

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity - **Hindustan Aeronautics Limited**  
 2. Quarter ending - **30-Jun-2018**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	T Suvarna Raju	05183617	AANPR9084Q	C & ED	05-Mar-2015			1	0	0
Mr.	V M Chamola	03595483	ABOPC5277E	ED	27-Jul-2011			1	1	0
Mr.	Arup Chatterjee	08139347	ABDPC7347Q	ED	01-Jun-2018			1	0	0
Mr.	C V Ramana Rao	07365725	AAJPR9076L	ED	01-Feb-2016			1	1	0
Mr.	Sunil Kumar	07081723	ABZPK3209M	ED	16-Oct-2017			1	0	0
Ms.	Dipali Khanna	03395440	ADBPK0704H	ID	08-Jan-2016		36	3	1	1
Mr.	Dr. J K Bajaj	07942314	AACPB4559K	ID	11-Sep-2017		36	1	2	0
Mr.	Anil Kumar	02948372	ABOPK7183P	ID	05-Mar-2018		36	1	1	0
Mr.	Siddharth	06401463	AOBPS9127D	ID	05-Mar-2018		36	1	1	0
Mr.	Neelakanta Iyer R	07019560	ACJPR4746F	ID	05-Mar-2018		36	1	1	0
Mr.	C. P. Ramanarayanan	08140407	ABMPR0536P	NED,ND	01-May-2018	19-Jun-2018		0	0	0
Mr.	Chandraker Bharti	02599261	ADCPB8337L	NED,ND	15-May-2018			1	1	0
Mr.	D K Venkatesh	07359941	AAGPV3524J	ED	27-Nov-2015	31-May-2018		0	0	0

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Dipali Khanna	ID	Chairperson
2	Dr. J K Bajaj	ID	Member
3	Anil Kumar	ID	Member
4	Siddharth	ID	Member
5	Neelakanta Iyer R	ID	Member
6	Chandraker Bharti	NED,ND	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Dr. J K Bajaj	ID	Member
2	V M Chamola	ED	Member
3	C V Ramana Rao	ED	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Arup Chatterjee	ED	Member
2	Sunil Kumar	ED	Member
3	C V Ramana Rao	ED	Member
4	V M Chamola	ED	Member

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Chandraker Bharti	NED,ND	Member
2	Anil Kumar	ID	Member
3	Dr. J K Bajaj	ID	Member
4	Dipali Khanna	ID	Chairperson

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
02-Feb-2018	30-May-2018	69
01-Mar-2018	30-Jun-2018	
05-Mar-2018		
07-Mar-2018		
21-Mar-2018		

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	30-May-2018	5	01-Mar-2018	89
Audit Committee	29-Jun-2018	6		
Nomination & Remuneration Committee	23-Apr-2018	3		
Nomination & Remuneration Committee	30-Jun-2018	4		

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**VI. Affirmations**

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 - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. 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**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

The Company is listed on NSE & BSE. This is the Corporate Governance Report submitted to Exchanges. The same will be put up before ensuing Board Meeting.

**For Hindustan Aeronautics Limited**

**Sd/-  
G V SESHU REDDY  
Company Secretary & Compliance Officer**

**Date: 9<sup>th</sup> July 2018**

**Place: Bangalore**