



ಪ್ರಧಾನ ಕಛೇರಿ

ಮುಖ್ಯಾಲಯ

CORPORATE OFFICE

ಹಿಂದೂಸ್ತಾನ್ ಏರೋನಾಟಿಕ್ಸ್ ಲಿಮಿಟೆಡ್

ಹಿಂದುಸ್ತಾನ್ ಏರೋನಾಟಿಕ್ಸ್ ಲಿಮಿಟೆಡ್

HINDUSTAN AERONAUTICS LIMITED

CO/SEC/4(7)/2024-25/ BSE & NSE Filing/47

30<sup>th</sup> August, 2024

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: Voting Results and Report of the Scrutinizer**

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

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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 61<sup>st</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> August, 2024 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 (ಇ) Email : cosec@hal-india.co.in

CIN: L35301KA1963GOI001622

www.hal-india.co.in

	HINDUSTAN AERONAUTICS LIMITED
Date of the AGM/EGM	28-08-2024
Total number of shareholders on record date	1314883
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:	93

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, 2024 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	47,91,02,424	47,91,02,424	100.0000	47,91,02,424	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		47,91,02,424	100.0000	47,91,02,424	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	13,42,82,163	11,36,87,592	84.6632	11,31,37,001	5,50,591	99.5156	0.4843	0	11,11,622
	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		11,36,87,592	84.6632	11,31,37,001	5,50,591	99.5157	0.4843	0	1111622
Public- Non Institutions	E-Voting	5,53,90,413	2,54,346	0.4592	2,51,398	2,948	98.8409	1.1590	0	1,185
	Poll		3,537	0.0064	3,292	245	93.0732	6.9267	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,57,883	0.4656	2,54,690	3,193	98.7618	1.2382	0	1185
Total		66,87,75,000	59,30,47,899	88.6767	59,24,94,115	5,53,784	99.9066	0.0934	0	1112807



Resolution No.		2									
Resolution required: (Ordinary/ Special)		ORDINARY - To confirm payment of interim dividend of Rs. 22/- per equity share and to declare a final dividend of Rs.13/- per equity share 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	47,91,02,424	47,91,02,424	100.0000	47,91,02,424	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		47,91,02,424	100.0000	47,91,02,424	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	13,42,82,163	11,46,82,320	85.4040	11,46,68,771	13,549	99.9881	0.0118	0	1,16,894	
	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		11,46,82,320	85.404	11,46,68,771	13,549	99.9882	0.0118	0	1,16,894	
Public- Non Institutions	E-Voting	5,53,90,413	2,54,468	0.4594	2,51,092	3,376	98.6733	1.3266	0	1,063	
	Poll		3,537	0.0064	3,292	245	93.0732	6.9267	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		2,58,005	0.4658	2,54,384	3,621	98.5965	1.4035	0	1,063	
Total		66,87,75,000	59,40,42,749	88.8255	59,40,25,579	17,170	99.9971	0.0029	0	1,17,957	

Resolution No.		3									
Resolution required: (Ordinary/ Special)		ORDINARY - To appoint a Director in place of Shri C B Ananthkrishnan, (DIN 06761339) who retires by rotation and being eligible, offers himself for re-appointment.									
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	47,91,02,424	47,91,02,424	100.0000	47,91,02,424	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		47,91,02,424	100.0000	47,91,02,424	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	13,42,82,163	11,33,34,266	84.4001	8,66,53,529	2,66,80,737	76.4583	23.5416	0	14,64,948	
	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		11,33,34,266	84.4001	8,66,53,529	2,66,80,737	76.4584	23.5416	0	14,64,948	
Public- Non Institutions	E-Voting	5,53,90,413	2,53,952	0.4585	2,49,325	4,627	98.1780	1.8219	0	1,556	
	Poll		3,537	0.0064	3,292	245	93.0732	6.9267	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		2,57,489	0.4649	2,52,617	4,872	98.1079	1.8921	0	1,556	
Total		66,87,75,000	59,26,94,179	88.6239	56,60,08,570	2,66,85,609	95.4976	4.5024	0	14,66,504	



Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Dr. D K Sunil, (DIN 09639264) who retires by rotation and being eligible, offers himself for re-appointment.									
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	47,91,02,424	47,91,02,424	100.0000	47,91,02,424	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		47,91,02,424	100.0000	47,91,02,424	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	13,42,82,163	11,45,99,152	85.3421	7,66,66,990	3,79,32,162	66.9001	33.0998	0	2,00,062
	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		11,45,99,152	85.3421	7,66,66,990	3,79,32,162	66.9001	33.0999	0	200062
Public- Non Institutions	E-Voting	5,53,90,413	2,53,972	0.4585	2,49,521	4,451	98.2474	1.7525	0	1,561
	Poll		3,537	0.0064	3,292	245	93.0732	6.9267	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,57,509	0.4649	2,52,813	4,696	98.1764	1.8236	0	1561
Total	66,87,75,000	59,39,59,085	88.8130	55,60,22,227	3,79,36,858	93.6129	6.3871	0	201623	

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - To fix remuneration of Statutory Auditors for the financial year 2024-25.									
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	47,91,02,424	47,91,02,424	100.0000	47,91,02,424	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		47,91,02,424	100.0000	47,91,02,424	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	13,42,82,163	11,32,67,878	84.3507	10,73,03,483	59,64,395	94.7342	5.2657	0	15,31,336
	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		11,32,67,878	84.3507	10,73,03,483	59,64,395	94.7343	5.2657	0	1531336
Public- Non Institutions	E-Voting	5,53,90,413	2,54,074	0.4587	2,50,339	3,735	98.5299	1.4700	0	1,400
	Poll		3,518	0.0064	3,273	245	93.0358	6.9641	0	19
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,57,592	0.4651	2,53,612	3,980	98.4549	1.5451	0	1419
Total	66,87,75,000	59,26,27,894	88.6139	58,66,59,519	59,68,375	98.9929	1.0071	0	1532755	



Resolution No.	6										
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 2024-25.										
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	47,91,02,424	47,91,02,424	100.0000	47,91,02,424	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		47,91,02,424	100.0000	47,91,02,424	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	13,42,82,163	11,45,32,764	85.2926	11,45,32,764	0	100.0000	0.0000	0	2,66,450	
	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		11,45,32,764	85.2926	11,45,32,764	0	100.0000	0.0000	0	266450	
Public- Non Institutions	E-Voting	5,53,90,413	2,53,988	0.4585	2,49,956	4,032	98.4125	1.5874	0	1,484	
	Poll		3,518	0.0064	3,273	245	93.0358	6.9641	0	19	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		2,57,506	0.4649	2,53,229	4,277	98.3391	1.6609	0	1503	
Total	66,87,75,000	59,38,92,694	88.8031	59,38,88,417	4,277	99.9993	0.0007	0	267953		

Resolution No.	7										
Resolution required: (Ordinary/ Special)	ORDINARY - Increase of Authorized Share Capital and 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	47,91,02,424	47,91,02,424	100.0000	47,91,02,424	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		47,91,02,424	100.0000	47,91,02,424	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	13,42,82,163	11,46,69,368	85.3943	11,44,10,640	2,58,728	99.7743	0.2256	0	1,29,846	
	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		11,46,69,368	85.3943	11,44,10,640	2,58,728	99.7744	0.2256	0	129846	
Public- Non Institutions	E-Voting	5,53,90,413	2,54,158	0.4588	2,50,533	3,625	98.5737	1.4262	0	1,375	
	Poll		3,518	0.0064	3,271	247	92.9789	7.0210	0	19	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		2,57,676	0.4652	2,53,804	3,872	98.4973	1.5027	0	1394	
Total	66,87,75,000	59,40,29,468	88.8235	59,37,66,868	2,62,600	99.9558	0.0442	0	131240		





# DPSP & ASSOCIATES

## Company Secretaries

### FORM No. MGT-13

Report of Scrutinizer(s)

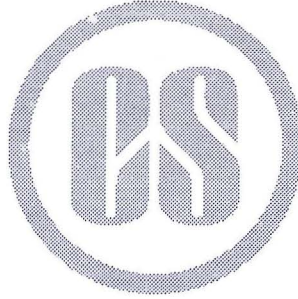
[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 & 21 (2) of the Companies (Management and Administration) Rules, 2014]

### COMBINED SCRUTINIZER'S REPORT

To,  
The Chairman  
61<sup>st</sup> Annual General Meeting of the Equity Shareholders of  
**HINDUSTAN AERONAUTICS LIMITED (through VC / OAVM)**  
held on 28<sup>th</sup> August 2024 at 03.00 P.M. (IST)  
**CIN: L35301KA1963GOI001622**  
15/1, CUBBON ROAD,  
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 1<sup>st</sup> Floor 3<sup>rd</sup> Stage 3<sup>rd</sup> Block 2<sup>nd</sup> '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 held from Saturday, August 24, 2024 (9.00 A.M. IST) to Tuesday, August 27, 2024 (5.00 P.M. IST) on the Resolution(s), as set out in the notice convening the 61<sup>st</sup> Annual General Meeting of Equity shareholders held on 28<sup>th</sup> August, 2024 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 23, 2024.

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 61<sup>st</sup> 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 Saturday, August 24, 2024 (9.00 A.M. IST) till Tuesday, August 27, 2024 up to 5.00 P.M. IST.
2. The shareholders holding shares as on the "cut off" date, Wednesday, August 21, 2024 were entitled to vote on the proposed seven resolutions as mentioned in the Notice dated July 23, 2024.
3. The 61<sup>st</sup> 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 28<sup>th</sup> August, 2024 at 4.58 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:8211) 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, 2024 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	3280	592490823	99.91
e-Voting at AGM	26	3292	
<b>Total</b>	<b>3306</b>	<b>592494115</b>	

**(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	41	553539	0.09
e-Voting at AGM	1	245	
<b>Total</b>	<b>42</b>	<b>553784</b>	

**(iii) Invalid votes:**

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

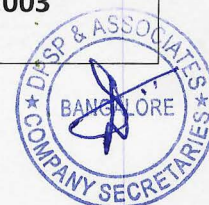
**2. To confirm payment of Interim Dividend of Rs. 22/- per Equity Share and to declare a Final Dividend of Rs. 13/- per Equity Share for the financial year 2023-24.**

**(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	3288	594022287	99.997
e-Voting at AGM	26	3292	
<b>Total</b>	<b>3314</b>	<b>594025579</b>	

**(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	48	16925	0.003
e-Voting at AGM	1	245	
<b>Total</b>	<b>49</b>	<b>17170</b>	



**(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 C B Ananthkrishnan, (DIN 06761339) 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	2925	566005278	95.50
e-Voting at AGM	26	3292	
Total	2951	566008570	

**(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	396	26685364	4.50
e-Voting at AGM	1	245	
Total	397	26685609	

**(iii) Invalid votes:**

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



4. To appoint a Director in place of Dr. D K Sunil, (DIN 09639264) who retires by rotation and being eligible, offers himself for re-appointment.

(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	2733	556018935	93.61
e-Voting at AGM	26	3292	
Total	2759	556022227	

(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	584	37936613	6.39
e-Voting at AGM	1	245	
Total	585	37936858	

(iii) Invalid votes:

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

5. Authorization to the Board for fixation of remuneration of Statutory Auditors for the Financial Year 2024-25.

(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	3186	586656246	98.99
e-Voting at AGM	25	3273	
Total	3211	586659519	



**(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	133	5968130	1.01
e-Voting at AGM	1	245	
Total	134	5968375	

**(iii) Invalid votes:**

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

**B. SPECIAL BUSINESS**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of 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 2024-25, 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	3236	593885144	99.999
e-Voting at AGM	25	3273	
Total	3261	593888417	



(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	74	4032	0.001
e-Voting at AGM	1	245	
Total	75	4277	

(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, the following resolution as an Ordinary Resolution for Increase of Authorized Share Capital and Alteration of Capital Clause of the Memorandum of Association of the Company:**

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

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

“The Share Capital of the Company is Rs. 700,00,00,000 (Rupees Seven Hundred Crore only) divided into 1,40,00,00,000 (One Hundred and Forty 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.”

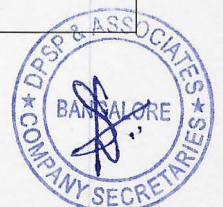
**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) and/or Whole-time Director and/or Company Secretary of the Company be and are hereby severally authorised to take such steps as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

**(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	<b>3257</b>	<b>593763597</b>	<b>99.96</b>
e-Voting at AGM	<b>24</b>	<b>3271</b>	
<b>Total</b>	<b>3281</b>	<b>593766868</b>	

**(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	<b>61</b>	<b>262353</b>	<b>0.04</b>
e-Voting at AGM	<b>2</b>	<b>247</b>	
<b>Total</b>	<b>63</b>	<b>262600</b>	



(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  
UDIN: F008993F001069096



Place: Bangalore  
Dated: 29/08/2024

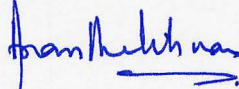
Witnesses:

1. Abhilash M.K.  
(ABHILASH M.K.)

2. Shruthi  
(SHRUTHI)

Received the report of the Scrutinizer

For Hindustan Aeronautics Limited

  
(C B Ananthakrishnan)  
Director (Finance) & CFO  
Chairman and Managing Director (Addl Charge)