



ಹಿಂದೂಸ್ತಾನ್ ಏರೋನಾಟಿಕ್ಸ್ ಲಿಮಿಟೆಡ್
ಪ್ರಧಾನ ಕಛೇರಿ
ಹಿಂದುಸ್ತಾನ್ ಏರೋನಾಟಿಕ್ಸ್ ಲಿಮಿಟೆಡ್
ಮುಖ್ಯಾಲಯ
HINDUSTAN AERONAUTICS LIMITED
CORPORATE OFFICE

CO/SEC/4(7)/2022-23/ BSE & NSE Filing/48

30th August, 2022

BSE Limited Listing Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	National Stock Exchange of India Ltd Listing Department Exchange Plaza, 5 th Floor, Plot No C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai – 400051
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Dear Sir/ Madam,

**Sub: Proceedings of 59th Annual General Meeting of the Company
held on 29th August, 2022**

Ref: BSE Scrip Code: 541154, NSE Symbol: HAL

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the proceedings of the 59th Annual General Meeting (AGM) held on 29th August, 2022.

2. This is for your information and record, please.

Thanking you,

Yours Faithfully
For Hindustan Aeronautics Ltd

(G V Seshu Reddy)
Company Secretary & Compliance Officer

15/1, ಕಬ್ಬನ್ ರೋಡ್, ಬೆಂಗಳೂರು - 560 001, ಕರ್ನಾಟಕ, ಭಾರತ, 15/1, ಕಬ್ಬನ್ ರೋಡ್, ಬೆಂಗಳೂರು - 560 001, ಕರ್ನಾಟಕ, ಭಾರತ

15/1, Cubbon Road, Bangalore - 560 001, Karnataka, India

ದೂರವಾಣಿ (ಫೋನ್) Ph. : +91-80-2232 0001, 2232 0475, ಫ್ಯಾಕ್ಸ್ (ಫೇಕ್ಸ್) Fax : +91-80-2232 0758

ಇ ಮೇಲ್ (ಇ) Email : cosec@hal-india.co.in

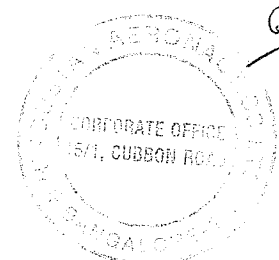
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**PROCEEDINGS OF 59TH ANNUAL GENERAL MEETING OF HINDUSTAN
AERONAUTICS LIMITED**

The 59th Annual General Meeting (AGM) of the Members of Hindustan Aeronautics Limited was held on Monday, August 29, 2022 at 3.00 P.M (IST) through Video Conferencing (VC) in compliance with the applicable provisions of the Companies Act, 2013 and as per the General Circular No. 20/2020 dated May 5, 2020 and subsequent Circulars issued from time to time and General Circular No 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (MCA) read with relevant circulars issued by the Securities and Exchange Board of India (SEBI), from time to time (hereinafter collectively referred to as "Circulars").

The following Directors were present:

Sl.No.	Name of the Director	Designation	Attended through VC from
1.	Shri C B Ananthakrishnan	Director (Finance) & CFO, Addl. Charge of Chairman & Managing Director	Registered & Corporate Office, Bengaluru
2.	Shri Alok Verma	Director (HR)	Registered & Corporate Office, Bengaluru
3.	Shri Jayadeva E P	Director (Operations)	Registered & Corporate Office, Bengaluru
4.	Dr. Tessy Thomas, DG (Aeronautical Systems),	Government Nominee Director	Bengaluru
5.	Dr. Divya Gupta	Independent Director, Chairman of the Stakeholders Relationship Committee	Indore
6.	Shri Deepak Abasaheb Shinde	Independent Director, Chairman of Audit Committee and Nomination & Remuneration Committee	Mhaisal



In Attendance:

Sl. No.	Name of the Officials	Designation	Attended through VC from
1	Shri G V Sesha Reddy	Company Secretary	Registered & Corporate Office, Bengaluru
2	Ms Dakshayani P,	Partner, DPSP & Associates, Company Secretaries, Bengaluru Scrutinizer & Secretarial Auditor	Bengaluru
3	Shri NR Suresh	Partner, Maharaj N R Suresh & Co, LLP Chartered Accountants	Chennai

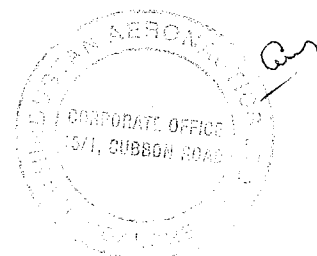
Members Present: 54 Members attended through video conferencing.

The meeting commenced at 3.00 PM and concluded at 4.50 PM.

Shri C B Ananthkrishnan, Director (Finance) & CFO with Addl. Charge of Chairman & Managing Director, chaired the Meeting. The Chairman informed the Members that 59th Annual General Meeting is being held through Video Conferencing (VC) in accordance with the circular issued by the Ministry of Corporate Affairs and SEBI. He called upon other Directors and CEOs of the Complexes to introduce themselves.

The Chairman called the meeting to order as requisite quorum was present. The Chairman welcomed all Members, Directors, CEOs of the Complexes and Auditors joined through VC.

The Chairman thereafter requested the Company Secretary to brief the members regarding general instructions for participation in the 59th Annual General Meeting. The Company Secretary informed that the Company has enabled the Members to participate at the 59th AGM through the video conferencing facility provided by KFin Technologies Limited, Registrars and Transfer Agent of the Company. It was further informed that in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Members have been provided the facility to exercise their right to vote by electronic means, both through remote e-voting and e-voting during the AGM. It was also informed that the members who have not already cast their vote through remote e-voting can cast their vote



during the meeting through e-voting facility. The Company had appointed M/s DPSP & Associates, Company Secretaries, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during the AGM.

Thereafter, the Chairman addressed the members and briefed about the operations, highlights of business performance and future outlook of the Company.

Notice convening the AGM, the Report of Board of Directors, Auditor's Report, comments of Comptroller & Auditor General of India and Secretarial Auditor's Report were taken as read, as the same were circulated to the members by e-mail.

The Chairman informed that Secretarial Auditor in her Report has made qualification with respect to non-appointment of required number of Independent Directors and consequently non-constitution of Statutory Committees of the Board.

The Chairman informed that, since appointment of Independent Directors in the Government Companies is being made by concerned Administrative Ministry of the Government of India, the Company is pursuing with Ministry of Defence /Department of Public Enterprise for filling up the vacancies of Independent Directors.

It was also informed that the Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts were available electronically for inspection.

Thereafter, the following items of business, as per the Notice of AGM were transacted:

Ordinary Business:

1. Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon and Comments of the Comptroller & Auditor General of India. (Ordinary Resolution)
2. Confirmation of payment of Interim Dividend of Rs. 40/- per equity share paid and declaration of Final Dividend of Rs.10/- per equity share for the financial year 2021-22. (Ordinary Resolution)



3. Appointment of a Director in place of Shri Alok Verma, (DIN - 08652280) who retires by rotation and being eligible, offers himself for re-appointment.(Ordinary Resolution)
4. Appointment of a Director in place of Shri Chandraker Bharti (DIN 02599261) who retires by rotation and being eligible, offers himself for re-appointment.(Ordinary Resolution)
5. Fixation of remuneration of Statutory Auditors for the financial year 2022-23.(Ordinary Resolution)

Special Business:

6. Ratification of the remuneration payable to the Cost Auditor of the Company for the financial year 2022-23.(Ordinary Resolution)
7. Appointment of Dr. Divya Gupta, (DIN 00236773), as Part-Time Non-Official (Independent) Woman Director of the Company. (Special Resolution)
8. Appointment of Shri Deepak Abasaheb Shinde, (DIN 00288460), as Part-Time Non-Official (Independent) Director of the Company. (Special Resolution)
9. Appointment of Shri Jayadeva E.P, (DIN 06761333) as Director (Operations) of the Company, who was appointed as an Additional Director and designated as Director (Operations) of the Company by the Board of Directors with effect from 10th June, 2022. (Ordinary Resolution)

Thereafter, queries raised by the members were answered.

The Chairman further informed the members that results of e-voting will be declared within 2 working days from the conclusion of the meeting and uploaded on the website of the Company and KFin Technologies Limited, the agency providing e-voting facility. The result will also be informed to the Stock Exchanges viz. the BSE Ltd and National Stock Exchange of India Ltd. where the shares of the Company are listed.



Thereafter, the meeting ended with a vote of thanks to chair at 4.50 PM after being open for 15 minutes for e-voting to be completed.

By Order of the Board of Directors
For Hindustan Aeronautics Limited



(G V Sesha Reddy)
Executive Director
Company Secretary

Place: Bengaluru
Date: 30th August, 2022

