



Notice of 61st AGM

NOTICE is hereby given that the 61st Annual General Meeting (AGM) of Hindustan Aeronautics Limited will be held on **Wednesday, August 28, 2024 at 3.00 P.M. (IST)** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon and Comments of the Comptroller & Auditor General of India.
2. To confirm payment of interim dividend of ₹22/- per equity share and to declare a final dividend of ₹13/- per equity share for the financial year 2023-24.
3. To appoint a Director in place of Shri C B Ananthkrishnan, (DIN 06761339) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. D K Sunil, (DIN 09639264) who retires by rotation and being eligible, offers himself for re-appointment.
5. To fix remuneration of Statutory Auditors for the financial year 2024-25.

In terms of provisions of Section 142 of the Companies Act, 2013, the remuneration of the Auditors shall be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. Hence, it is proposed that the Members may authorize the Board to fix the remuneration of the Statutory Auditors of the Company for the financial year 2024-25, as may deem fit.

SPECIAL BUSINESS

6. To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2024-25, pursuant to Section 148 and all other applicable provisions of Companies Act, 2013, by passing with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of ₹1,50,000/- (Rupees One Lakh and Fifty Thousand Only) excluding applicable Tax payable to M/s Murthy & Co., LLP, Cost and Management Accountants, Bengaluru, for conducting cost audit of the

Company for the financial year 2024-25, as approved by the Board of Directors of the Company, be and is hereby ratified.”

7. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution** for Increase of Authorized Share Capital and Alteration of Capital Clause of the Memorandum of Association of the Company:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Article 10 of Articles of Association of the Company, and subject to such other approval(s)/consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the members of the Company be and is hereby accorded for increase of Authorized Share Capital of the Company from ₹600,00,00,000 (Rupees Six Hundred Crore only) divided into 1,20,00,00,000 (One Hundred and Twenty Crore) equity shares of ₹5/- (Rupee Five Only) each to ₹700,00,00,000 (Rupees Seven Hundred Crore only) divided into 1,40,00,00,000 (One Hundred and Forty Crore) equity shares of ₹5/- (Rupee Five Only) each.

“RESOLVED FURTHER THAT pursuant to provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the members of the Company is hereby accorded to substitute the existing clause V of Memorandum of Association relating to Capital with the following:

“The Share Capital of the Company is ₹700,00,00,000 (Rupees Seven Hundred Crore only) divided into 1,40,00,00,000 (One Hundred and Forty Crore) equity shares of ₹5/- (Rupee Five Only) each with rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges, or



conditions in such manner as may for the time being be provided by the Articles of Association of the Company, but subject always to the provisions of the Companies Act, 1956 and / or the Companies Act, 2013 including amendments thereto from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) and/or Whole-time Director and/or Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s) where the shares of the Company are listed, Depositories, MCA and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

**By Order of the Board of Directors
For Hindustan Aeronautics Limited**



(Shailesh Bansal)
Company Secretary

Place: Bengaluru
Date: July 23, 2024

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item No. 6 and 7 given above as Special Business in the forthcoming AGM.
2. Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 5, 2020 and subsequent Circulars issued from time to time and General Circular No 09/2023 dated September 25, 2023 read with relevant circulars issued by the Securities and Exchange Board of India (SEBI), from time to time (hereinafter collectively referred to as "Circulars)", has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2024. In Compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 61st AGM of the Company is being held through VC/ OAVM, without the physical presence of Members at a common venue. The deemed venue for the AGM will be the Registered Office of the Company.
3. The Company has enabled the members to participate at the 61st AGM through VC facility provided by the KFin Technologies Limited ("KFinTech") (formerly known as "KFin Technologies Private Limited"). The participation at the AGM through VC shall be allowed on a first-come-first-served basis.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members who requires physical copy of the Annual Report, may request for the same. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's Website www.hal-india.co.in, websites of the Stock Exchanges i.e BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFinTech at <https://evoting.kfintech.com> at download section.
5. We desire members to support 'Green Initiative' by receiving the Company's Communication through email. Members who have not registered their email addresses and mobile number so far are requested to validate/register their details with the Depository Participant in case of shares held in electronic form and with the Registrar viz. KFinTech in case the shares are held in physical form, for receiving all communication including Annual Report



- and other Notices from the Company electronically. In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 309 4001.
6. In compliance with the provisions of section 108 of the Act, the Rules made thereunder and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through e-voting services provided by KFin Technologies Limited, on all resolutions set forth in this Notice. Members attending the AGM through VC/ OAVM, who have not cast their votes by remote e-voting shall be able to exercise their vote through e-voting during the AGM. Members, who have cast their vote by remote e-voting prior to the AGM, may attend the AGM through VC/ OAVM but shall not be entitled to cast their vote again. **The Procedure / Instruction for e-voting and joining AGM are provided in this notice.**
 7. The remote e-voting period commences on Saturday, August 24, 2024 (9.00 A.M. IST) and ends on Tuesday, August 27, 2024 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, August 21, 2024, may cast their votes electronically. The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
 8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
 9. Pursuant to the provisions under section 105 of the Act, a member who is entitled to attend and vote at a General Meeting, shall be entitled to appoint another person as a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since, this AGM is being held pursuant to the MCA Circular through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip is not annexed to this Notice. However, pursuant to Section 112 and 113 of the Act, the President of India or Body Corporate who are members are required to send a scanned copy of its Board or Governing Body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote electronic – voting (e-voting). The said resolutions / Authorizations can be forwarded to RTA on evoting@kfintech.com or sent to the Company by email through its registered email address to investors@hal-india.co.in.
 10. The Register of Members and Share Transfer Books of the Company will remain closed from August 22, 2024 to August 28, 2024 for the purpose of AGM (both days inclusive).
 11. The following documents will be available for inspection by the Members electronically during the AGM. Members seeking to inspect such documents can send an email to investors@hal-india.co.in.
 - (a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013.
 - (b) The Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013.
 12. Brief profile of the Directors seeking appointment/ re-appointment as mandated under Regulation 36(3) of the SEBI Listing Regulations forms part of the Notice.
 13. As per Regulation 40 (1) of SEBI Listing Regulations, as amended, transfer of securities of the Company shall not be processed unless the securities are held in the dematerialised form with a depository. Further, transmission or transposition of Securities of the Company held in physical or dematerialised form shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
 14. The Board of Directors of the Company in its 481st meeting held on June 26, 2024 has recommended a final dividend of ₹13/- per share of ₹5/- each, subject to approval of shareholders at its 61st AGM.
 15. The Company has fixed Wednesday, August 21, 2024 as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.
 16. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before September, 27, 2024 as under:
 - (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as on record date.



- (ii) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as on record date.
17. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source (TDS) from dividend payable to shareholders at applicable rates, at the time of making payment of the dividend. To enable the Company to determine the appropriate TDS/withholding tax rate applicability, Members are requested to upload the requisite documents at <https://ris.kfintech.com/form15/default.aspx> on or before 22nd August, 2024, to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. No communication on the tax determination / deduction shall be entertained thereafter. The shareholders are requested to update their PAN with the depositories (in case of shares held in demat mode) and with Company's RTA (in case of shares held in physical mode).
 18. Members are requested to address all correspondence including dividend related matters to the Registrar & Share Transfer Agent (RTA) of the Company i.e. KFin Technologies Limited (formerly known as "KFin Technologies Private Limited"), Selenium Building, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad -500 032, Telangana, Toll free number 1800 309 4001 e-mail Id: einward.ris@kfintech.com.
 19. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA mentioned above or the Company Secretary of the Company or at investors@hal-india.co.in.
 20. The Board has appointed M/s DPSP & Associates, Company Secretaries, Bengaluru as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
 21. The results of the above resolutions shall be declared within 2 working days from the conclusion of the AGM of the Company and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of the requisite number of votes in favour of the resolutions.
 22. The results of the voting declared along with the scrutinizer's report will be published on the website of the Company (www.hal-india.co.in) and on website of RTA (<https://evoting.kfintech.com>) within 2 working days from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.
 23. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares in individual name are advised to avail nomination facility by filing their own interest. Blank form can be obtained from RTA on request. Members holding shares in dematerialised form may contact their respective DPs for registration of nomination.
 24. Pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, the Auditors of a Government Company are appointed or re-appointed by the Comptroller and Auditor General (C&AG) of India and their remuneration is to be fixed by the Company in the AGM. The members may authorise the Board to fix an appropriate remuneration of Auditors for the year 2024-25.
 25. Members are requested:
 - I. To quote their Folio/DP & Client identification No. in all correspondence.
 - II. To notify immediately any change of their address and bank particulars to the RTA or the Company, in case shares are held in physical form and in case their shares are held in dematerialised form, information should be passed on directly to their respective Depository Participants and not to the RTA/ Company, without any delay.
 - III. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 26. The Company has designated an exclusive e-mail ID called investors@hal-india.co.in for redressal of shareholders'/ investors' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at the above e-mail address.
 27. Since the AGM will be held through VC /OAVM, the Route Map is not annexed in this AGM Notice.

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

Item No. 6 – Ratification of Remuneration to Cost Auditors for FY 2024-25

The Board, on the recommendation of the Audit Committee, has approved in its 481st meeting held on June, 26, 2024, the appointment of M/s Murthy & Co, LLP, Cost and Management Accountants, Bengaluru, at a remuneration of ₹1,50,000/-



(Rupees One Lakh and Fifty Thousand only) excluding applicable tax, to conduct the Cost Audit of the Company for the financial year 2024-25.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

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

The Board of Directors recommends the Ordinary Resolution for your approval.

Item No. 7 – Increase of Authorized Share Capital and Alteration of Capital Clause of the Memorandum of Association of the Company:

Presently, the Authorized Share Capital of the Company is ₹600,00,00,000 divided into 1,20,00,00,000 Equity Shares of ₹5/- each and the paid-up share capital of the Company is ₹334,38,75,000 divided into 66,87,75,000 Equity Shares of ₹5/- each fully paid up.

The order book position of the Company has increased manifold. Also there are many upcoming new projects, for which the Company may require the capital for expansion.

Further, Capital Expenditure and R&D Expenditure are considered essential considering the need to maintain the state of the art infrastructure and technologies for Aerospace Standard and also to develop systems/platforms for meeting the requirements of the Defence Forces and to become Atmanirbhar.

In order to meet the Capital and R&D expenditure, the Company may go for further issue of capital. Accordingly, there

may be requirement to increase the Authorized Share Capital of the Company.

Therefore, it is proposed to increase the Authorized Share Capital of the Company from ₹600,00,00,000 divided into 1,20,00,00,000 Equity Shares of ₹5/- each to ₹700,00,00,000 divided into 1,40,00,00,000 Equity Share of ₹5/- each.

The proposed increase in Authorized Share Capital would also require consequential amendments to the existing Clause V of the Memorandum of Association (“MOA”) of the Company.

As per the provision of the Section 13 and 61 of the Companies Act, 2013, the increase in Authorized Share Capital and alteration in the Capital clause of MOA of the Company shall be effected only after the approval of the Members by passing an Ordinary Resolution.

The Board of Directors of the Company in its 481st meeting held on June 26, 2024 has considered and recommended the increase in Authorized Share Capital and alteration of Clause V of the Memorandum of Association (“MOA”) of the Company subject to approval of the Members and other statutory and regulatory approvals, as applicable.

None of the Directors, Key Managerial Personnel of the Company or their relatives 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**



(Shailesh Bansal)
Company Secretary

Place: Bengaluru
Date: July 23, 2024



Additional information on Directors being appointed/re-appointed as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Shri C B Ananthkrishnan	Dr. D K Sunil
DIN	06761339	09639264
Date of Birth	29.08.1964	08.04.1966
Date of appointment	01.08.2018	29.09.2022
Brief Resume	<p>Shri C B Ananthkrishnan, Director (Finance) & CFO with additional charge of CMD (w.e.f 01.08.2022), is a Commerce Graduate and Post Graduate in Business Administration from Madras University and is a fellow member of Institute of Cost Accountants of India.</p> <p>He joined the Company in March 2004. He has over 36 years of work experience in Public & Private sectors with stints in merchant banking, pharmaceuticals, fertilizers, aerospace industry.</p>	<p>Dr. D K Sunil is a graduate in Electronics & Communication Engineering from Osmania University, Hyderabad and M. Tech in Aircraft Production from IIT, Madras. He was awarded Ph.D in Electronics Science from University of Hyderabad in the year 2019.</p> <p>He joined HAL in 1987 as a Management Trainee and has about 37 years of experience in varied roles in the company contributing significantly to production, quality enhancement, and customer support issues.</p>
Directorship held in other Listed Companies	Nil	Nil
Membership/ Chairmanship in other listed Companies	Nil	Nil
Shareholding in the Company	Nil	Nil
Relationship with other directors and Key Managerial Personnel of the Company	Nil	Nil

PROCEDURE AND INSTRUCTIONS FOR e-VOTING

PROCEDURE FOR REMOTE E-VOTING

- Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- The remote e-Voting period commences on Saturday, August 24, 2024 (9.00 A.M. IST) and ends on Tuesday, August 27, 2024 (5.00 P.M. IST).
- The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at einward.ris@kfintech.com or evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.



- v. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. Member already registered for IDeAS facility may follow the below steps: <ol style="list-style-type: none"> I. Visit the URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” under e-voting services. IV. Click on company name or e-Voting service provider i.e. KFintech and you will be re-directed to KFintech website for casting your vote. 2. Members who have not registered for IDeAS facility may follow the below steps: <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsd.com II. Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp III. On completion of the registration formality, follow the steps provided above. 3. Members may alternatively vote by directly accessing the e-Voting website of NSDL: <ol style="list-style-type: none"> I. Visit the URL: https://www.evoting.nsd.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company or the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.



Individual Shareholders holding securities in demat mode with CDSL

- 1. Members already registered for Easi/Easiest facility may follow the below steps:**
 - a) Visit the following URL: <https://web.cdslindia.com/myeasitoken/home/login/> or www.cdslindia.com
 - b) Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: www.cdslindia.com)
 - c) On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.
 - d) Click on Company name or e- voting service provider name, i.e., KFinTech to cast your vote.
- 2. Members who have not registered for Easi/ Easiest facility may follow the below steps:**
 - a) To register for this facility, visit the URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>
 - b) On completion of the registration formality, follow the steps provided above.
- 3. Members may alternatively vote by directly accessing the e-Voting website of CDSL:**
 - a) Visit the URL: <https://evoting.cdslindia.com/Evoting/EvotingLogin>
 - b) Enter the demat account number and PAN
 - c) Enter OTP received on mobile number & email registered with the demat account for authentication.
 - d) Post successful authentication, the shareholder will receive links for the respective e-voting service provider, i.e., KFinTech where the e-voting is in progress

Individual Shareholder login through their demat accounts / Website of Depository Participant

- I. Members may alternatively login using the credentials of the demat account through their DP registered with NSDL /CDSL for e-Voting facility.
- II. On clicking the E-voting icon, members will be redirected to NSDL / CDSL Depository site on successful authentication.
- III. Members may then click on Company name or e-Voting service provider – Kfintech and will be redirected to e-Voting website of KFinTech for casting their vote without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk details for Individual Shareholders holding securities in demat mode related to login through Depository i.e. NSDL and CDSL are as under:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.



Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Visit the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Hindustan Aeronautics Limited' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id i.e. cs.dakshayani@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.



- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

INSTRUCTIONS FOR ALL THE MEMBERS FOR ATTENDING THE AGM OF THE COMPANY THROUGH VC/OAVM AND E-VOTING DURING THE MEETING.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM though VC / OAVM shall open at least 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investors@hal-india.co.in. Questions /queries received by the Company till August 26, 2024 (5.00 P.M.) shall only be considered and responded during the AGM.

- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from August 23, 2024 (9.00 A.M.) to August 26, 2024 (5.00 P.M.). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com> by login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from August 23, 2024 (9.00 A.M.) to August 26, 2024 (5.00 P.M.)
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Ms B Swati Reddy, at einward.ris@kfintech.com and evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on August 21, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who



is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678

2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678

3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1800 309 4001 or write to them at evoting@kfintech.com