

FORM No. MGT-13

Report of Scrutinizer(s)

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

COMBINED SCRUTINIZER'S REPORT

To,
The Chairman
58th Annual General Meeting of the Equity Shareholders of
HINDUSTAN AERONAUTICS LIMITED (through VC / OAVM)
held on September 30, 2021 at 3.00 P.M.
CIN: L35301KA1963GOI001622
15/1, CUBBON ROAD, POST BOX NO.5150
BENGALURU KA 560001 INDIA

Dear Sir,

Sub: Scrutinizer's Report

We, **M/s Thirupal Gorige & Associates LLP**, a Practising Company Secretaries firm, having its office at No.87, 2nd Floor, 21st Cross, 7th Main, N S Palya, BTM 2nd Stage, Bangalore - 560 076, 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 September 26th to September 29th on the resolution(s), as set out in the notice convening the 58th Annual General Meeting of Equity shareholders held on September 30, 2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility provided by KFin Technologies Private Limited ("KFintech"), at 3:00 PM 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 votings 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

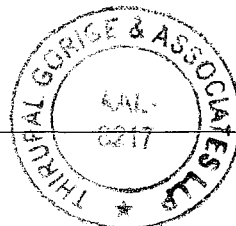
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and Circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions so contained in the notice of the AGM dated 30th August, 2021.

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 58th 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 9:00 AM IST on 26th September, 2021 till 29th September, 2021 upto 5:00 PM IST.
2. The shareholders holding shares as on the "cut off" date, 23rd September, 2021 were entitled to vote on the proposed six resolutions as mentioned in the Notice dated 30th August, 2021.
3. In view of the COVID-19 pandemic, the 58th AGM of the Company was held through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at the AGM venue.

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4. The votes were unblocked on Thursday, 30th September, 2021 around 5:03 PM 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:6285) and 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, 2021 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	728	319668400	0
e-Voting at AGM	8	247	
Total	736	319668647	99.9629

(ii) Voted against the resolution:

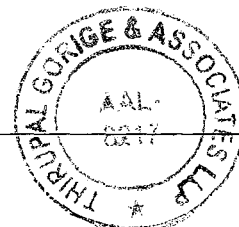
Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	118776	0
e-Voting at AGM	0	0	
Total	17	118776	0.0371

(iii) Invalid votes:

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



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2. To confirm payment of Interim Dividend of Rs 30/- per equity share as final dividend for the Financial Year 2020-21.**(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	731	319729060	0
e-Voting at AGM	8	247	
Total	739	319729307	99.9753

(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	15	78947	0
e-Voting at AGM	0	0	
Total	15	78947	0.0247

(iii) Invalid votes:

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

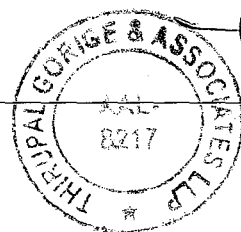
3. To appoint a Director in place of Shri Arup Chatterjee (DIN -08139347) who retires by rotation and being eligible, offers himself for re-appointment.**(i) Voted in favour of the resolution:**

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	639	316684928	0
e-Voting at AGM	8	247	
Total	647	316685175	99.0235

(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	104	3122961	0
e-Voting at AGM	0	0	
Total	104	3122961	0.9765

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(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 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	628	315730713	0
e-Voting at AGM	8	247	
Total	636	315730960	98.7251

(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	113	4077176	0
e-Voting at AGM	0	0	
Total	113	4077176	1.2749

(iii) Invalid votes:

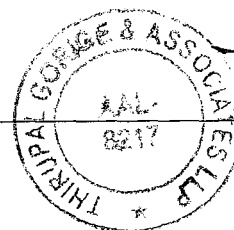
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

5. To fix remuneration of Statutory Auditors for the financial year 2021-22.**(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	710	319063909	0
e-Voting at AGM	8	247	
Total	718	319064156	99.7673

(ii) Voted against the resolution:

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Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	36	744043	0
e-Voting at AGM	0	0	
Total	36	744043	0.2327

(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 2021-22 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:

(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	718	319767085	0
E-Voting at AGM	8	247	
Total	726	319767332	99.9872

(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	27	40879	0
E-Voting at AGM	0	0	
Total	27	40879	0.0128

(iii) Invalid votes:

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



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1. All the resolutions proposed hereinabove have been passed with requisite majority.
2. 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 thereafter 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 Thirupal Gorige & Associates LLP
Practising Company Secretaries**

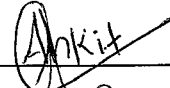


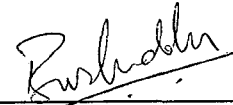
**Thirupal Gorige
Designated Partner
FCS No.6680 CP No.6424**



Place: Bangalore
Dated: October 1, 2021

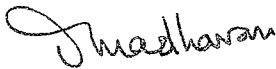
Witnesses:

1. 
(Ankit P)

2. 
(Busharuddin K)

Received the report of the Scrutinizer

For Hindustan Aeronautics Limited



**R MADHAVAN
Chairman and Managing Director**