

<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	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
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				1	0	0	0		
2	Mr	Arup Chatterjee	ABDPC7347Q	08139347	Executive Director	Not Applicable		09-06-1962	NA		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				1	0	1	0		
4	Mr	M S Velpari	AARPV6266A	08516652	Executive Director	Not Applicable		02-02-1962	NA		01-08-2019				1	0	0	0		

I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Wether 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 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
5	Mr	Alok Verma	AAMPV5168L	08652280	Executive Director	Not Applicable		01-12-1962	NA		01-01-2020				1	0	1	0		
6	Mr	Anil Kumar	ABOPK7183P	02948372	Non-Executive - Independent Director	Not Applicable		31-12-1953	NA		05-03-2018		04-03-2021	36	1	1	1	1		
7	Mr	Siddharth	AOBPS9127D	06401463	Non-Executive - Independent Director	Not Applicable		20-11-1955	NA		05-03-2018		04-03-2021	36	1	1	2	1		
8	Mr	Neelakanta Iyer R	ACJPR4746F	07019560	Non-Executive - Independent Director	Not Applicable		28-11-1953	NA		05-03-2018		04-03-2021	36	1	1	1	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 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
9	Mr	R Adm K C Sekhar Redd	AGLPS7295Q	02263868	Non-Executive - Independent Director	Not Applicable		31-10-1951	NA		24-07-2018			32	1	1	1	0		
10	Mr	Dr S Malla Reddy	BDWPS4477D	08196657	Non-Executive - Independent Director	Not Applicable		18-02-1962	NA		24-07-2018			32	1	1	2	0		
11	Ms	Tessy Thomas	AAWPT6654K	08189164	Non-Executive - Nominee Director	Not Applicable		27-04-1963	NA		02-07-2018				1	0	0	0		
12	Mr	Chandraker Bharti	ADCPB8337L	02599261	Non-Executive - Nominee Director	Not Applicable		30-10-1967	NA		15-05-2018				2	0	0	0		

Audit Committee Details							
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	02948372	Anil Kumar	Non-Executive - Independent Director	Chairperson	05-03-2018	04-03-2021	
2	06401463	Siddharth	Non-Executive - Independent Director	Member	05-03-2018	04-03-2021	
3	07019560	Neelakanta Iyer R	Non-Executive - Independent Director	Member	05-03-2018	04-03-2021	
4	02263868	R Adm K C Sekhar Retd	Non-Executive - Independent Director	Member	17-04-2019		
5	08196657	Dr S Malla Reddy	Non-Executive - Independent Director	Member	17-04-2019		

Nomination and remuneration committee							
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	02948372	Anil Kumar	Non-Executive - Independent Director	Chairperson	05-03-2018	04-03-2021	
2	02263868	R Adm K C Sekhar Retd	Non-Executive - Independent Director	Member	17-04-2019		
3	06401463	Siddharth	Non-Executive - Independent Director	Member	13-11-2020	04-03-2021	

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	06401463	Siddharth	Non-Executive - Independent Director	Chairperson	17-04-2019	04-03-2021	
2	08652280	Alok Verma	Executive Director	Member	01-01-2020		
3	06761339	C B Ananthkrishnan	Executive Director	Member	01-08-2018		
4	08196657	Dr S Malla Reddy	Non-Executive - Independent Director	Member	17-04-2019		

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	07019560	Neelakanta Iyer R	Non-Executive - Independent Director	Chairperson	17-04-2019	04-03-2021	
2	08652280	Alok Verma	Executive Director	Member	01-01-2020		
3	08139347	Arup Chatterjee	Executive Director	Member	01-06-2018		
4	06761339	C B Ananthakrishnan	Executive Director	Member	01-08-2018		
5	08516652	M S Velpari	Executive Director	Member	01-08-2019		
6	02263868	R Adm K C Sekhar Retd	Non-Executive - Independent Director	Chairperson	16-03-2020		Textual Information(1)

<b>Sr Text Block</b>	
Textual Information(1)	Appointed as chairperson of the meeting held on 24.03.2021, after cessation of Shri Neelakanta Iyer R on 04.03.2021

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		
2	08652280	Alok Verma	Executive Director	Member	01-01-2020		
3	06761339	C B Ananthkrishnan	Executive Director	Member	01-08-2018		
4	08516652	M S Velpari	Executive Director	Member	01-08-2019		
5	02948372	Anil Kumar	Non-Executive - Independent Director	Member	16-03-2020	04-03-2021	

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							
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*	No. of Independent Directors attending the meeting*
1	13-11-2020				Yes	12	5
2	09-12-2020		25		Yes	12	5
3		12-02-2021	64		Yes	12	5
4		26-02-2021	13		Yes	12	5

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*	No. of Independent Directors attending the meeting*
1	Audit Committee	03-11-2020				Yes	5	5
2	Audit Committee	13-11-2020	9			Yes	5	5
3	Audit Committee	08-12-2020	24			Yes	5	5
4	Audit Committee	20-01-2021	42			Yes	5	5
5	Audit Committee	12-02-2021	22			Yes	5	5
6	Audit Committee	26-02-2021	13			Yes	5	5

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*	No. of Independent Directors attending the meeting*
7	Nomination and remuneration committee	08-12-2020				Yes	3	3
8	Stakeholders Relationship Committee	03-11-2020				Yes	4	2
9	Corporate Social Responsibility Committee	12-11-2020				Yes	4	2
10	Corporate Social Responsibility Committee	08-01-2021	56			Yes	5	2
11	Corporate Social Responsibility Committee	19-02-2021	41			Yes	5	2
12	Risk Management Committee	24-03-2021				Yes	5	1

<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	

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)

<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>Composition of the Board: As on 31st March, 2021, Composition of the Board of Directors of the Company fall short of five (5) 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>Composition of the Audit and Nomination &amp; Remuneration Committees: Due to completion of tenure of some of the members of the Audit and Nomination &amp; Remuneration Committees on 4th March, 2021, the said Committees fall short of minimum required number of members. To comply with minimum constitutional requirement, proposal has been raised for approval of the Board to reconstitute such Committees in its next meeting.</p>

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
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	NA		
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

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
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	Composition of the Board: As on 31st March, 2021, Composition of the Board of Directors of the Company fall short of five (5) Independent Directors including one (1) Woman Independent Director. 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.
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	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
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	Due to completion of tenure of some of the members of the Audit Committee on 4th March, 2021, the said Committee falls short of minimum required number of members. To comply with minimum constitutional requirement, proposal has been raised for approval of the Board to reconstitute the Committee in its next meeting.
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	No	Due to completion of tenure of some of the members of the Nomination & Remuneration Committee on 4th March, 2021, the said Committee falls short of minimum required number of members. To comply with minimum constitutional requirement, proposal has been raised for approval of the Board to reconstitute the Committee in its next meeting.
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
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	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
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)	Yes	
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			

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

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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	

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

<b>Signatory Details</b>	
Name of signatory	G V Sesha Reddy
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	07-04-2021

