



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

CO/SEC/4(7)/2023-24/ BSE & NSE Filing/49

1st September, 2023

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

Sub: Details of Voting Results and Report of the Scrutinizer

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

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, we are enclosing herewith the details regarding the voting results of the business transaction at the 60th Annual General Meeting (AGM) held on 31st August, 2023 and Report of the Scrutinizer on e-voting.

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

Thanking You,

Yours Faithfully
For Hindustan Aeronautics Ltd

(Shailesh Bansal)
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 (ई) Email : cosec@hal-india.co.in

CIN: L35301KA1963GOI001622

	HINDUSTAN AERONAUTICS LIMITED
Date of the AGM/EGM	31-08-2023
Total number of shareholders on record date	450983
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	67

Resolution No.	1										
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon and Comments of the Comptroller & Auditor General of India.										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	239,551,212	239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	76,419,175	64,028,105	83.7854	63,697,351	330,754	99.4834	0.5165	0	1,021,309	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		64,028,105	83.7854	63,697,351	330,754	99.4834	0.5165	0	1021309	
Public- Non Institutions	E-Voting	18,417,113	77,107	0.4187	76,977	130	99.8314	0.1685	0	240	
	Poll		990	0.0054	990	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		78,097	0.4241	77,967	130	99.8335	0.1665	0	240	
Total		334,387,500	303,657,414	90.8100	303,326,530	330,884	99.8910	0.1090	0	1021549	



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm payment of Interim Dividend of Rs. 40/- per equity share and to declare a Final Dividend of Rs. 15/- per equity share for the financial year 2022-23.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	239,551,212	239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	76,419,175	65,049,414	85.1218	65,049,414	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		65,049,414	85.1218	65,049,414	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	18,417,113	77,116	0.4187	76,872	244	99.6835	0.3164	0	222
	Poll		990	0.0054	990	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		78,106	0.4241	77,862	244	99.6876	0.3124	0	222
Total		334,387,500	304,678,732	91.1155	304,678,488	244	99.9999	0.0001	0	222

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Shri Jayadeva E P, (DIN 06761333) who retires by rotation and being eligible, offers himself for re-appointment.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	239,551,212	239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	76,419,175	64,945,705	84.9861	42,668,521	22,277,184	65.6987	34.3012	0	103,709
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,945,705	84.9861	42,668,521	22,277,184	65.6988	34.3012	0	103709
Public- Non Institutions	E-Voting	18,417,113	77,086	0.4186	76,557	529	99.3137	0.6862	0	261
	Poll		990	0.0054	990	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		78,076	0.424	77,547	529	99.3225	0.6775	0	261
Total		334,387,500	304,574,993	91.0844	282,297,280	22,277,713	92.6856	7.3144	0	103970



Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To fix remuneration of Statutory Auditors for the financial year 2023-24.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	239,551,212	239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	76,419,175	64,986,428	85.0394	59,817,711	5,168,717	92.0464	7.9535	0	62,984
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,986,428	85.0394	59,817,711	5,168,717	92.0465	7.9535	0	62984
Public- Non Institutions	E-Voting	18,417,113	77,073	0.4185	76,863	210	99.7275	0.2724	0	274
	Poll		990	0.0054	990	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		78,063	0.4239	77,853	210	99.7310	0.2690	0	274
Total		334,387,500	304,615,703	91.0966	299,446,776	5,168,927	98.3031	1.6969	0	63258

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2023-24.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	239,551,212	239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	76,419,175	64,983,230	85.0352	64,983,230	0	100.0000	0.0000	0	66,184
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,983,230	85.0352	64,983,230	0	100.0000	0.0000	0	66184
Public- Non Institutions	E-Voting	18,417,113	77,121	0.4187	76,886	235	99.6952	0.3047	0	226
	Poll		990	0.0054	990	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		78,111	0.4241	77,876	235	99.6991	0.3009	0	226
Total		334,387,500	304,612,553	91.0957	304,612,318	235	99.9999	0.0001	0	66410



Resolution No.	6										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Shri T Natarajan, Additional Secretary (DP), Ministry of Defence as Part-time Official Director (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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	239,551,212	239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0.0000	0	0
Public- Institutions	E-Voting	76,419,175	64,906,956	84.9354	35,684,413	29,222,543	54.9777	45.0222	0	142,458	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		64,906,956	84.9354	35,684,413	29,222,543	54.9778	45.0222	0	142,458	
Public- Non Institutions	E-Voting	18,417,113	77,003	0.4181	76,563	440	99.4285	0.5714	0	342	
	Poll		990	0.0054	990	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		77,993	0.4235	77,553	440	99.4358	0.5642	0	342	
Total		334,387,500	304,536,161	91.0728	275,313,178	29,222,983	90.4041	9.5959	0	142,800	

Resolution No.	7										
Resolution required: (Ordinary/ Special)	ORDINARY - To consider sub-division of 1 (One) Equity Share of the Company of the face value of Rs.10/- (Rupees Ten Only) each into 2 (Two) Equity Shares of Rupees 5/- (Rupees Five Only) each.										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	239,551,212	239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0.0000	0	0
Public- Institutions	E-Voting	76,419,175	64,983,230	85.0352	64,983,230	0	100.0000	0.0000	0	66,184	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		64,983,230	85.0352	64,983,230	0	100.0000	0.0000	0.0000	0	66,184
Public- Non Institutions	E-Voting	18,417,113	77,159	0.4190	76,734	425	99.4491	0.5508	0	188	
	Poll		990	0.0054	990	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		78,149	0.4244	77,724	425	99.4562	0.5438	0	188	
Total		334,387,500	304,612,591	91.0957	304,612,166	425	99.9999	0.0001	0	66,372	



Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider Alteration of Capital Clause of the Memorandum of Association 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	239,551,212	239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	76,419,175	64,983,230	85.0352	64,983,230	0	100.0000	0.0000	0	66,184
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,983,230	85.0352	64,983,230	0	100.0000	0.0000	0	66184
Public- Non Institutions	E-Voting	18,417,113	77,107	0.4187	76,774	333	99.5681	0.4318	0	240
	Poll		990	0.0054	990	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		78,097	0.4241	77,764	333	99.5736	0.4264	0	240
Total		334,387,500	304,612,539	91.0957	304,612,206	333	99.9999	0.0001	0	66424

Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Shri M Z Siddique, Distinguished Scientist (DS) & Director General (Aeronautical Systems), DRDO as Part-time Official Director (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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	239,551,212	239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	76,419,175	64,906,956	84.9354	34,190,064	30,716,892	52.6755	47.3244	0	142,458
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,906,956	84.9354	34,190,064	30,716,892	52.6755	47.3245	0	142458
Public- Non Institutions	E-Voting	18,417,113	77,062	0.4184	76,534	528	99.3148	0.6851	0	285
	Poll		990	0.0054	990	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		78,052	0.4238	77,524	528	99.3235	0.6765	0	285
Total		334,387,500	304,536,220	91.0728	273,818,800	30,717,420	89.9134	10.0866	0	142743



Resolution No.	10									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Shri Atasi Baran Pradhan as Director (HR), who was appointed as an Additional Director and designated as Director (HR) 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	239,551,212	239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		239,551,212	100.0000	239,551,212	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	76,419,175	64,942,505	84.9819	40,181,750	24,760,755	61.8728	38.1271	0	106,909
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,942,505	84.9819	40,181,750	24,760,755	61.8728	38.1272	0	106909
Public- Non Institutions	E-Voting	18,417,113	77,047	0.4183	76,270	777	98.9915	1.0084	0	299
	Poll		990	0.0054	990	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		78,037	0.4237	77,260	777	99.0043	0.9957	0	299
Total		334,387,500	304,571,754	91.0835	279,810,222	24,761,532	91.8700	8.1300	0	107208





DPSP & ASSOCIATES

Company Secretaries

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 & 21 (2) of the Companies (Management and Administration) Rules, 2014]

COMBINED SCRUTINIZER'S REPORT

To,
The Chairman
60th Annual General Meeting of the Equity Shareholders of
HINDUSTAN AERONAUTICS LIMITED (through VC / OAVM)
held on 31st August 2023 at 03.00 P.M. (IST)
CIN: L35301KA1963GOI001622
15/1, CUBBON ROAD, POST BOX NO.5150
BENGALURU 560001
KARNATAKA
INDIA

Dear Sir/Madam,

Sub: Scrutinizer's Report

We, **M/s DPSP & Associates**, a Practising Company Secretaries firm, having its office at No.323 1st Floor 3rd Stage 3rd Block 2nd 'G' Cross Basaveshwara Nagar Bangalore -560079 Karnataka India, have been appointed as Scrutinizer by the Board of Directors of **HINDUSTAN AERONAUTICS LIMITED** (the "Company") in connection with e- voting to be held between Sunday, August 27th, 2023 (9.00 A.M. IST) to Wednesday, August 30th, 2023 (5.00 P.M. IST) on the Resolution(s), as set out in the notice convening the 60th Annual General Meeting of Equity shareholders held on 31st August 2023 at 03.00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility provided by KFin Technologies Limited ("KFintech") for the purpose of scrutinizing the remote e-voting and e-voting at AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

Responsibility as Scrutinizer

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and Circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions so contained in the notice of the AGM dated July 19, 2023.



Our responsibility as Scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes casted "in favour" or "against" the resolution(s) set out in the Notice convening 60th Annual General Meeting, based on the report generated from the e-voting system provided by KFintech, the authorized agency engaged by the Company for providing e-voting facilities to its shareholders.

I submit this report as under:

1. The remote e-voting period remained open from Sunday, August 27, 2023 (9.00 A.M. IST) till Wednesday, August 30, 2023 up to 5.00 P.M. IST.
2. The shareholders holding shares as on the "cut off" date, Thursday, August 24, 2023 were entitled to vote on the proposed Ten resolutions as mentioned in the Notice dated July 19, 2023.
3. The 60th AGM of the Company was held through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members.
4. The votes were unblocked on 31st August, 2023 at 4.49 P.M. IST after completion of AGM in the presence of two witnesses, who are not in employment of the Company.
5. On completion of e-voting by the members of the Company, KFintech provided us with the voting results.
6. The votes were reconciled with the records maintained by the Company / Registrar and Share Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
7. The votes which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separate.
8. The consolidated result of e-voting (Event ID:7474) is as under:

A. ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon and Comments of the Comptroller & Auditor General of India.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1727	303325540	99.8910
e-Voting at AGM	20	990	
Total	1747	303326530	



(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	330884	0.1090
e-Voting at AGM	0	0	
Total	12	330884	

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

2. To confirm payment of Interim Dividend of Rs. 40/- per Equity Share and to declare a Final Dividend of Rs. 15/- per Equity Share for the financial year 2022-23.

(i) Voted in favour of the resolution:

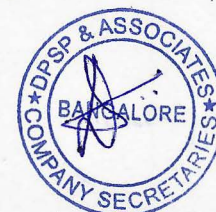
Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1740	304677498	99.9999
e-Voting at AGM	20	990	
Total	1760	304678488	

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	244	0.0001
e-Voting at AGM	0	0	
Total	13	0	

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



3. To appoint a Director in place of Shri Jayadeva E P, (DIN 06761333) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1298	282296290	92.6856
e-Voting at AGM	20	990	
Total	1318	282297280	

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	445	22277713	7.3144
e-Voting at AGM	0	0	
Total	445	22277713	

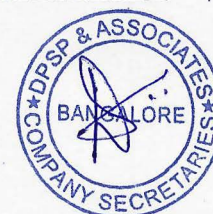
(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

4. To fix remuneration of Statutory Auditors for the financial year 2023-24.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1663	299445786	98.3031
e-Voting at AGM	20	990	
Total	1683	299446776	



(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	86	5168927	1.6969
e-Voting at AGM	0	0	
Total	86	5168927	

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

B. SPECIAL BUSINESS

5. To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2023-24 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 Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) excluding applicable Tax payable to M/s Murthy & Co., LLP, Cost Accountants, Bengaluru, for conducting cost audit of the Company for the financial year 2023-24, as approved by the Board of Directors of the Company, be and is hereby ratified.”

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1724	304611328	99.9999
e-Voting at AGM	20	990	
Total	1744	304612318	



(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	235	0.0001
e-Voting at AGM	0	0	
Total	17	235	

(iii) Invalid votes:

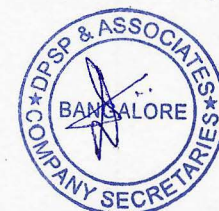
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution for appointment of Shri T Natarajan, Additional Secretary (DP), Ministry of Defence as Part-time Official Director (Government Nominee Director) of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules made thereunder, the Articles of Association of the Company, Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended, Shri T. Natarajan, Additional Secretary (Defence Production), Ministry of Defence (DIN 00396367), who was appointed by the Board as Part-time Official Director (Government Nominee Director) of the Company w.e.f. 23rd December, 2022 in terms of Letter No. 8(32)/2019-D (Coord/DDP) dated 23rd December, 2022 issued by Ministry of Defence, Govt. of India (on behalf of President of India), be and is hereby appointed as Government Nominee Director of the Company on such terms, conditions and tenure as may be determined by the Government of India.”

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1192	275312188	90.4041
e-Voting at AGM	20	990	
Total	1212	275313178	



(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	542	29222983	9.5959
e-Voting at AGM	0	0	
Total	542	29222983	

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution for sub-division of 1 (One) Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten Only) each into 2 (Two) Equity Shares of Rupees 5/- (Rupees Five Only) each.

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) 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 13 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 the sub-division of 1 (One) Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten Only) each into 2 (Two) Equity Shares of the Company of face value of Rs. 5/- (Rupee Five only) each fully paid up.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs. 10/- (Rupees Ten only) each shall stand sub-divided into two Equity Shares of the Company of face value of Rs. 5/- (Rupee Five only) each, from the record date as may be fixed by the Board of Directors of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” of the sub-division or such other date as



may be determined by the Board (which expression shall also include a Committee thereof), and the Company may without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to provisions of Companies (Share Capital and Debentures) Rules, 2014 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company, before sub-division.

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 any 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 accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares including but not limited to fixing record date, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard 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 in relation to or in connection with or for matters in relation / consequential to the sub-division of Equity Shares 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.”

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1718	304611176	99.9999
e-Voting at AGM	20	990	
Total	1738	304612166	

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast



Remote e-voting	26	425	0.0001
e-Voting at AGM	0	0	
Total	26	425	

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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

“RESOLVED THAT pursuant to provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and rules issued there under (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 Rs. 600,00,00,000 (Rupees Six Hundred Crore only) divided into 1,20,00,00,000 (One Hundred and Twenty Crore) equity shares of Rs. 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 accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the subdivision of equity shares including but not limited to fixing record date, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard 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 in relation to or in connection with or for matters in relation / consequential to the sub-division of Equity Shares 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.”

(i) Voted in favour of the resolution:

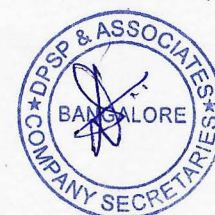
Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1723	304611216	99.9999
e-Voting at AGM	20	990	
Total	1743	304612206	

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	333	0.0001
e-Voting at AGM	0	0	
Total	17	333	

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



9. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution for appointment of Shri M Z Siddique, Distinguished Scientist (DS) and Director General (Aeronautical Systems), DRDO as Part-time Official Director (Government Nominee Director) of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules made thereunder, the Articles of Association of the Company, Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended, Shri M Z Siddique, DS & DG (Aero), DRDO (DIN 10231161), who was appointed by the Board as Parttime Official Director (Government Nominee Director) of the Company w.e.f. July 18, 2023, in terms of Letter No. 49016/03/2016-D(HAL-III) dated 23rd June, 2023 issued by Ministry of Defence, Govt. of India (on behalf of President of India), be and is hereby appointed as Government Nominee Director of the Company on such terms, conditions and tenure as may be determined by the Government of India.”

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1185	273817810	89.9133
e-Voting at AGM	20	990	
Total	1205	273818800	

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	552	30717420	10.0867
e-Voting at AGM	0	0	
Total	552	30717420	

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



10. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution for appointment of Shri Atasi Baran Pradhan as Director (HR), of the Company:

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder and Regulation 17(1C) of SEBI (LODR) Regulations, 2015 as amended, Shri Atasi Baran Pradhan (DIN 10124018) who was appointed as an Additional Director and designated as Director (HR) of the Company by the Board of Directors with effect from July 19, 2023 as per the Govt. of India, MoD Letter No. 49016/01/2022-D(HAL-III) dated 19th July, 2023 and who holds 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 (HR) of the Company on terms and conditions as stipulated by the Government of India.”

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1291	279809232	91.87
e-Voting at AGM	20	990	
Total	1311	279810222	

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	448	24761532	8.13
e-Voting at AGM	0	0	
Total	448	24761532	

(iii) Invalid votes:

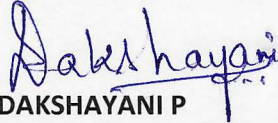
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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



DAKSHAYANI P

PARTNER

FCS NO.8993

CP NO.8411

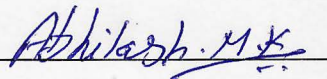
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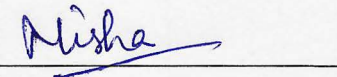


Place: Bangalore

Dated: 01/09/2023

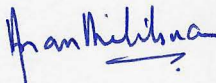
Witnesses:

1. 

2. 

Received the report of the Scrutinizer

For Hindustan Aeronautics Limited



(C B Ananthkrishnan)

Director (Finance) & CFO

Chairman and Managing Director (Addl Charge)

