



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

CO/SEC/4(7)/2024-25/ BSE & NSE Filing/14

29th May, 2024

ಬಿಇಎಸ್‌ಲಿಮಿಟೆಡ್ BSE Limited ಲಿಸ್ಟಿಂಗ್ ವಿಭಾಗ Listing Department ಫಿರೋಜ್ ಜಿಜಿಭಯ್ ಟೌವರ್ಸ್ Phiroze Jeejeebhoy Towers, ದಲಾಲ ಸ್ಟ್ರೀಟ್ Dalal Street, ಮುಂಬೈ Mumbai – 400 001	ನೇಷನಲ್ ಸ್ಟಾಕ್ ಏಕ್ಸ್‌ಚೇಂಜ್ ಆಫ್ ಇಂಡಿಯಾ ಲಿಮಿಟೆಡ್ National Stock Exchange of India Ltd ಲಿಸ್ಟಿಂಗ್ ವಿಭಾಗ Listing Department ಏಕ್ಸ್‌ಚೇಂಜ್ ಪ್ಲಾಜಾ, 5 th ಫ್ಲೋರ್, ಪ್ಲಾಟ್ ನಂ. ಸಿ/1 Exchange Plaza, 5 th Floor, Plot No C/1, ಜಿ ಬ್ಲಾಕ್, ಬಾಂದ್ರಾ-ಕುರ್ಲಾ ಕಾಂಪ್ಲೆಕ್ಸ್, ಬಾಂದ್ರಾ (ಪೂರ್ವ) G Block, Bandra-Kurla Complex, Bandra (E), ಮುಂಬೈ Mumbai – 400051
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ಪ್ರಿಯ ಮಹೋದಯ/ ಮಹೋದಯಾ Dear Sir/ Madam,

ವಿಷಯ: ದಿನಾಂಕ 31 ಮಾರ್ಚ್, 2024 ಕೋ ಸಮಾಪ್ತ ವರ್ಷ ಹೇತು ವಾರ್ಷಿಕ ಸಚಿವೀಯ ಅನುಪಾಲನ ರಿಪೋರ್ಟ್
**Sub: Annual Secretarial Compliance Report for the year ended
31st March, 2024**

ಸಂದರ್ಭ: ಬಿಇಎಸ್‌ಲಿ ಸ್ಕ್ರಿಪ್ ಕೋಡ್: 541154, ಏನ್‌ಎಸ್‌ಲಿ ಚಿನ್ಹ: ಏಚ್‌ಏಲ್
Ref: BSE Scrip Code: 541154, NSE Symbol: HAL

ಸೆಬಿ ವಿನಿಯಮ (ಏಲ್‌ಓಡಿಆರ್), 2015 ಕೆ ವಿನಿಯಮ 24ಎ (2) ಕೆ ಅನುಸರಣೆ ಮೆಂ, ಕೃಪಯಾ ಏತದ್ವಾರಾ ಸಂಲಗ್ನ ದಿನಾಂಕ 31 ಮಾರ್ಚ್, 2024 ಕೋ ಸಮಾಪ್ತ ವರ್ಷ ಹೇತು ವಾರ್ಷಿಕ ಸಚಿವೀಯ ಅನುಪಾಲನ ರಿಪೋರ್ಟ್ ದೆಖೆಂ ।

Pursuant to Regulation 24A (2) of SEBI (LODR) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2024.

2. ಕೃಪಯಾ ಪಾವತೀ ಭೇಜೆಂ । Kindly acknowledge the receipt.

ಧನ್ಯವಾದ್ Thanking you,

ಭವದೀಯ Yours Faithfully
ಕೃತೆ ಹಿಂದುಸ್ತಾನ ಏರೋನಾಟಿಕ್ಸ್ ಲಿಮಿಟೆಡ್
For Hindustan Aeronautics Ltd

(ಶೈಲೆಶ್ ಬೆಂಸಲ್ Shailesh Bansal)
ಸಂಯುಕ್ತ ಕಂಪನೀ ಸಚಿವ್ ಏವೆಂ ಅನುಪಾಲನ ಅಧಿಕಾರೀ
Company Secretary & Compliance Officer

15/1, ಕಬ್ಬನ್ ರೋಡ್, ಬೆಂಗಳೂರು - 560 001, ಕರ್ನಾಟಕ, ಭಾರತ, 15/1, ಕಬ್ಬನ್ ರೋಡ್, ಬೆಂಗಳೂರು - 560 001, ಕರ್ನಾಟಕ, ಭಾರತ
15/1, Cubbon Road, Bangalore - 560 001, Karnataka, India

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

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

CIN: L35301KA1963GOI001622



DPSP & ASSOCIATES

Company Secretaries

SECRETARIAL COMPLIANCE REPORT
OF M/S. HINDUSTAN AERONAUTICS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by HINDUSTAN AERONAUTICS LIMITED (herein after referred to as 'the listed entity'), having its Registered Office at 15/1, Cubbon Road, Post Box No.5150 Bangalore 560001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:



No 323,1st Floor, 3rd stage, 3rd Block, 2nd 'G' Cross, Basaveshwara Nagar, Bangalore – 560 079.
Ph : 8123904145. E-mail : cs.dakshayani@gmail.com, abhilash@dpspcs.com / Website : www.dpspcs.com

We, DPSP and Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanations provided by HINDUSTAN AERONAUTICS LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **March 31, 2024** ("Review Period") in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

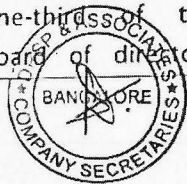
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable**;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable**;
 - (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 - **Not Applicable**;
 - (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

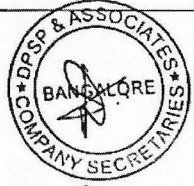


1. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of the matters specified below:

Sr No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of PCS	Management Response
1.	Regulation 17 (1)(a) and (1) (b) of SEBI LODR Regulations, 2015 – 17 (1) The composition of board of directors of the listed entity shall be as follows: (b) Where the chairperson of the Board of Directors of a listed entity is a non-executive director, at least one-third of the board of directors	17 (1) (b)	Half of the Board was not Independent For whole year	NSE & BSE	Fine	17 (1) of SEBI LODR Regulations, 2015	F.Y – 2023-24- From 1 st April 2023 to 31 st March 2024 (Rs. 43,18,800)	Requisite number of Independent Directors are yet to be appointed.	Since, the appointment of Independent Directors in the Government Companies has to be made by the concerned Administrative Ministry of the Government of India, multiple requests/ reminders were made/sent by the Company for filling the vacant posts of Independent Directors in the Company, within the stipulated time, referring penal provisions both under the Companies Act, 2013 and SEBI Regulations. However, even after continuous follow up on the matter, as on date, the Company has 5 vacant posts of Independent Directors.

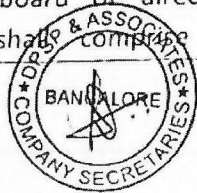


<p>shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.</p>								<p>Since, the matter is beyond the control of the Company, application for waiver of fines was made to the Stock Exchanges. However, in response, it was advised by the Stock Exchanges to apply for the same after compliance.</p>	
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(b) The listed entity has taken following actions to comply with the observations made in previous reports:

Sr No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of PCS	Management Response	Remarks
1	Regulation 17 (1), (b) of SEBI LODR Regulations, 2015 – 17 (1) The composition of board of directors of the listed entity shall be as follows: (b) Where the chairperson of the Board of Directors of a listed entity is a non-executive director, at least one-third of the board of directors shall be independent.	Regulation 17(1)(b) of SEBI LODR Regulations, 2015	Half of the Board was not Independent	NSE & BSE	Fine	17 (1) (b) of SEBI LODR Regulations, 2015	17 (1) – F.Y – 2020-21- From 1 st October 2020 to 31 st March 2021 (Rs. 21,47,600) F.Y – 2021-22- From 1 st April 2021 to March 2022 (Rs. 43,07,000) F.Y – 2022-	Requisite number of Independent Directors are yet to be appointed.	17(1) – Since, the appointment of Independent Directors in the Government Companies has to be made by the concerned Administrative Ministry of the Government of India, multiple requests/ reminders were made/sent by the Company for filling the vacant posts of Independent	Appointment of remaining 5 Independent Directors are yet to be made in the Company.



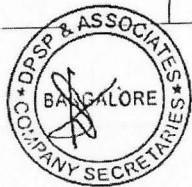
<p>independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.</p>						<p>23- From 1st April 2022 to March 2023 (Rs. 43,07,000)</p>		<p>Directors in the Company, within the stipulated time, referring penal provisions both under the Companies Act, 2013 and SEBI Regulations. However, even after continuous follow up on the matter, as on date, the Company has 5 vacant posts of Independent Directors. Since, the matter is beyond the control of the Company, application for waiver of fines was made to the Stock Exchanges. However, in response, it was</p>
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									advised by the Stock Exchanges to apply for the same after compliance.
2	<p>The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website:</p> <p>Provided further that the listed entity shall make such disclosures every six months within fifteen days from the date of publication of its standal</p>	Regulation 23 (9) of SEBI (LODR) Regulations, 2015	Non-submission of Report in a timely manner	NSE & BSE	fine	Regulation 23 (9) of SEBI (LODR) Regulations, 2015	Rs. 23,600/-	<p>Fine was imposed upon the Company by considering the date of submission of Report in PDF mode, irrespective of the fact that the same shall be required to be submitted in XBRL mode only, for which XBRL Utility was not provided by the Stock Exchanges in a timely manner.</p>	<p>As per the Regulation 23(9) of the SEBI (LODR) Regulations, 2015 effective from 1st April, 2022 read with BSE Notice No.20210906-31 & NSE Circular No. NSE/CML/2021/34 dated 6th September, 2021 and BSE Notice No. 2011019-25 and NSE Circular No. NSE/CML/2021/42 dated 19th October, 2021, the Company is required to submit a report on Related Party Transactions every six months</p>



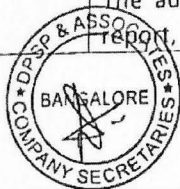
<p>consolidated financial results.</p>								<p>within 15 days from the date of publication of its standalone and consolidated financial results, in XBRL mode only.</p> <p>Since, the XBRL Utility as per the new format was not made available by both NSE and BSE for filing within the prescribed period of 15 days after the publication of Company's Financial Results, the same could not be filed by the Company within the said period. However, by following better governance practice, as a precautionary measure, the same</p>
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									<p>was filed in PDF mode on 1st June, 2022. However, NSE & BSE considered the submission of the Report in PDF mode as delay in filing and imposed a fine of Rs. 11,800/- each, without considering the fact that the same shall require to be submitted in XBRL mode only for compliance.</p> <p>Subsequently, on release of XBRL Utility by the Stock Exchanges on 12th July, 2022, the Report was again filed in XBRL mode within the prescribed due date extended for the purpose.</p>
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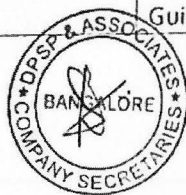
	audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2.	Other conditions relating to resignation of statutory auditor		
	<p>Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as</p>	NA	The Statutory Auditors have not resigned from the position during the period under review from the listed entity or material subsidiaries and hence the reporting of concerns do not arise.



	specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	The Statutory Auditors have not resigned from the position during the period under review from the listed entity or material subsidiaries.

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated on time, as per the Regulations/ circulars/ Guidelines issued by SEBI 	Yes	



3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently	Yes	



	approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained		
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	No	The actions taken by the stock exchanges and waivers provided by NSE (Designated Stock Exchange) are as per the details provided in Annexure-I
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	



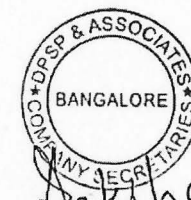
Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Bangalore

Date: 27/05/2024

Signature:



Dakshayani P

Partner

DPSP and Associates

Company Secretaries

FCS No.: 8993

C P No.: 8411

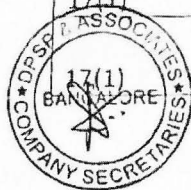
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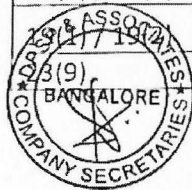
Annexure – 1

Particulars of Fines imposed on the Company

Regulation No.	Fine (Amount in Rs.)	Fine Imposed By (NSE/BSE)	Period for which the fine is imposed for	Waiver received Date
As per table (a)				
17(1)	536900	BSE	Quarter ended 30.06.2023	As advised by NSE, the Company will apply for waiver only after compliance.
17(1)	536900	NSE	Quarter ended 30.06.2023	
17(1)	542800	BSE	Quarter ended 30.09.2023	
17(1)	542800	NSE	Quarter ended 30.09.2023	
17(1)	542800	BSE	Quarter ended 31.12.2023	
17(1)	542800	NSE	Quarter ended 31.12.2023	
17(1)	536900	BSE	Quarter ended 31.03.2024	
17(1)	536900	NSE	Quarter ended 31.03.2024	



As per table (b)				
17(1)	542800	BSE	Quarter ended 31.12.2020	
17(1)	542800	NSE	Quarter ended 31.12.2020	
17(1)	531000	BSE	Quarter ended 31.03.2021	
17(1)	531000	NSE	Quarter ended 31.03.2021	
17(1)	536900	BSE	Quarter ended 30.06.2021	
17(1)	536900	NSE	Quarter ended 30.06.2021	
17(1)	542800	BSE	Quarter ended 30.09.2021	As advised by NSE, the Company will apply for waiver only after compliance.
17(1)	542800	NSE	Quarter ended 30.09.2021	
17(1)	542800	BSE	Quarter ended 31.12.2021	
17(1)	542800	NSE	Quarter ended 31.12.2021	
17(1)	531000	BSE	Quarter ended 31.03.2022	
17(1)	531000	NSE	Quarter ended 31.03.2022	
17(1)	536900	BSE	Quarter ended 30.06.2022	
17(1)	536900	NSE	Quarter ended 30.06.2022	
17(1)	542800	BSE	Quarter ended 30.09.2022	
17(1)	542800	NSE	Quarter ended 30.09.2022	
17(1)	542800	BSE	Quarter ended 31.12.2022	
17(1)	542800	NSE	Quarter ended 31.12.2022	
17(1)	531000	BSE	Quarter ended 31.03.2023	
17(1)	531000	NSE	Quarter ended 31.03.2023	
18(1)	77880	BSE	Quarter ended 30.06.2022	09.12.2022
18(1)	77880	NSE	Quarter ended 30.06.2022	09.12.2022
19(1) / 19(2)	77880	BSE	Quarter ended 30.06.2022	09.12.2022
	77880	NSE	Quarter ended 30.06.2022	09.12.2022
	11800	BSE	For the half year ended 31.03.2022	awaited



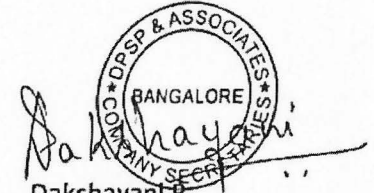
23(9)	11800	NSE	For the half year ended 31.03.2022	Awaited
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Note: Waiver has not yet granted by Stock Exchanges for the fine of an amount of Rs. 1,50,80,400/- levied for non-compliances under Regulation 17(1) and an amount of Rs. 23,600 levied for non-compliances under Regulation 23(9).

Place: Bangalore

Date: 27/05/2024

Signature:



Dakshayani P.
Partner
DPSP and Associates
Company Secretaries
FCS No.: 8993
C P No.: 8411

UDIN: F008993F000460961

P.R. No. 1067/2021