

Hindustan Aeronautics Limited

(A Govt. of India Enterprise)

CIN: L35301KA1963GOI001622

Regd. Office: 15/1, Cubbon Road, Bengaluru-560001, India

Tel.: +91-80-22320001, Fax +91-80-2232 0758

E-mail: cosec@hal-india.com website: www.hal-india.co.in

NOTICE

Addendum to 55th Annual General Meeting Notice Dated 13.08.2018

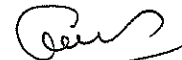
Subsequent to the despatch of the Notice dated 13th August, 2018, convening an AGM to be held on Friday, 28th September, 2018 at 1500Hours at HAL Management Academy (New Campus), Doddanekundi Main Road, Marathahalli, Bengaluru-560037, the Board of Directors of the Company have approved inclusion of additional agenda item as under:

SPECIAL BUSINESS

15. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152(2), 160, 203 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, Shri R Madhavan, (DIN:08209860) who was appointed as an Additional Director and designated as Chairman and Managing Director of the Company by the Board of Directors with effect from 1st September, 2018 as per the Govt. of India, MoD letter 49016/2/2017-D (HAL-III) dated 17th August, 2018, and who hold office until the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013 signifying his candidature as a Director, be and is hereby appointed as Director of the Company, on terms and conditions as stipulated by the Government of India.”

By Order of the Board of Directors
For Hindustan Aeronautics Limited



(G V Sessa Reddy)
Company Secretary

Place: Bengaluru

Date: 03/09/ 2018

NOTES:

1. Relevant Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto.
2. In compliance with the provisions of section 108 of the Act, the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through e-voting services provided by M/s Karvy Computershare Private Limited, on all resolutions set forth in this Notice. The shareholders may please follow the instructions for e-voting as mentioned in the notice of 55th AGM. The remote e-voting period commences on Tuesday, the 25th September, 2018(9.00 A.M. IST) and ends on Thursday, the 27th September, 2018(5.00 P.M. IST).

EXPLANATORY STATEMENT IN PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.15

Pursuant to the MoD letter 49016/2/2017-D (HAL-III) dated 17th August,2018, Shri R Madhavan (DIN:08209860), Executive Director, HAL was appointed as additional director and designated as Chairman and Managing Director of the Company by the Board of Directors with effect from 1stSeptember, 2018 under Section 161 of the Companies Act, 2013.

In term of the provisions of Section 161 of the Companies Act, 2013, and Article No. 103 (7) of the Articles of Association of the Company, he would hold office upto the date of the ensuing Annual General Meeting. A notice in writing under Section 160 of the Act has been received from him signifying his candidature as Director of the Company along with deposit of Rupees of 1 Lakh, which shall be refunded, in case he is elected as director or gets more than twenty-five percent of total valid votes cast on such resolution.

Shri R Madhavan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Born on 28th July, 1962, Shri R Madhavan is a graduate in Mechanical Engineering from NIT, Raipur and also M.Tech (Aircraft Production Engineering) from IIT, Madras.

He has joined Hindustan Aeronautics Ltd (HAL) as a Management Trainee (Technical) in July 1982 and has 36 years of experience. He was elevated to the position of Executive Director, Accessories Division, Lucknow in July 2017. Prior to his elevation, Shri Madhavan had served in various key positions across the Company.

Shri Madhavan with his rich and varied experience had provided solutions related to intricate technical problems and strategic issues.

Other particulars as per Reg. 36(3) of SEBI (LODR) Regulations, 2015 are provided as under:

- Disclosure of relationship between directors inter-se: Nil
- Directorship held in other listed Companies: Nil
- Membership/ Chairmanship in other listed Companies: Nil
- Shareholding in Hindustan Aeronautics Ltd: Nil

None of the Directors, Key Managerial Personnel of the Company or their relatives except, Shri R Madhavan, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution for your approval

By Order of the Board of Directors
For Hindustan Aeronautics Limited



(G V Sessa Reddy)
Company Secretary

Place: Bengaluru
Date: 03/09/ 2018