

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- | | | |
|------|---|--|
| i) | CIN | L35301KA1963GOI001622 |
| ii) | Registration Date | 16 / 08 / 1963 |
| iii) | Name of the Company | Hindustan Aeronautics Limited |
| iv) | Category of the Company
Sub-Category of the Company | Public Limited Company
Government Company |
| v) | Address of the Registered office and contact details | No: 15/1, Cubbon Road
PB No: 5150
Bengaluru - 560 001
Karnataka
Ph No: 080 22320001 |
| vi) | Whether listed company | Yes/No |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | M/s Karvy Fintech Private Limited
%Karvy Selenium Tower B+,
Plot No 31 & 32, Financial District, Nanakramguda, Gachibowli, Telengana . 500032
Ph No: 040-33211500 |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Manufacture of Aircraft and Helicopters	35301	44
2	Repair, Maintenance of Aircraft and Helicopters	35308	40

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING / SUBSIDIARY / ASSOCIATE	%of shares held	Applicable Section
1	BAeHAL Software Limited Airport Lane, HAL Estate, Bangalore . 560 017	U72200KA1993PLC013983	Associate	HAL:49 % BAe Systems:40 % BAe HAL Employee Trust: 11 %	Section 2(76) (viii)
2	Safran HAL Aircraft Engine Private Limited (formerly known as Snecma HAL Aerospace Pvt Ltd) No 140/1, Hoody Whitefield Road, Whitefield	U35303KA2005PTC037539	Associate	Snecma: 50 % HAL: 50 %	Section 2(76) (viii)
3	SAMTEL HAL Display Systems Limited No 501, 5 th Floor, Copia Corporate Suits, Plot No 9, District Centre, Jasola, Delhi . 110 025	U32204DL2007PLC158372	Associate	Samtel: 60 % HAL:40 %	Section 2(76) (viii)

4	Infotech HAL Limited 5 th Floor, Infotech IT Park, Phase-1, 110A & 110B, Electronics City, Hosur main road, Bangalore . 560 100	U29200KA2007PLC043691	Associate	HAL: 50 % Infotech (renamed as Cyient Limited): 50 %	Section 2(76) (viii)
5	HAL-Edgewood Technologies Private Limited 3 rd Floor, Old ADB Building, HAL Main Factory, HAL Airport Road, Bangalore . 560 017	U73100KA2007PTC042634	Associate	HAL:50 % Edgewood Inc, USA: 26 % Edgewood India: 24 %	Section 2(76) (viii)
6	HALBIT Avionics Private Limited No 15/1, Cubbon Road, Bangalore . 560 001	U35303KA2007PTC042680	Associate	HAL: 50 % Elbit:26 % MerlinhawkAsso. Blore: 24 %	Section 2(76) (viii)
7	Indo-Russian Aviation Limited No 15/1, Cubbon Road, Bangalore . 560 001	U35303KA1994PLC016219	Associate	HAL : 48 % ICICI Bank : 5 % RAC MiG : 31 % Ryazan :10 % Aviazapchast :6 %	Section 2(76) (viii)
8	HATSOFF Helicopter Training Private Limited Survey No 3 & 4, Opp to ARDC Main Gate HAL, Vibhuthipura, Bangalore - 560037	U74999KA2008PTC044972	Associate	HAL: 50 % CAE Canada: 50 %	Section 2(76) (viii)
9	Tata HAL Technologies Limited Venus Building, # ½, Kalyanamantapa Road, Jakkasandra, Koramangala, Bangalore . 560 034	U93000KA2008PLC046588	Associate	HAL: 50 % Tata Technologies: 50 %	Section 2(76) (viii)

10	<p>Multirole Transport Aircraft Limited</p> <p>MTAL House, HAL Senior Officer Enclave, Old Madras Road, Bangalore . 560 093</p>	U29199KA2010PLC056091	Associate	HAL : 50% Russians :50% (UAC-TA & ROE)	Section 2(76) (viii)
11	<p>International Aerospace Manufacturing Private Limited</p> <p>Survey No.3, Kempapura Village, VarthurHobli, Bangalore East Taluk, Bangalore . 560 037</p>	U29253KA2010PTC054509	Associate	HAL: 50 % Rolls Royce : 50 %	Section 2(76) (viii)
12	<p>Aerospace and Aviation Sector Skill Council</p> <p>HAL, Technical Training Institute, Surjandas Road, Vimanapura Road, Bangalore . 560 017</p>	U80301KA2014NPL076367	Associate	HAL: 50% BCIC: 25% SIATI: 25%	Section 2(76) (viii)
13	<p>Helicopter Engines MRO Pvt Ltd</p> <p>2727, 80ft Road, HAL 3rd Stage, Indiranagar, Bengaluru-560075</p>	U74999KA2016PTC095837	Associate	HAL: 50% Safran Helicopters Engines: 50%	Section 2(76) (viii)
14	<p>Naini Aerospace Ltd</p> <p>No.15/1, Cubbon Road, PB No 5150, Bengaluru-560001</p>	U29309KA2016GOI098895	Subsidiary	HAL: 100%	Section 2(76) (viii)
15	<p>Defence Innovation Organization</p> <p>Bharat Electronics Limited Campus, Jalahalli, Bangalore- 560013</p>	U73100KA2017NPL102118	Associate	HAL: 50% BEL: 50%	Section 2(76) (viii)

16	Indo-Russian Helicopters Ltd No.15/1, Cubbon Road, PB No 5150, Bengaluru- 560001	U35999KA2017GOI102728	Subsidiary	HAL-50.5% Russian Helicopter & Rosoboronexport: 49.5%	Section 2(76) (viii)
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IV. SHAREHOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity):

i) Category-wise Share Holding

(Refer Enclosure - I)

ii) Shareholding of Promoters

(Refer Enclosure – II)

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SI No	President of India	No. of shares	% of total shares of the Company
i.	At the beginning of the year	30,08,55,180	89.97
ii.	Cumulative Shareholding during the year	Nil	Nil
iii.	At the end of the year	30,08,55,180	89.97

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

I. Life Insurance Corporation of India

Date	At the beginning of the year		Change in Shareholding during the year		Cumulative Shareholding during the year	% of shares
	No. of shares	% of shares	Increase	Decrease		
01.04.2018	2,34,07,104	7.00			2,34,07,104	7.00
31.03.2019 At the end of the year			-	-	2,34,07,104	7.00

II. STATE BANK OF INDIA

Date	At the beginning of the year		Change in Shareholding during the year		Cumulative Shareholding during the year	% of shares
	No. of shares	% of shares	Increase	Decrease		
01.04.2018	16,12,896	0.48	-	-	16,12,896	0.48
06.04.2018			-	-42,476	15,70,420	0.47
27.07.2018			-	-710	15,69,710	0.47
03.08.2018			-	-420	15,69,290	0.47
23.11.2018			-	-250	15,69,040	0.47
30.11.2018			-	-2,273	15,66,767	0.47
07.12.2018			-	-1,000	15,65,767	0.47
14.12.2018			-	-500	15,65,267	0.47
31.03.2019 At the end of the year			-	-	15,65,267	0.47

III. ICICI Prudential Balanced Fund

Date	At the beginning of the year		Change in Shareholding during the year		Cumulative Shareholding during the year	% of shares
	No. of shares	% of shares	Increase	Decrease		
01.04.2018	8,06,448	0.24				
28.09.2018			20	-	8,06,468	0.24
28.12.2018			20,280	-	8,26,748	0.25
31.12.2018			2,042	-	8,28,790	0.25
04.01.2019			6,922	-	8,35,712	0.25
18.01.2019			1,77,742	-	10,13,454	0.30
25.01.2019			22,258	-	10,35,712	0.31
31.03.2019 At the end of the year					10,35,712	0.31

IV. The Wellington Trust Company, National Association Multiple Collective Investment Funds Trust, Opportunistic Equity Portfolio

Date	At the beginning of the year		Change in Shareholding during the year		Cumulative Shareholding during the year	% of shares
	No. of shares	% of shares	Increase	Decrease		
01.04.2018	-	-				
06.04.2018			31,316		31,316	0.01
13.04.2018			68,555		99,871	0.03
20.04.2018			40,036		1,39,907	0.04
27.04.2018			19,890		1,59,797	0.05
04.05.2018			11,126		1,70,923	0.05
11.05.2018			11,601		1,82,524	0.05
18.05.2018			69,311		2,51,835	0.08
25.05.2018			10,396		2,62,231	0.08
01.06.2018			12,681		2,74,912	0.08
08.06.2018			2,69,972		5,44,884	0.16
22.06.2018			93,103		6,37,987	0.19
29.06.2018			5,938		6,43,925	0.19
06.07.2018			2,407		6,46,332	0.19
20.07.2018			2,460		6,48,792	0.19
27.07.2018			2,232		6,51,024	0.19
03.08.2018			27,754		6,78,778	0.20
10.08.2018			21,649		7,00,427	0.21
17.08.2018			7,488		7,07,915	0.21
24.08.2018			4,163		7,12,078	0.21
31.08.2018			4,916		7,16,994	0.21
07.09.2018			2,615		7,19,609	0.22
14.09.2018			8,871		7,28,480	0.22
21.09.2018			2,151		7,30,631	0.22
28.09.2018			13,377		7,44,008	0.22
05.10.2018			1,500		7,45,508	0.22
02.11.2018				-5,684	7,39,824	0.22
09.11.2018				-2,761	7,37,063	0.22
16.11.2018				-5,060	7,32,003	0.22
07.12.2018				-2,722	7,29,281	0.22

14.12.2018				-5,080	7,24,201	0.22
04.01.2019			6,638		7,30,839	0.22
11.01.2019			18,063		7,48,902	0.22
08.02.2019				-6,178	7,42,724	0.22
15.02.2019				-548	7,42,176	0.22
22.02.2019				-12,933	7,29,243	0.22
31.03.2019 At the end of the year					7,29,243	0.22

V. General Insurance Corporation of India

Date	At the beginning of the year		Change in Shareholding during the year		Cumulative Shareholding during the year	% of shares
	No. of shares	% of shares	Increase	Decrease		
01.04.2018	6,69,336	0.20			6,69,336	0.20
31.03.2019 At the end of the year					6,69,336	0.20

VI. The New India Assurance Company Ltd

Date	At the beginning of the year		Change in Shareholding during the year		Cumulative Shareholding during the year	% of shares
	No. of shares	% of shares	Increase	Decrease		
01.04.2018	6,04,836	0.18			6,04,836	0.18
31.03.2019 At the end of the year					6,04,836	0.18

VII. Union Bank of India

Date	At the beginning of the year		Change in Shareholding during the year		Cumulative Shareholding during the year	% of shares
	No. of shares	% of shares	Increase	Decrease		
01.04.2018	2,82,252	0.08			2,82,252	0.08
20.04.2018				-23,192	2,59,060	0.08
15.06.2018				-1,799	2,57,261	0.08

07.12.2018			2,57,261		5,14,522	0.15
07.12.2018				-2,57,261	2,57,261	0.08
31.03.2019 At the end of the year					2,57,261	0.08

VIII. Canara Bank

Date	At the beginning of the year		Change in Shareholding during the year		Cumulative Shareholding during the year	% of shares
	No. of shares	% of shares	Increase	Decrease		
01.04.2018	2,44,896	0.07			2,44,896	0.07
31.03.2019 At the end of the year					2,44,896	0.07

IX. The Wellington Trust Company, National Association Multiple Common Trust Funds Trust, Opportunistic Equity Portfolio

Date	At the beginning of the year		Change in Shareholding during the year		Cumulative Shareholding during the year	% of shares
	No. of shares	% of shares	Increase	Decrease		
01.04.2018	-	-				
06.04.2018			10,145		10,145	0.00
13.04.2018			21,251		31,396	0.01
20.04.2018			13,030		44,426	0.01
27.04.2018			6,944		51,370	0.02
04.05.2018			3,912		55,282	0.02
11.05.2018			5,355		60,637	0.02
18.05.2018			22,621		83,258	0.02
25.05.2018			2,906		86,164	0.03
01.06.2018			2,987		89,151	0.03
08.06.2018			87,486		1,76,637	0.05
22.06.2018			30,090		2,06,727	0.06
29.06.2018			206		2,06,933	0.06
06.07.2018			1,589		2,08,522	0.06
27.07.2018			1,002		2,09,524	0.06

03.08.2018			6,683		2,16,207	0.06
10.08.2018			5,726		2,21,933	0.07
17.08.2018			2,228		2,24,161	0.07
31.08.2018			3,539		2,27,700	0.07
14.09.2018			4,306		2,32,006	0.07
21.09.2018			4		2,32,010	0.07
28.09.2018			5,610		2,37,620	0.07
02.11.2018				-1,449	2,36,171	0.07
09.11.2018				-2,996	2,33,175	0.07
07.12.2018				-1,123	2,32,052	0.07
14.12.2018				-7,038	2,25,014	0.07
04.01.2019				-6,667	2,18,347	0.07
08.02.2019				-2,852	2,15,495	0.06
15.02.2019				-1,164	2,14,331	0.06
22.02.2019				-4,923	2,09,408	0.06
01.03.2019				-11,225	1,98,183	0.06
31.03.2019 At the end of the year					1,98,183	0.06

X. Syndicate Bank

Date	At the beginning of the year		Change in Shareholding during the year		Cumulative Shareholding during the year	% of shares
	No. of shares	% of shares	Increase	Decrease		
01.04.2018	2,05,752	0.06			2,05,752	0.06
06.04.2018				-25,400	1,80,352	0.05
13.04.2018				-29,592	1,50,760	0.05
20.04.2018				-35,174	1,15,586	0.03
27.04.2018				-19,200	96,386	0.03
22.03.2019				-2,000	94,386	0.03
29.03.2019				-1,000	93,386	0.03
31.03.2019 At the end of the year					93,386	0.03

v) Shareholding of Directors and Key Managerial Personnel

(Refer Enclosure – III)

V. INDEBTEDNESS

Indebtedness of the company including interest outstanding/accrued but not due for payment
(Rs. In lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	86,406	Nil	Nil	86,406
ii) Interest due but not paid	-			-
iii) Interest accrued but not due	50			50
Total(i+ii+iii)	86,456			86,456
Change in Indebtedness during the financial year				
• <u>Addition</u>				
Principle	3,29,395	Nil	Nil	3,29,395
Interest				
• <u>Reduction</u>				
Principle				
Interest				
Net Change	3,29,395			3,29,395
Indebtedness at the end of the financial year				
i) Principal Amount	4,15,801	Nil	Nil	4,15,801
ii) Interest due but not paid	-			-
iii) Interest accrued but not due	-			-
Total (i+ii+iii)	4,15,801			4,15,801

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

B. Remuneration to other directors:

C. Remuneration to key managerial personnel other than MD/Manager/WTD

(Enclosure IV)

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES - NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**For and on behalf of Board of Directors
Hindustan Aeronautics Limited**

**Sd-
(R Madhavan)
Chairman & Managing Director**

**Date: 27th July, 2019
Place: Bengaluru**

i) Individual shareholders holding nominal share capital upto Rs.2 lakh	42,01,679	-	42,01,679	1.26	40,25,074	65	40,25,139	1.20	(0.06)
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	-	-	-	-	22,123	-	22,123	0.01	0.01
c) Others (NBFCs Registered with RBI)	-	-	-	-	353	-	353	0.00	0.00
Non Resident Indians	95,137	-	95,137	0.03	122,732	-	1,22,732	0.04	0.01
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	2,09,394	0.05	2,09,394	0.06	22,386	-	22,386	0.01	(0.05)
Trusts	-	-	-	-	156	-	156	0.00	0.00
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	50,67,336	-	50,67,336	1.52	44,69,346	65	44,69,411	1.34	(0.18)

Total Public Shareholding (B)=(B)(1)+(B)(2)	3,35,32,320	-	3,35,32,320	10.03	3,35,32,255	65	3,35,32,320	10.03	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	33,43,87,500	-	33,43,87,500	100%	33,43,87,435	65	33,43,87,500	100%	-

*Nominee Shareholders of President of India

(Enclosure-II)

ii) **Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	No. of Shares	%of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	The President of India	30,08,55,180	89.97	-	30,08,55,180	89.97	-	-
	Total	30,08,55,180	89.97	-	30,08,55,180	89.97	-	-

Shareholding of Directors and Key Managerial Personnel

SI No	Name of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Changes	Cumulative Shareholding during the year		At the end of the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
i.	Shri Chandraker Bharti*	40	-	Transfer to President of India**	-	-	-	-
ii.	Shri T. Suvarna Raju*	40	-	Transfer to President of India**	-	-	-	-
iii.	Shri V M Chamola*	40	-	Transfer to President of India**	-	-	-	-
iv.	Shri D K Venkatesh*	40	-	Transfer to President of India**	-	-	-	-
v.	Shri C V Ramana Rao*	40	-	Transfer to President of India**	-	-	-	-

*Nominee Shareholders of the President of India

**Nomination withdrawn by President of India on 2nd July, 2018 vide letter no 38017/2/2017-D(HAL-II)

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (In Rs.)**

Sl. no	Particulars of Remuneration	Name of MD/WTD/Manager								Total Amount
		T. Suvarna Raju (ceased as Director w.e.f 31.08.2018)	R Madhavan (appointed w.e.f.01.09.2018)	V M Chamola	D K Venkatesh (Ceased as Director w.e.f 31.05.2018)	Arup Chatterjee (appointed w.e.f 01.06.2018)	Sunil Kumar	C V Ramana Rao (Ceased as Director w.e.f 31.07.2018)	C B Ananthkrishnan (appointed w.e.f 01.08.2018)	
1.	Gross salary									
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961**	61,75,585	17,94,753	55,74,624	40,03,770	24,39,581	38,17,130	49,43,883	19,58,464	3,07,07,790
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	12,29,325	2,10,020	8,85,347	5,52,755	3,97,584	6,18,460	2,64,737	3,26,076	44,84,304
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-	-	-	-	-
2	Stock option	-	-	-	-	-				-
3	Sweat Equity	-	-	-	-	-				-
4	Commission as % of profit others (specify)	-	-	-	-	-				-
5	Others, please specify	-	-	-	-	-				-
	Total (A)	74,04,910 [#]	20,04,773	64,59,971	45,56,525 [#]	28,37,165	44,35,590	52,08,620 [#]	22,84,540	
	**Include leave encashment	20,36,820	7,153	8,410	17,91,141	1,99,578	16,206	18,92,536	1,06,809	
	Ceiling as per the Act	Exempted as per MCA notification no 463(E) dt 5 th June, 2015								

#Excluding Gratuity amount of Rs.20,00,000/-

B. Remuneration to other Directors:

(Rs. In lakhs)

Sl. no.	Particulars of Remuneration	Name of Directors							Total Amount
		Dipali Khanna	Dr. J K Bajaj	Anil Kumar	Neelakanta Iyer R	Siddharth	Dr S Malla Reddy	Rear Admiral (R) K C Sekhar, AVSM, VSM	
1.	Independent Directors								
	a. Fee for attending board & committee meetings	4.4	5.8	4.4	4.0	3.8	1.8	2.0	26.20
	b. Commission	-	-	-	-	-	-	-	-
	Total(1)	4.4	5.8	4.4	4.0	3.8	1.8	2.0	26.20
2.	Other Non-Executive Directors	Shri Chandraker Bharti[#]	Dr Tessa Thomas[#]	-	-	-	-	-	-
	a. Fee for attending board committee meetings	-	-	-	-	-	-	-	-
	b. Commission	-	-	-	-	-	-	-	-
	c. Others, please specify	-	-	-	-	-	-	-	-
	Total(2)	-	-	-	-	-	-	-	-
	Total(B)=(1+2)	4.4	5.8	4.4	4.0	3.8	1.8	2.0	26.20
	Total Managerial Remuneration Over all Ceiling as per the Act	Exempted as per MCA notification no 463(E) dt 5 th June, 2015							

[#]No fees / commission being paid to the Part-time Official (Govt. Nominee) Director

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(In Rs.)

SI. No.	Particulars of Remuneration		CEO	Key Managerial Personnel		Total		
				Company Secretary (G V Sesa Reddy)	CFO (C B Ananthkrishnan)			
1	Gross Salary		Already included in Part A		Already included in Part A	Total		
	(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.*					23,97,795	23,97,795
	(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961					3,70,579	3,70,579
	(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961					-	-
2	Stock Option	-					-	
3	Sweat Equity	-					-	
4	Commission as % of profit others, specify	-					--	
5	Others, please specify	-	-					
	Total		27,68,374	27,68,374				

*Include leave encashment of Rs.4,463/-