

<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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
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																
For	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)
an	ABGPM6767R	08209860	Executive Director	Chairperson	MD	28-07-1962	NA		01-09-2018	01-09-2018			1	0	0	0
ia	AAMPV5168L	08652280	Executive Director	Not Applicable		01-12-1962	NA		01-01-2020	01-01-2020			1	0	1	0
terjee	ABDPC7347Q	08139347	Executive Director	Not Applicable		09-06-1962	NA		01-06-2018	01-06-2018			1	0	0	0
ishnan	AACPA6794K	06761339	Executive Director	Not Applicable		29-08-1964	NA		01-08-2018	01-08-2018			1	0	1	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)	Num memb in A Stake Comm includ listed (R Regu 26( Lis Regul
5	Mr	M S Velpari	AARPV6266A	08516652	Executive Director	Not Applicable		02-02-1962	NA		01-08-2019	01-08-2019			1	0	0
6	Ms	Dipali Khanna	ADBPK0704H	03395440	Non-Executive - Independent Director	Not Applicable		23-10-1952	NA		08-01-2016	08-01-2019	07-01-2020	48	4	4	2
7	Mr	Dr. J K Bajaj	AACPB4559K	07942314	Non-Executive - Independent Director	Not Applicable		21-03-1952	NA		11-09-2017	11-09-2017		36	1	1	1
8	Mr	Anil Kumar	ABOPK7183P	02948372	Non-Executive - Independent Director	Not Applicable		31-12-1953	NA		05-03-2018	05-03-2018		36	1	1	1

### 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)	N me i St Co inc lis R : Re
9	Mr	Siddharth	AOBPS9127D	06401463	Non-Executive - Independent Director	Not Applicable		20-11-1955	NA		05-03-2018	05-03-2018		36	1	1	2
10	Mr	Neelakanta lyer R	ACJPR4746F	07019560	Non-Executive - Independent Director	Not Applicable		28-11-1953	NA		05-03-2018	05-03-2018		36	1	1	1
11	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		36	1	1	1
12	Mr	Dr S Malla Reddy	BDWPS4477D	08196657	Non-Executive - Independent Director	Not Applicable		18-02-1962	NA		24-07-2018	24-07-2018		36	1	1	2

### 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)	Nur mem in . Stak Comu inclu liste (f Reg 26 Li Regu
13	Ms	Tessy Thomas	AAWPT6654K	08189164	Non-Executive - Nominee Director	Not Applicable		27-04-1963	NA		02-07-2018	02-07-2018		1	0	0	
14	Mr	Chandraker Bharti	ADCPB8337L	02599261	Non-Executive - Nominee Director	Not Applicable		30-10-1967	NA		15-05-2018	15-05-2018		1	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	03395440	Dipali Khanna	Non-Executive - Independent Director	Chairperson	28-05-2016	07-01-2020	
2	07942314	Dr. J K Bajaj	Non-Executive - Independent Director	Chairperson	22-09-2017		
3	02948372	Anil Kumar	Non-Executive - Independent Director	Member	05-03-2018		
4	06401463	Siddharth	Non-Executive - Independent Director	Member	05-03-2018		
5	07019560	Neelakanta Iyer R	Non-Executive - Independent Director	Member	05-03-2018		
6	02263868	R Adm K C Sekhar Retd	Non-Executive - Independent Director	Member	17-04-2019		
7	08196657	Dr S Malla Reddy	Non-Executive - Independent Director	Member	17-04-2019		

<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	03395440	Dipali Khanna	Non-Executive - Independent Director	Chairperson	22-09-2017	07-01-2020	
2	07942314	Dr. J K Bajaj	Non-Executive - Independent Director	Member	22-09-2017		
3	02948372	Anil Kumar	Non-Executive - Independent Director	Member	05-03-2018		
4	02263868	R Adm K C Sekhar Retd	Non-Executive - Independent Director	Chairperson	17-04-2019		

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	08652280	Alok Verma	Executive Director	Member	01-01-2020		
2	06761339	C B Ananthakrishnan	Executive Director	Member	01-08-2018		
3	06401463	Siddharth	Non-Executive - Independent Director	Chairperson	17-04-2019		
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	08652280	Alok Verma	Executive Director	Member	01-01-2020		
2	08139347	Arup Chatterjee	Executive Director	Member	01-06-2018		
3	06761339	C B Ananthkrishnan	Executive Director	Member	01-08-2018		
4	07019560	Neelakanta Iyer R	Non-Executive - Independent Director	Chairperson	17-04-2019		
5	08516652	M S Velpari	Executive Director	Member	01-08-2019		
6	02263868	R Adm K C Sekhar Retd	Non-Executive - Independent Director	Member	16-03-2020		

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	03395440	Dipali Khanna	Non-Executive - Independent Director	Chairperson	22-09-2017	07-01-2020	
2	08652280	Alok Verma	Executive Director	Member	01-01-2020		
3	06761339	C B Ananthkrishnan	Executive Director	Member	01-08-2018		
4	02263868	R Adm K C Sekhar Retd	Non-Executive - Independent Director	Chairperson	17-04-2019		
5	08516652	M S Velpari	Executive Director	Member	01-08-2019		
6	02948372	Anil Kumar	Non-Executive - Independent Director	Member	16-03-2020		

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*	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	11-11-2019				Yes	14	7
2	17-12-2019		35		Yes	13	6
3		21-01-2020	34		Yes	11	4
4		13-02-2020	22		Yes	11	6
5		16-03-2020	31		Yes	11	4

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Number of Directors present*	No. of Independent Directors attending the meeting*
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)		
1	Audit Committee	11-11-2019				Yes	7	7
2	Audit Committee	13-02-2020	93			Yes	6	6
3	Audit Committee	16-03-2020	31			Yes	4	4
4	Nomination and remuneration committee	17-12-2019				Yes	3	3
5	Nomination and remuneration committee	21-01-2020	34			Yes	2	2
6	Stakeholders Relationship Committee	13-02-2020				Yes	4	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*	No. of Independent Directors attending the meeting*
7	Corporate Social Responsibility Committee	16-12-2019				Yes	2	1
8	Corporate Social Responsibility Committee	05-03-2020	79			Yes	4	1
9	Risk Management Committee	13-02-2020				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	

<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	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
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



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

<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

<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.
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	One Woman Independent Director in place of Ms. Dipali Khanna, Women Independent Director has to be appointed within 3 months of her cessation i.e., on 7.1.2020. The matter been referred to the Administrative Ministry i.e., Ministry of Defence in our case and to DPE. However, the appointment is yet to be intimated to us due to lockdown. It is expected that once the lockdown is over, the same shall be intimated to us.
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)	Yes	
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)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
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)	Yes	
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)	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			

<b>Annexure II</b>		
1	Name of signatory	G V SESA 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 SESA 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	BANGALORE
Date	30-04-2020

