananthkrishnan	AACPA6794K	06761339	Executive Director	Not Applicable		29-08-1964	NA		01-08-2018	01-08-2018			1	0	2	0		
4	Mr	M S Velpari	AARPV6266A	08516652	Executive Director	Not Applicable		02-02-1962	NA		01-08-2019	01-08-2019	28-02-2022		1	0	0	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of p of Chairpe in Aud Stakeho Commi held i listec entitie includi this list entity (R Regulat 26(1) Listin Regulati
5	Mr	Alok Verma	AAMPV5168L	08652280	Executive Director	Not Applicable		01-12-1962	NA		01-01-2020	01-01-2020			1	0	1	0
6	Mrs	Tessy Thomas	AAWPT6654K	08189164	Non-Executive - Nominee Director	Not Applicable		27-04-1963	NA		02-07-2018	02-07-2018			1	0	0	0
7	Mr	Chandraker Bharti	ADCPB8337L	02599261	Non-Executive - Nominee Director	Not Applicable		30-10-1967	NA		15-05-2018	15-05-2018			2	0	0	0
8	Mrs	Divya Gupta	AARPG3873C	00236773	Non-Executive - Independent Director	Not Applicable		28-05-1965	NA		28-12-2021	28-12-2021		3	1	1	1	1

Text Block	
Textual Information(1)	<p>As on 31st March, 2022, the Company has only one Woman Independent Director on its Board, hence falls short of six (6) Independent Directors. Since the appointment of Independent Directors in the case of all the Government Companies is being made by the Government, multiple requests were made to the administrative Ministry, i.e. Ministry of Defence (MoD) and Department of Public Enterprises (DPE) for filling the vacant posts of 6 Independent Directors, however, they are yet to be appointed.</p> <p>Shri R Madhavan, Chairman & Managing Director of the Company has been conferred with Additional charge of Director (Operations) by Ministry of Defence, GoI, w.e.f. 1st March, 2022.</p>

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	<p>As on 31st March, 2022, the Company has only one Woman Independent Director on its Board, hence falls short of six (6) Independent Directors.</p> <p>Since, atleast two independent directors are required to constitute Audit Committee and Nomination and Remuneration Committee, the same can be constituted after appointment of atleast one more independent director on the Board of the Company, by the Government.</p>

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06761339	C B Ananthakrishnan	Executive Director	Member	10-05-2021		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08189164	Tessy Thomas	Non-Executive - Nominee Director	Member	10-05-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00236773	Divya Gupta	Non-Executive - Independent Director	Chairperson	10-02-2022		
2	06761339	C B Ananthakrishnan	Executive Director	Member	01-08-2018		
3	08652280	Alok Verma	Executive Director	Member	01-01-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00236773	Divya Gupta	Non-Executive - Independent Director	Chairperson	10-02-2022		
2	08139347	Arup Chatterjee	Executive Director	Member	01-06-2018		
3	06761339	C B Ananthkrishnan	Executive Director	Member	01-08-2018		
4	08516652	M S Velpari	Executive Director	Member	01-08-2019	28-02-2022	
5	08652280	Alok Verma	Executive Director	Member	01-01-2020		
6	08209860	R Madhavan	Executive Director	Member	01-03-2022		Textual Information(1)

Sr Text Block	
Textual Information(1)	Shri R Madhavan, Chairman & Managing Director of the Company has been conferred with Additional charge of Director (Operations) by Ministry of Defence, GoI, w.e.f. 1st March, 2022. Since Director (Operations) is a member of the Committee, Shri R Madhavan has been appointed as a member of the Committee by virtue of holding additional charge of Director (Operations).

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00236773	Divya Gupta	Non-Executive - Independent Director	Chairperson	10-02-2022		
2	06761339	C B Ananthakrishnan	Executive Director	Member	01-08-2018		
3	08516652	M S Velpari	Executive Director	Member	01-08-2019	28-02-2022	
4	08652280	Alok Verma	Executive Director	Member	01-01-2020		
5	08209860	R Madhavan	Executive Director	Member	01-03-2022		Textual Information(1)

Sr Text Block	
Textual Information(1)	Shri R Madhavan, Chairman & Managing Director of the Company has been conferred with Additional charge of Director (Operations) by Ministry of Defence, GoI, w.e.f. 1st March, 2022. Since Director (Operations) is a member of the Committee, Shri R Madhavan has been appointed as a member of the Committee by virtue of holding additional charge of Director (Operations).

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)				
1	25-10-2021				Yes	6	0
2	11-11-2021		16		Yes	7	0
3		05-01-2022	54		Yes	8	1
4		10-02-2022	35		Yes	8	1
5		24-03-2022	41		Yes	7	1

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Corporate Social Responsibility Committee	24-03-2022				Yes	3	1
2	Stakeholders Relationship Committee	24-03-2022				Yes	3	1
3	Risk Management Committee	24-03-2022				Yes	4	1

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	No	As on 31st March 2022, the Company has only one Woman Independent Director on its Board. Since, atleast two independent directors are required to constitute Audit Committee, the same shall be constituted after appointment of atleast one more independent director on the Board of the Company, by the Government. Hence, at present, all the related party proposals are being placed directly to the Board for approval.
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	No	Since, at present there is no validly constituted Audit Committee, all the transactions entered into by the Company pursuant to omnibus approval, shall be placed for review, on constitution of the Committee.

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	G V Sesha Reddy
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	<p>As on 31st March, 2022, the Company has only one Woman Independent Director on its Board, hence falls short of six (6) Independent Directors.</p> <p>Since the appointment of Independent Directors in the case of all the Government Companies is being made by the Government, multiple requests were made to the administrative Ministry, i.e. Ministry of Defence (MoD) and Department of Public Enterprises (DPE) for filling the vacant posts of 6 Independent Directors, however, they are yet to be appointed.</p> <p>Due to the above reason, the Company could not able to comply with the constitutional requirements of the Board, Audit Committee and Nomination & Remuneration Committee.</p>

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.hal-india.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.hal-india.co.in
3	Composition of various committees of board of directors	Yes		www.hal-india.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.hal-india.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.hal-india.co.in
6	Criteria of making payments to non-executive directors	Yes		www.hal-india.co.in
7	Policy on dealing with related party transactions	Yes		www.hal-india.co.in
8	Policy for determining ‘material’ subsidiaries	Yes		www.hal-india.co.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.hal-india.co.in

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.hal-india.co.in
11	email address for grievance redressal and other relevant details	Yes		www.hal-india.co.in
12	Financial results	Yes		www.hal-india.co.in
13	Shareholding pattern	Yes		www.hal-india.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.hal-india.co.in
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.hal-india.co.in
18	Credit rating or revision in credit rating obtained	Yes		www.hal-india.co.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.hal-india.co.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.hal-india.co.in
21	Materiality Policy as per Regulation 30	Yes		www.hal-india.co.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.hal-india.co.in
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.hal-india.co.in

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	As on 31st March, 2022, the Company has only one Woman Independent Director on its Board, hence falls short of six (6) Independent Directors. Since the appointment of Independent Directors in the case of all the Government Companies is being made by the Government, multiple requests were made to the administrative Ministry, i.e. Ministry of Defence (MoD) and Department of Public Enterprises (DPE) for filling the vacant posts of 6 Independent Directors, however, they are yet to be appointed.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	No	As on 31st March, 2022, the Company has only one Woman Independent Director on its Board, hence falls short of six (6) Independent Directors. Since, atleast two independent directors are required to constitute Audit Committee, the same can be constituted after appointment of atleast one more independent director on the Board of the Company, by the Government.
16	Meeting of Audit Committee	18(2)	No	Since Audit Committee can not be constituted without having at least two independent directors in the Company, the meeting of the Committee could not be convened.
17	Composition of nomination & remuneration committee	19(1) & (2)	No	As on 31st March, 2022, the Company has only one Woman Independent Director on its Board, hence falls short of six (6) Independent Directors. Since, atleast two independent directors are required to constitute Nomination and Remuneration Committee, the same can be constituted after appointment of atleast one more independent director on the Board of the Company, by the Government.
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	No	Since Nomination & Remuneration Committee can not be constituted without having at least two independent directors in the Company, the meeting of the Committee could not be convened.
19	Meeting of Nomination and Remuneration Committee	19(3A)	No	Since Nomination & Remuneration Committee can not be constituted without having at least two independent directors in the Company, the meeting of the Committee could not be convened.
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	G V Sesa Reddy
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	G V Sesa Reddy
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Signatory Details	
Name of signatory	G V Sesha Reddy
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	11-04-2022

