



Notice of 55th AGM

NOTICE is hereby given that the 55th Annual General Meeting (AGM) of the Members of Hindustan Aeronautics Limited will be held on Friday, 28th September, 2018 at 1500 Hours at HAL Management Academy (New Campus), Doddanekundi Main Road, Marathahalli, Bengaluru-560037 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2018, together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller & Auditor General of India.
2. To confirm payment of first Interim dividend of ₹23.92 per equity share (face value of ₹10/-) and second Interim dividend of ₹8.25 per equity share (face value of ₹10/-) paid on 9th March, 2018, and 31st March, 2018 respectively for the financial year 2017-18 as final dividend.
3. To appoint a Director in place of Shri V M Chamola, (DIN - 03595483), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Sunil Kumar, (DIN - 07081723) who retires by rotation and being eligible, offers himself for re-appointment.
5. To fix remuneration of Statutory Auditors for the financial year 2018- 19.

In terms of provisions of Section 139(5) read with Section 142 of the Companies Act, 2013, the remuneration of the Auditors of Government Companies, appointed by Comptroller and Auditor General of India, 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 2018-19, as may deemed fit.

Special Business

6. 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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Dr. J K Bajaj (DIN:07942314), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 11th September, 2017 as per the Govt. of India, MoD letter No.49016/3/2016-D(HAL-III) dated 11th September, 2017, be and is hereby appointed as an independent director of the Company, not liable to retire

by rotation, on same terms & conditions as determined by the Govt. of India,."

7. 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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Shri Anil Kumar (DIN:02948372), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 5th March, 2018 as per the Govt. of India, MoD letter No.49016/3/2016-D(HAL-III) dated 5th March, 2018, be and is hereby appointed as an independent director of the Company, not liable to retire by rotation, on same terms & conditions as determined by the Govt. of India."

8. To appoint 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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Shri Neelakanta Iyer R (DIN:07019560), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 5th March, 2018 as per the Govt. of India, MoD letter No.49016/3/2016-D(HAL-III) dated 5th March, 2018, be and is hereby appointed as an independent director of the Company, not liable to retire by rotation, on same terms & conditions as determined by the Govt. of India,."

9. To appoint 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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Shri Siddharth (DIN:06401463), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 5th March, 2018 as per the Govt. of India, MoD letter No.49016/3/2016-D(HAL-III) dated 5th March, 2018, be and is hereby appointed as an independent director of the Company, not liable to retire by rotation, on same terms & conditions as determined by the Govt. of India,."



10. 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 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Shri Arup Chatterjee (DIN:08139347) who was appointed as an Additional Director and designated as Director (Engg. and R&D) of the Company by the Board of Directors with effect from 1st June, 2018 as per the Govt. of India, MoD letter No 49016/4/2017-D (HAL-III) dated 3rd May 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 intention to appoint him as a Director, be and is hereby appointed as Director of the Company, on terms and conditions as stipulated by the Government of India.”

11. 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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Rear Admiral K.C. Sekhar, AVSM, VSM (Retd), (DIN: 02263868), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 24th July, 2018 as per the Govt. of India, MoD letter 49016/3/2016/- D (HAL-III) dated 24th July, 2018, be and is hereby appointed as an independent director of the Company, not liable to retire by rotation, on same terms & conditions as determined by the Govt. of India.”

12. 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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Dr. S. Malla Reddy, (DIN: 08196657), who was appointed as an Independent Director of the Company by the Board of

Directors with effect from 24th July, 2018 as per the Govt. of India, MoD letter 49016/3/2016/- D (HAL-III) dated 24th July, 2018, be and is hereby appointed as an independent director of the Company, not liable to retire by rotation, on same terms & conditions as determined by the Govt. of India.”

13. 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 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Shri C.B. Ananthakrishnan, (DIN: 06761339) who was appointed as an Additional Director and designated as Director (Finance) of the Company by the Board of Directors with effect from 1st August, 2018 as per the Govt. of India, MoD letter No 49016/4/2017-D (HAL-III) dated 6th July, 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 intention to appoint him as a Director, be and is hereby appointed as Director of the Company, on terms and conditions as stipulated by the Government of India.”

14. To ratify the remuneration payable to the Cost auditor appointed by the Board of Directors of the Company for the financial year 2017-18 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 ₹2,50,000/- (Rupees two lakhs and fifty thousand only) excluding applicable Tax payable to M/S KPR & Associates, Cost Accountants, Bangalore, for conducting cost audit of the Company for the financial year 2017-18, as approved by the Board of Directors of the Company at its 406th meeting held on 22nd September, 2017, be and is hereby ratified.”

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

(G V Sessa Reddy)
Company Secretary

Place: Bengaluru
Date: 13th August, 2018



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY FORTY-EIGHT HOURS (48 HRS.) BEFORE THE COMMENCEMENT OF THE MEETING. **BLANK PROXY FORM IS ATTACHED.**
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50(FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
3. 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 26th September, 2018 to Friday, the 28th September, 2018 for the purpose of AGM (both days inclusive).
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM venue.
6. The Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM venue.
7. Brief profile of the Directors seeking appointment/re-appointment as mandated under regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms part of the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
8. Share transfer documents and all correspondence relating thereto, must be addressed to the Registrar & Share Transfer Agent(RTA) of the Company i.e. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana 500032 Tel: 91-40-67162222, Fax: +91 (40) 2342 0814 E-mail Id: einward.ris@karvy.com; website: www.karvycomputershare.com
9. 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.
10. 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 instruction for e-voting are annexed to the notice. The notice of 55th Annual General Meeting along with the proxy Form and attendance slip is being sent by electronic mode to those members whose email addresses are registered with the Company/ Depositories/RTA, unless any member has requested for a physical copy of the same. For members, who have not registered their email addresses, physical copies are being sent by the permitted mode. The facility for voting will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their vote at the AGM through 'Insta Poll'. Members, who have cast their vote by remote e-voting prior to the AGM, may attend the AGM but shall not be entitled to cast their vote again.
11. The Board has appointed M/s Thirupal Gorige & Associates LLP, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting / instapoll in a fair and transparent manner.
12. The results of the above resolutions shall be declared not later than 48 hours 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.
13. 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 service provider's website (<https://evoting.karvy.com>) within 48 hours 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.
14. 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 of the 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.
15. 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 Annual General Meeting. The members may authorise the Board to fix an appropriate remuneration of Auditors for the year 2018-19 after taking



into consideration the increase in volume of work and prevailing inflation etc.

16. Members are requested:

- I. To bring their copies of Annual Report and Attendance Slip duly completed and signed at the meeting.
- II. To quote their Folio/DP & Client identification No. in all correspondence.
- III. Not to bring brief case, bags, eatables, cell phone etc. as they are prohibited inside the meeting hall for security reasons.
- IV. 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.
- V. To note that no gift will be distributed at the meeting.

17. 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.

18. Members may also note that the Notice of the 55th AGM and the Annual-Report 2017-18 of the Company will be available on the Company's website www.hal-india.co.in.

19. Route map showing directions to reach to the venue of the meeting is given at the end of this notice.

Explanatory Statement in Pursuant to Section 102 of the Companies Act, 2013.

Item No.6

Dr. J K Bajaj (DIN: 07942314), was appointed as Independent Director of the Company with effect from 11th September, 2017 under Section 149(4) pursuant to the MoD letter No. 49016/3/2016-D (HAL-III) dated 11th September, 2017.

Pursuant to the provisions of Section 152(2) of the Companies Act, 2013 and Schedule IV of the Act the appointment of Independent Director(s) has to be approved at the meeting of shareholders of the Company. Therefore, approval of the shareholders is sought for appointment of Dr. J K Bajaj, as Independent Director on same terms and conditions as determined by the Government of India. Dr. J K Bajaj, if appointed as an Independent Director, will not be liable to retire by rotation under Section 152 of the Act.

Dr. J K Bajaj has furnished declaration of independence as specified in Section 149 of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Born on 21st March, 1952, Dr. J.K. Bajaj, the founder Director of the Centre for Policy Studies has done M.Sc (Honours) in Physics

and also holds Ph.D in Theoretical Physics from the Punjab University, Chandigarh. His areas of specialization include Scientific & Technological tradition of India; Indian Society, Economy and Polity; Indian ideas and institutions; Religious Demography, Natural Resources and Geography.

Dr. Bajaj has done extensive research work on science & technology policy, on the interface between science and society and on the Indian traditions of Science & Technology. He has also been interested in studying the geography, culture, history and economy of different parts of India at the micro level and has published detailed and highly illustrated Atlases for several districts of Madhya Pradesh.

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 Dr. J K Bajaj, 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

Shri Anil Kumar (DIN: 02948372), was appointed as Independent Director of the Company with effect from 5th March, 2018 under Section 149(4) pursuant to the MoD letter 49016/3/2016-D(HAL-III) dated 5th March, 2018.

Pursuant to the provisions of Section 152(2) of the Companies Act, 2013 and Schedule IV of the Act the appointment of independent director(s) has to be approved at the meeting of shareholders of the Company. Therefore, approval of the shareholders is sought for appointment of Shri Anil Kumar, as Independent Director on same terms and conditions as determined by the Government of India. Shri Anil Kumar, if appointed as an Independent Director, will not be liable to retire by rotation under Section 152 of the Act.

Shri Anil Kumar has furnished declaration of independence as specified in Section 149 of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Born on 31st December, 1953, Shri Anil Kumar is an M.Tech graduate in Mechanical Engineering from IIT, Delhi. He has served in Bharat Electronics Limited, a Defence Public Sector Undertaking, for more than 38 years.

During his career in BEL, he had held key positions in the areas of Development and Engineering (R&D), Production, Materials Management. He has vast experience in Product Design, Project Management, General Management and Technology



Management areas. Shri Anil Kumar retired as Chairman & Managing Director of BEL in December 2013.

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 Anil Kumar, 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.8

Shri Neelakanta Iyer R (DIN: 07019560), has been appointed as Independent Director of the Company with effect from 5th March, 2018 under Section 149(4), pursuant to the MoD letter 49016/3/2016-D(HAL-III) dated 5th March 2018.

Pursuant to the provisions of Section 152(2) of the Companies Act, 2013 and Schedule IV of the Act the appointment of independent director(s) has to be approved at the meeting of shareholders the Company. Therefore, approval of the shareholders is sought for appointment of Shri Neelakanta Iyer R, as Independent Director on same terms and conditions as determined by the Government of India. Shri Neelakanta Iyer R, if appointed as an Independent Director, will not be liable to retire by rotation under Section 152 of the Act.

Shri Neelakanta Iyer R has furnished declaration of independence as specified in Section 149 of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Born on 28th November, 1953, Shri Neelakanta Iyer is a Chartered Accountant by profession and has more than 36 years of experience. He holds Bachelor Degree of Science in Zoology from University College of Trivandrum and also has done Chartered Accountancy in Finance from the Institute of Chartered Accountants of India, Delhi. His areas of specialization include Funds Management, Budgeting, Cost controls & reduction, Funds raising, Cash flow Management and ERP implementation.

Shri Neelakanta Iyer, during his career spanning over 36 years had held several important positions, including Chief Executive Officer, wherein he was instrumental in setting up a Greenfield BPO Company for handling accounting and book keeping jobs from across the globe.

Shri Neelakanta Iyer is presently serving as a Consultant, providing consultancy for Small, Medium & Large Business and also to Government of India. His notable assignments with

Government of India are Project for Commercial Accounting in the Postal Department, Financial Management of Brihat Mumbai Municipal Corporation and Registration & Management of Non-Government Organizations.

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 Neelakanta Iyer R, 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.9

Shri Siddharth (DIN: 06401463), has been appointed as Independent Director of the Company with effect from 5th March, 2018 under Section 149(4), pursuant to the MoD letter 49016/3/2016-D(HAL-III) dated 5th March 2018.

Pursuant to the provisions of Section 152(2) of the Companies Act, 2013 and Schedule IV of the Act the appointment of independent director(s) has to be approved at the meeting of shareholders the Company. Therefore, approval of the shareholders is sought for appointment of Shri Siddharth, as Independent Director on same terms and conditions as determined by the Government of India. Shri Siddharth, if appointed as an Independent Director, will not be liable to retire by rotation under Section 152 of the Act.

Shri Siddharth has furnished declaration of independence as specified in Section 149 of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Born on 20th November, 1955, Shri Siddharth, a graduate from St. Stephen's College, University of Delhi also holds Post-Graduation with specialization in History from the University of Rajasthan, Jaipur. Shri Siddharth, a 1983 batch IAS officer of West Bengal cadre has more than 32 years of experience and retired as Additional Chief Secretary to Government of West Bengal in November 2015.

During his illustrious career, Shri Siddharth has rich experience in the field of Commerce & Industry with valuable global exposure. Shri Siddharth has also served in International Organizations, where he was the Chairman of the Board of Governors of Common Fund for Commodities, Amsterdam – An International Organization with 106 member countries under the aegis of United Nations, during 2010-11. Driven by the impeccable



service record coupled with domain expertise, the West Bengal Government appointed him as the Principal Advisor Industry on the day of his retirement in November 2015 and later he was also appointed as Chairman of the Bengal Industrial Development and Promotion Board, where he served from 2016 to 2017.

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 Siddharth, 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.10

Pursuant to the MoD letter No49016/4/2017-D(HAL-III) dated 3rd May 2018, Shri Arup Chatterjee (DIN:08139347), was appointed as additional director and designated as Director (Engg. and R &D) of the Company by the Board of Directors with effect from 1st June, 2018 under Section 161 of the Companies Act, 2013.

In terms 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 intention to appoint him as Director of the Company along with deposit of Rupees one 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 Arup Chatterjee is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Born on 9th June, 1962, Shri Arup Chatterjee is a B.Tech in Mechanical Engineering from Jadavpur University, M.Tech in Aircraft Production Engineering from IIT, Chennai and MBA from IGNOU.

He has joined HAL as Management Trainee in the year 1982 and has 36 years of experience. He has contributed to various projects viz., Repair & Overhaul of engines for MIG series fighter aircrafts as well as Manufacture & repair /overhaul of AL31FP engines for Su-30 Aircraft.

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 Arup Chatterjee, 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.11

Rear Admiral K.C. Sekhar (Retd), AVSM, VSM (DIN 02263868), has been appointed as Independent Director of the Company with effect from 24th July, 2018 under Section 149(4), pursuant to the MoD letter 49016/3/2016/- D (HAL-III) dated 24th July, 2018.

Pursuant to the provisions of Section 152(2) of the Companies Act, 2013 and Schedule IV of the Act the appointment of independent director(s) has to be approved at the meeting of shareholders the Company. Therefore, approval of the shareholders is sought for appointment of Rear Admiral K.C. Sekhar (Retd), as Independent Director on same terms and conditions as determined by the Government of India. Rear Admiral K.C. Sekhar (Retd), if appointed as an Independent Director, will not be liable to retire by rotation under Section 152 of the Act.

Rear Admiral K.C. Sekhar (Retd) has furnished declaration of independence as specified in Section 149 of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Born on 31st October, 1951, Rear Admiral K.C. Sekhar (Retd), is an alumni of National Defence Academy and was commissioned in the Indian Navy in July 1972.

During his long career in the Indian Navy spanning over 36 years, Rear Admiral K.C. Sekhar had held various key positions, such as, Director, DMDE, Hyderabad; Diplomatic Assignment at Asmara, Ethiopia; Deputy Director General of Naval Projects; Admiral Superintendent, Naval Dockyard, Mumbai; and Assistant Chief of Material at Naval Headquarters.

Rear Admiral Sekhar was Chairman & Managing Director of Garden Reach Shipbuilders & Engineers (GRSE) from 2nd July 2008 to 31st October 2011. After superannuation from GRSE, Rear Admiral Sekhar served as Chief Operating Officer of erstwhile Pipavav Defence and Off Shore Engg. Company Ltd, Rajoula, Gujarat till 2015. He had also served as Independent Director of Bharat Electronics Ltd during 2013 for a period of one year. Currently, Rear Admiral Sekhar is serving as Independent Director for MV Hospital for Diabetes Pvt. Ltd., Royapuram, Chennai.

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 Rear Admiral Sekhar, 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. 12

Dr. S. Malla Reddy (DIN 08196657), has been appointed as Independent Director of the Company with effect from 24th July, 2018 under Section 149(4), pursuant to the MoD letter 49016/3/2016/- D (HAL-III) dated 24th July, 2018.

Pursuant to the provisions of Section 152(2) of the Companies Act, 2013 and Schedule IV of the Act the appointment of independent director(s) has to be approved at the meeting of shareholders the Company. Therefore, approval of the shareholders is sought for appointment of Dr.S. Malla Reddy, as Independent Director on same terms and conditions as determined by the Government of India. Dr.S. Malla Reddy, if appointed as an Independent Director, will not be liable to retire by rotation under Section 152 of the Act.

Dr. S. Malla Reddy has furnished declaration of independence as specified in Section 149 of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Born on 18th February, 1962, Dr. S. Malla Reddy holds Master's Degree in Arts, LLB and Doctor of Philosophy (PhD) in Political Science.

He held various key assignments, such as, Director, Co-op. Agriculture Development Bank, Medchal from 1981-85; Sarpanch, Grama Panchayat Bowrampet from 1988 to 1995 and Director, Golconda Grameena Bank from 2000-2002.

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 Dr. Malla Reddy, 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.13

Pursuant to the MoD letter 49016/4/2017-D (HAL-III) dated 6th July, 2018, Shri C.B. Ananthakrishnan (DIN: 06761339), was appointed as additional director and designated as Director (Finance) of the Company by the Board of Directors with effect from 1st August, 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 intention to appoint him 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 C.B. Ananthakrishnan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Born on 29th August, 1964, Shri C B Ananthakrishnan holds a Bachelor's degree in Commerce from Loyola College, Chennai, MBA in Finance from Madras University and is a Cost & Management Accountant. He joined our company as Chief Manager (Finance) on 31st March, 2004 and thereafter worked in various capacities. He has over 30 years of work experience in Public & Private sectors with stints in merchant banking, pharmaceuticals, fertilizers, aerospace industry and has held various positions in our Company. He is also nominee Director of HAL in the Board of three joint ventures of HAL.

He played an active role in HAL's Initial Public Offer (IPO) during March 2018. Having rich experience in pricing, he was instrumental in signing of major helicopter contracts of HAL including supply of 159 helicopters to the Armed Forces.

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 C.B. Ananthakrishnan, 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.14

The Board, on the recommendation of the Audit Committee, has approved in its 406th meeting held on 22nd September, 2017, the appointment of M/s KPR & Associates, Cost Accountants, Bangalore, at a remuneration of ₹2,50,000/- (Rupees two lakhs and fifty thousand only) excluding applicable Tax to conduct the Cost Audit of the Company for the financial year 2017-2018.

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 has 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.

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

(G V Sessa Reddy)
Company Secretary

Place: Bengaluru
Date: 13th August, 2018

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 V M Chamola	Shri Sunil Kumar
DIN	03595483	07081723
Date of Birth	04.12.1959	22.07.1959
Date of appointment	27.07.2011 (Tenure extended beyond 26.07.2016 upto 31.12.2019)	16.10.2017
Brief Resume	Shri V. M. Chamola is Director (Human Resources) of the Company and holds a Masters Degree in Economics from Garhwal University, LLB from APS University & MBA(HRM) from IGNOU. He served NTPC, BEML and NJPC in various capacities before joining HAL He possesses rich experience in Human Resource Development	Shri Sunil Kumar is Director (Operations) of the company with effect from October 16, 2017. He joined HAL as Design Trainee in 1981. He holds bachelor's degree in mechanical engineering from Agra University. He has vast experience in Aerospace Industry.
Directorship held in other Listed Companies	Nil	Nil
Membership/ Chairmanship in other listed Companies	Nil	Nil
Shareholding in the Company	40 (as nominee of the promoter)	Nil
Relationship with other directors and Key Managerial Personnel of the Company	Nil	Nil



Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s)	
Registered Address	
E-mail Id	
Folio No/ Client Id*	
DP ID	
No. of Shares	

* Applicable for members holding shares in demat form.

I/We, being the member (s) of shares of the above named company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 55th Annual General Meeting of the company, to be held Friday, 28th September, 2018 at 1500 Hours at HAL Management Academy (New Campus), Doddanekundi Main Road, Marathahalli, Bengaluru-560037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl No	RESOLUTIONS	Vote		
		For	Against	Abstain
ORDINARY BUSINESS				
1	To receive, consider and adopt the Audited Financial Statements (Stand-alone and Consolidated) of the Company for the financial year ended 31 st March 2018 and the reports of the Board of Directors' and Auditors' thereon.			
2	To confirm payment of interim dividend for the financial year 2017-18 as final dividend			
3	To appoint Shri V M Chamola, (DIN - 03595483), who retires by rotation as Director			
4	To appoint Shri Sunil Kumar, (DIN - 07081723), who retires by rotation as Director			
5	To authorise the Board of Directors to fix remuneration of statutory auditors of the Company for the financial year 2018-19			
SPECIAL BUSINESS				
6	Appointment of Dr. J K Bajaj as Independent Director			
7	Appointment of Shri Anil Kumar as Independent Director			
8	Appointment of Shri Neelakanta Iyer R as Independent Director			
9	Appointment of Shri Siddharth as Independent Director			
10	Appointment of Shri Arup Chatterjee as Director			
11	Appointment of RAdm K.C. Sekhar (Retd), as Independent Director			
12	Appointment of Dr. S. Malla Reddy, as Independent Director			
13	Appointment of Shri C.B. Ananthkrishnan as Director			
14	To ratify the remuneration payable to the Cost auditor for the financial year 2017-18			

Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Attendance Slip

Please fill attendance slip and hand it over at the entrance of the meeting venue. Joint shareholders may submit additional slip at the venue of the meeting.

Name of the Shareholder	
Address	
Folio No	
DP ID	
Client ID	
No of Shares held	

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 55th Annual General Meeting of the Hindustan Aeronautics Limited held on Friday, 28th September, 2018 at 1500 Hours at HAL Management Academy (New Campus), Doddanekundi Main Road, Marathahalli, Bengaluru-560037.

Signature of Shareholder / Proxy



Procedure and Instructions for E-Voting

I. **Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

The process and manner for remote e-voting are as under:

(A) For members who receive notice of Annual General Meeting through e-mail:

Members whose email IDs are registered with the Company/ Depository Participants (s) will receive an email from Karvy informing them of their User-Id and password. Once the members receive the email, he or she will need to go through the following steps to complete the e-voting process:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password).

User ID – for members holding shares in demat form:

- (a) For NSDL : 8 character DP ID followed by 8 digit Client ID
- (b) For CDSL: 16 digit Beneficiary ID

User ID – for members holding shares in physical form:

EVEN (E-Voting Event Number) followed by Folio Number

Password: Your unique password forwarded via email through the electronic notice.

However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your 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 “EVENT” i.e., ‘HINDUSTAN AERONAUTICS LIMITED’
- 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”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify.
- xi. 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., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email gthirupal@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “**Corporate Name_Event No.**”

(B) For members who receive the notice of Annual General Meeting in physical form:

In case of Members receive physical copy of Notice of AGM [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number, User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

II. **Voting at AGM:** The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at



the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

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.

III. The attendance registration procedure for the AGM is as follows:

- i. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
- ii. Alternatively, to facilitate smooth registration / entry, the company has also provided web checking facility, which would help the shareholder enter the AGM hall directly without going through the registration formalities at the Registration Counters.
- iii. The web check-in facilities will be available from 25th September, 2018 (9.00 A.M. IST) and ends on 27th September, 2018 (5.00 P.M. IST).

IV. The procedure of web check-in for the AGM is as follows:-

- i. Log in to <https://evoting.karvy.com> and click on web check-in link.
- ii. Select the Company name.
- iii. Pass through the security credentials viz. DP ID, Client ID, Folio Entry, PAN Number and 'CAPTCHA' as directed by the system and click on the submit button.
- iv. The system will validate the credentials. Click on 'Generate my Attendance Slip' button that appear on the screen.
- v. Attendance slip in PDF format will appear on the screen. Select the print option for direct printing or download and save for printing.
- vi. The shareholders need to furnish the printed attendance slip along with valid ID proof such as PAN card, Passport, Aadhaar Card or Driving Licence to enter the AGM hall.

Other Instructions

- a. 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.karvy.com> (Karvy Website) or contact Mr. Srinivas

B (Unit: HINDUSTAN AERONAUTICS LIMITED) at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@karvy.com / evoting@karvy.com or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on 25th September, 2018 (9.00 A.M. IST) and ends on 27th September, 2018 (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 21st September, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled 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.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September, 2018.
- e. 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 i.e., 21st September, 2018, 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

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

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.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to einward.ris@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.



Procedure and Instructions for E-Voting

Your Company will be providing transport facility at 1.30 pm from the specified destinations given below to reach the venue comfortably:

SI No	PICK UP POINT	LAND MARK
1	HAL Corporate Office, 15/1 Cubbon Road, Bengaluru-560001.	Cubbon Park Metro Station
2	HAL Engine Division, C V Raman Nagar Post, Suranjandas Road, Bengaluru-560093.	Near Swami Vivekananda Metro Station

ROUTE MAP TO THE VENUE

