



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

CO/SEC/4(7)/2022-23/ BSE & NSE Filing/87

8<sup>th</sup> December, 2022

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

**Sub: Result of Postal Ballot by Remote e-Voting Process and  
Scrutinizer's Report**

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

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Reference is made to our letter no.CO/SEC/4(7)/2022-23/BSE&NSE Filing/70 dated 7<sup>th</sup> November, 2022, attaching therewith Postal Ballot Notice dated 28<sup>th</sup> October, 2022 ("Notice") for seeking approval of the Shareholders of the Company on the following resolutions:

SI No	Resolution (s)	Type of Resolution (s)
1	Appointment of Shri Rajeev Prakash (DIN:08590061) as Government Nominee Director of the Company.	Ordinary Resolution
2	Appointment of Dr D K Sunil (DIN:09639264) as Whole Time Director designated as Director (Engineering and R&D) of the Company.	Ordinary Resolution

2. The remote e-voting process concluded on Wednesday, the 7<sup>th</sup> December, 2022 at 5.00 PM (IST). Subsequently, M/s DPSP & Associates, Company Secretaries, Bengaluru, Scrutinizer appointed for scrutiny of Postal Ballot process has submitted their report on the results of the Postal Ballot. Based on the report

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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

CIN: L35301KA1963GOI001622

www.hal-india.co.in

of the Scrutinizer, we hereby inform that, the shareholders of the Company have duly passed the above mentioned resolutions with requisite majority.

3. Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, Voting Results and Scrutinizer's Report are enclosed herewith for your information and record, please.

Thanking you,

Yours Faithfully  
**For Hindustan Aeronautics Ltd**

**(Shailesh Bansal)**  
**Joint Company Secretary & Compliance Officer**

Encl: As above

Company Name	HINDUSTAN AERONAUTICS LIMITED
Date of the Postal Ballot	7th December 2022( Voting Start Date:8th November 2022 to 7th December 2022 )
Total number of shareholders on record date	314206
No. of shareholders present in the meeting either in person or Promotes and Promoter Group:	Not Applicable
Public:	
No. of Shareholders attended the meeting through Video	Not Applicable
Promotes and Promoter Group:	
Public:	

**Resolution No:1**

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri Rajeev Prakash (Din: 08590061) as Government Nominee Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	251292407	251292407	100.0000	251292407	0	100.0000	0.0000
	Poll	251292407	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	251292407	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	67875139	61106851	90.0283	39577861	21528990	64.7682	35.2317
	Poll	67875139	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	67875139	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	15219954	37190	0.2444	35395	1795	95.1734	4.8265
	Poll	15219954	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	15219954	0	0.0000	00	0	0.0000	0.0000
Total		334387500	312436448	93.4354	290905663	21530785	93.1087	6.8913



**Resolution No.2**

Resolution required: (Ordinary/ Special)		ORDINARY - Appointment of Dr. D K Sunil (Din: 09639264) as Whole Time Director designated as Director (Engineering and R&D) of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	251292407	251292407	100.0000	251292407	0	100.0000	0.0000
	Poll	251292407	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	251292407	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	67875139	61199797	90.1653	46832085	14367712	76.5232	23.4767
	Poll	67875139	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	67875139	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	15219954	37190	0.2444	36123	1067	97.1309	2.8690
	Poll	15219954	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	15219954	0	0.0000	00	0	0.0000	0.0000
Total		334387500	312529394	93.4632	298160615	14368779	95.4024	4.5976



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# DPSP & ASSOCIATES

## Company Secretaries

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 and Rule 20, 21 (2) & 22 of the Companies (Management and Administration) Rules, 2014]

### COMBINED SCRUTINIZER'S REPORT

To,  
The Chairman  
**HINDUSTAN AERONAUTICS LIMITED**  
CIN: L35301KA1963GOI001622  
15/1, CUBBON ROAD, POST BOX NO.5150  
BENGALURU KA 560001 INDIA

Dear Sir,

**Sub: Scrutinizer's Report on postal ballot voting by way of electronics means in respect of passing of the resolution set out in the postal ballot notice dated 28<sup>th</sup> October 2022**

We, M/s. DPSP & Associates, a Practising Company Secretaries firm, having its office at No.323 1<sup>st</sup> Floor 3<sup>rd</sup> Stage 3<sup>rd</sup> Block 2<sup>nd</sup> 'G' Cross BasaveshwaraNagar Bangalore -560079 Karnataka India, have been appointed as Scrutinizer by the Board of Directors of **HINDUSTAN AERONAUTICS LIMITED** (the "Company") for the purpose of scrutinizing the Postal Ballot voting conducted by way of e- voting process for notice dated Friday, October 28<sup>th</sup>, 2022 (Notice) issued pursuant to Section 110 read with Section 108, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions if any, of the Companies Act, 2013, Regulation 17(1C) and 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015 ("LODR"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs ("MCA") vide its General Circular No. 02/2021 dated 13th January, 2021 read with Circular No.20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, (collectively referred to as "Applicable Circulars") allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means ("e-voting") only, in view of the Covid-19 pandemic. Further, pursuant to Regulation 17(1C) of the Securities Exchange Board of India (SEBI) (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.



Accordingly, approval of the shareholders has been obtained through the process of said Postal Ballot.

The said appointment as Scrutinizer is under the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20, 21 (2) and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended {"the Rules"}. As a Scrutinizer, we have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the notice.

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolution contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Our responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Notice. Our report is based on verification of data and reports generated from the voting system provided by KFin Technologies Limited, the Agency engaged by the Company to provide e-voting facility and papers/ documents furnished to us electronically till the time fixed for closing of the e-voting process i.e till Wednesday, the 7th day of December, 2022 (5.00 P.M. IST).

#### E voting Process:

- i) The remote e-voting period remained open from Tuesday, the 8th November, 2022 (9.00 A.M. IST) and ends on Wednesday, the 7th December, 2022 (5.00 P.M. IST).
  - ii) The votes cast during the e-voting were unblocked on 7<sup>th</sup> December, 2022 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, who are not in the employment of the Company.
  - iii) Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the e-voting website <https://evoting.kfintech.com>. Based on the report generated and relied upon by us, data on the e-voting was scrutinized.
2. The shareholders holding shares as on the "cut off" date, Friday, the 4th November, 2022 were entitled to vote on the proposed Two resolutions as mentioned in the Notice dated 28<sup>th</sup> October, 2022.
3. On account of the threat posed by COVID-19 and in line with the MCA circulars and SEBI relaxations in this regard, the Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant. Accordingly, Members had to vote only through the remote e-voting process.



4. The votes which were incomplete and/or which were otherwise found defective have been treated as invalid.

5. The consolidated result of e-voting (Event ID:7058) is as under:

We submit herewith the Scrutinizer's Report on the result of the e-voting for postal ballot based on the e-voting results downloaded from the website of KFin Technologies Limited, as under:

**ITEM NO 1: APPOINTMENT OF SHRI RAJEEV PRAKASH (DIN: 08590061) AS GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY - ORDINARY RESOLUTION:**

(i) Voting "in favour" of resolution:

Number of Members	No. of Votes cast by them (Shares)	% of total number of valid votes cast
1055	290905663	93.1087

(ii) Voting "against" the resolution:

Number of Members	No. of Votes cast by them (Shares)	% of total number of valid votes cast
308	21530785	6.8913

(iii) Invalid Votes:

Number of Members	No. of Votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

**ITEM NO 2: APPOINTMENT OF DR. D K SUNIL (DIN: 09639264) AS WHOLE TIME DIRECTOR DESIGNATED AS DIRECTOR (ENGINEERING AND R&D) OF THE COMPANY- ORDINARY RESOLUTION:**

(i) Voting "in favour" of resolution:

Number of Members	No. of Votes cast by them (Shares)	% of total number of valid votes cast
1132	298160615	95.4024



(ii) Voting "against" the resolution:

Number of Members	No. of Votes cast by them (Shares)	% of total number of valid votes cast
234	14368779	4.5976

(iii) Invalid Votes:

Number of Members	No. of Votes cast by them (Shares)	% of total number of valid votes cast
0	0	0

6. All the resolutions proposed hereinabove have been passed with requisite majority.

7. The remote e-voting register and other records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and hereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking you,

Yours faithfully,

**For M/s. DPSP AND ASSOCIATES  
Practising Company Secretaries**

*Abhilash M.K.*

**(ABHILASH M K)  
PARTNER  
FCS NO.11225  
CP NO.15180  
UDIN: F011225D002651291**



Place: Bengaluru

Dated: 07/12/2022

Witnesses:

1. *N. N. Sht*

2. *Vinutha*

Received the report of the Scrutinizer

**For Hindustan Aeronautics Limited**

*Aparna Mel*

Chairman and Managing Director