

<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	Quarterly
Date of Report	31-12-2021
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														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 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 p of Chairpe in Aud Stakeho Commi held i listec entite 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	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
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		0	1	1	0	0

<b>Text Block</b>	
Textual Information(1)	As on 31st December, 2021, 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.

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

<b>Annexure 1 Text Block</b>	
Textual Information(1)	<p>As on 31st December, 2021, 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> <p>Since minimum one independent director is required in Stakeholders Relationship Committee, Risk Management Committee and CSR Committee, and since Dr. Divya Gupta has been appointed as woman independent director in the Company on 28th December, 2021, the Company shall re-constitute the Committees at the earliest .</p>

<b>Audit Committee Details</b>							
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		

<b>Nomination and remuneration committee</b>							
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		



<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship 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	01-08-2018		
2	08652280	Alok Verma	Executive Director	Member	01-01-2020		

<b>Risk Management Committee</b>							
Whether the Risk Management 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	08139347	Arup Chatterjee	Executive Director	Member	01-06-2018		
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>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility 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 Ananthkrishnan	Executive Director	Member	01-08-2018		
2	08516652	M S Velpari	Executive Director	Member	01-08-2019		
3	08652280	Alok Verma	Executive Director	Member	01-01-2020		

<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				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	16-07-2021				Yes	7	2
2	06-08-2021		20		Yes	7	0
3	13-08-2021		6		Yes	7	0
4	30-08-2021		16		Yes	7	0
5	21-09-2021		21		Yes	7	0
6		25-10-2021	33		Yes	6	0
7		11-11-2021	16		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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	16-07-2021				Yes	3	2
2	Nomination and remuneration committee	16-07-2021				Yes	3	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	No	As on 31st December, 2021, the Company has only one Woman Independent Director on its Board. 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. 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.

<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 31st December, 2021, 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 and the Committees.</p>

<b>Signatory Details</b>	
Name of signatory	G V Sesha Reddy
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	11-01-2022

