

<b>General information about company</b>	
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	Half Yearly
Date of Report	30-09-2021
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

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 for not providing DIN
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 Ananthakrishnan	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			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 Chairperson in Stakeholder Committee including this entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	Alok Verma	AAAMPV5168L	08652280	Executive Director	Not Applicable		01-12-1962	NA		01-01-2020	01-01-2020			1	0	1	0
6	Mr	R Adm K C Sekhar Retd	AGLPS7295Q	02263868	Non-Executive - Independent Director	Not Applicable		31-10-1951	NA		24-07-2018	24-07-2018	23-07-2021	36	1	1	1	1
7	Mr	Dr S Malla Reddy	BDWPS4477D	08196657	Non-Executive - Independent Director	Not Applicable		18-02-1962	NA		24-07-2018	24-07-2018	23-07-2021	36	1	1	2	1
8	Ms	Tessy Thomas	AAWPT6654K	08189164	Non-Executive - Nominee Director	Not Applicable		27-04-1963	NA		02-07-2018	02-07-2018			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 Chairperson in / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
9	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

<b>Audit Committee Details</b>							
Whether the Audit 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	02263868	R Adm K C Sekhar Retd	Non-Executive - Independent Director	Chairperson	17-04-2019	23-07-2021	Textual Information(1)
2	08196657	Dr S Malla Reddy	Non-Executive - Independent Director	Member	17-04-2019	23-07-2021	
3	06761339	C B Ananthakrishnan	Executive Director	Member	10-05-2021		

<b>Sr Text Block</b>	
Textual Information(1)	Appointed as chairperson w.e.f. 10th May, 2021

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration 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	02263868	R Adm K C Sekhar Retd	Non-Executive - Independent Director	Chairperson	17-04-2019	23-07-2021	Textual Information(1)
2	08196657	Dr S Malla Reddy	Non-Executive - Independent Director	Member	10-05-2021	23-07-2021	
3	08189164	Tessy Thomas	Non-Executive - Nominee Director	Member	10-05-2021		

<b>Sr Text Block</b>	
Textual Information(1)	Appointed as chairperson w.e.f. 10th May, 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	08196657	Dr S Malla Reddy	Non-Executive - Independent Director	Chairperson	17-04-2019	23-07-2021	Textual Information(1)
2	06761339	C B Ananthkrishnan	Executive Director	Member	01-08-2018		
3	08652280	Alok Verma	Executive Director	Member	01-01-2020		

<b>Sr Text Block</b>	
Textual Information(1)	Appointed as chairperson w.e.f. 10th May, 2021

<b>Risk Management Committee</b>							
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	02263868	R Adm K C Sekhar Retd	Non-Executive - Independent Director	Chairperson	16-03-2020	23-07-2021	Textual Information(1)
2	08196657	Dr S Malla Reddy	Non-Executive - Independent Director	Member	10-05-2021	23-07-2021	
3	08139347	Arup Chatterjee	Executive Director	Member	01-06-2018		
4	06761339	C B Ananthkrishnan	Executive Director	Member	01-08-2018		
5	08516652	M S Velpari	Executive Director	Member	01-08-2019		
6	08652280	Alok Verma	Executive Director	Member	01-01-2020		

<b>Sr Text Block</b>	
Textual Information(1)	Appointed as chairperson w.e.f. 10th May, 2021

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	02263868	R Adm K C Sekhar Retd	Non-Executive - Independent Director	Chairperson	17-04-2019	23-07-2021	Textual Information(1)
2	06761339	C B Ananthakrishnan	Executive Director	Member	01-08-2018		
3	08516652	M S Velpari	Executive Director	Member	01-08-2019		
4	08652280	Alok Verma	Executive Director	Member	01-01-2020		

<b>Sr Text Block</b>	
Textual Information(1)	Appointed as chairperson w.e.f. 16th March, 2020

<b>Other Committee</b>						
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							
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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	10-05-2021				Yes	7	2
2	28-06-2021		48		Yes	7	2
3		16-07-2021	17		Yes	7	2
4		06-08-2021	20		Yes	7	0
5		13-08-2021	6		Yes	7	0
6		30-08-2021	16		Yes	7	0
7		21-09-2021	21		Yes	7	0



**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* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	28-06-2021				Yes	1	2
2	Audit Committee	16-07-2021	17			Yes	1	2
3	Corporate Social Responsibility Committee	19-04-2021				Yes	3	1
4	Corporate Social Responsibility Committee	07-05-2021				Yes	3	1
5	Nomination and remuneration committee	31-05-2021				Yes	1	2
6	Nomination and remuneration committee	28-06-2021				Yes	1	2

**Annexure 1**

**IV. Meeting of Committees**

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* (other than Independent Director)	No. of Independent Directors attending the meeting*
7	Nomination and remuneration committee	16-07-2021				Yes	1	2

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
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	Yes	
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	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	Till the time Audit Committee was in constitution, i.e. upto 23rd July, 2021, all the related party proposals were being recommended/ approved by the Audit Committee. However, after 23rd July, 2021, related party proposals were being placed directly to the Board for approval.

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
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	No
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)	No
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)

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

<b>Text Block</b>	
Textual Information(1)	<p>As on 30th September, 2021, the Company have no Independent Directors on its Board, hence falls short of seven (7) Independent Directors including one (1) Woman Independent Director.</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 Independent Directors, however, no communication regarding such appointments have been received so far.</p> <p>Due to the above reason, the Company also does not have properly constituted Audit Committee, Nomination &amp; Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.</p>

<b>Annexure III</b>				
<b>III. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No	Since the Company does not have any Independent Director on its Board on the date of AGM, the Chairperson of the Committee could not be appointed for attending the AGM. However, during AGM, Director (Finance) & CFO was present for answering the shareholders queries on matters related to the Committee, as member of the Committee.
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Since the Company does not have any Independent Director on its Board on the date of AGM, the Chairperson of the Committee could not be appointed for attending the AGM. However, during AGM, Director (HR) was present for answering the shareholders queries on matters related to the Committee, as permanent invitee to the Committee.
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No	Since the Company does not have any Independent Director on its Board on the date of AGM, the Chairperson of the Committee could not be appointed for attending the AGM. However, during AGM, Director (Finance) & CFO was present for answering the shareholders queries on matters related to the Committee, as member of the Committee.
5	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				



<b>Annexure III</b>		
1	Name of signatory	G V Sesha Reddy
2	Designation	Company Secretary and Compliance Officer

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

<b>Signatory Details</b>	
Name of signatory	G V Sesha Reddy
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	13-10-2021

