



भारत डायनामिक्स लिमिटेड
BHARAT DYNAMICS LIMITED

BHARAT DYNAMICS LIMITED

(A Govt. of India Enterprise, Ministry of Defence)

CIN :- L24292TG1970GOI001353

Corporate Office: Plot No.38-39, TSFC Building, Near ICICI Towers, Financial District, Gachibowli, Hyderabad-32

Registered Office: Kanchanbagh, Hyderabad-58

Tel: 040-23456145; Fax: 040-23456110

e-mail : investors@bdl-india.in Website: www.bdl-india.in

Date: 27 Sep 2019

To, The Manager Compliance Department The National Stock Exchange Limited Exchange Plaza, Bandra- Kurla Complex, Bandra (East) Mumbai-400051	To, The Manager Compliance Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Tower Dalal Street Mumbai- 400001
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BSE Scrip Code: 541143; NSE Symbol : BDL

Dear Sir,

Submission of details regarding the e-voting results under Reg 44 of the SEBI (listing obligations and disclosure requirements) regulations, 2015 for the 49th annual general meeting of the company held on September 27, 2019.

1. This is with reference to the earlier communication regarding the Annual General Meeting of the Company. Please note that the 49th Annual General Meeting of the Company was duly held on Friday, September 27, 2019 at 15:30 hrs and concluded at 16:40 Hrs at Hotel Sheraton, Nanakramguda, Gachibowli, Hyderabad – 500032, to transact the business mentioned in the notice of the Annual General Meeting dated August 10, 2019.
2. As required by the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Reg 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the facility of voting through Remote e-voting and by ballot paper at the Venue of Annual General Meeting was provided to the members. The remote e-voting facility was opened from September 23, 2019 at 09:00 hrs to September 26, 2019 at 05:00 pm to enable the members to cast their votes. The Company had appointed M/s C V Reddy K & Associates, Practising Company



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Secretary as Scrutinizer for the remote e-voting and voting at the AGM by ballot paper. All the items of business as mentioned in the notice of Annual General Meeting have been transacted and based on the report of the Scrutinizer, the resolutions indicated below were declared as duly passed by requisite majority. The Scrutinizers Report is enclosed as Annexure-1.

3. Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the consolidated outcome of voting held through remote e-voting and ballot paper voting at the 49th Annual General Meeting of the Company.
4. You are requested to kindly take above information on your records.

Thanking You,

Yours faithfully,
For Bharat Dynamics Limited

N. NAGARAJA
Company Secretary

Enclosure: As above.

Bharat Dynamics Limited
Outcome of Voting At 49th Annual General Meeting

Total number of shareholders on record date: '113578' No. of Shares: '183281250'

No. of Shareholders present in the meeting either in person or through proxy:								
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Promoters and Promoter Group :			1	No. of Shares:	160829297			
Public :			47	No. of Shares:	11805			

Detail of the Agenda:

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100

1. To receive, consider and adopt audited financial statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Board of Directors' and Auditors' thereon

Ordinary Resolution

Promoter and Promoter Group	E-Voting	160829297	160829297	100	160829297	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		160829297	160829297	100	160829297	0	100
Public – Institutional holders	E-Voting	13995465	10906041	77.93	10906041	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13995465	10906041	77.93	10906041	0	100
Public-Others	E-Voting	8456488	7325	0.09	6985	340	95.36	4.64
	Poll		1432	0.02	1382	50	96.51	3.49
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8456488	8757	0.1	8367	390	95.55

2. To confirm payment of interim dividend and declare final dividend for the financial year ended 31st March 2019.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	160829297	160829297	100	160829297	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		160829297	160829297	100	160829297	0	100
Public – Institutional holders	E-Voting	13995465	10906041	77.93	10906041	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13995465	10906041	77.93	10906041	0	100
Public-Others	E-Voting	8456488	7325	0.09	7285	40	99.45	0.55
	Poll		1432	0.02	1382	50	96.51	3.49
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8456488	8757	0.1	8667	90	98.97

3. To appoint a Director in place of Shri.S.Piramanayagam (DIN: 07117827), who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	160829297	160829297	100	160829297	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		160829297	160829297	100	160829297	0	100
Public – Institutional holders	E-Voting	13995465	10906041	77.93	10906041	0	100	0

	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13995465	10906041	77.93	10906041	0	100	0
Public-Others	E-Voting	8456488	7325	0.09	6449	876	88.04	11.96
	Poll		1432	0.02	1382	50	96.51	3.49
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8456488	8757	0.1	7831	926	89.43

4.To appoint Cmde.Siddharth Mishra (Retd.)(DIN:08367035) as an Chairman & Managing Director of the Company

Ordinary Resolution

Promoter and Promoter Group	E-Voting	160829297	160829297	100	160829297	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		160829297	160829297	100	160829297	0	100
Public – Institutional holders	E-Voting	13995465	10906041	77.93	10906041	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13995465	10906041	77.93	10906041	0	100
Public-Others	E-Voting	8456488	7325	0.09	6532	793	89.17	10.83
	Poll		1432	0.02	1382	50	96.51	3.49
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8456488	8757	0.1	7914	843	90.37

5. To appoint Shri.N.P.Diwakar (DIN: 08207722) as an Director (Technical) of the Company

Ordinary Resolution

Promoter and Promoter Group	E-Voting	160829297	160829297	100	160829297	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		160829297	160829297	100	160829297	0	100
Public – Institutional holders	E-Voting	13995465	10906041	77.93	10906041	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13995465	10906041	77.93	10906041	0	100
Public-Others	E-Voting	8456488	7325	0.09	6473	852	88.37	11.63
	Poll		1432	0.02	1382	50	96.51	3.49
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8456488	8757	0.1	7855	902	89.7

6. To appoint Shri.P.Radha Krishna (DIN:08437975) as an Director (Production) of the Company

Ordinary Resolution

Promoter and Promoter Group	E-Voting	160829297	160829297	100	160829297	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		160829297	160829297	100	160829297	0	100
Public – Institutional holders	E-Voting	13995465	10906041	77.93	10906041	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13995465	10906041	77.93	10906041	0	100
Public-Others	E-Voting	8456488	7268	0.09	6770	498	93.15	6.85
	Poll		1432	0.02	1382	50	96.51	3.49
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8456488	8700	0.1	8152	548	93.7

7. To re-appoint Smt.Sushama. V. Dabak (DIN: 07085413) as Part-time Non-Official Director of the Company (i.e. Independent Director)

Special Resolution

Promoter and Promoter Group	E-Voting	160829297	160829297	100	160829297	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	160829297	160829297	100	160829297	0	100	0
Public – Institutional holders	E-Voting	13995465	10906041	77.93	10906041	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13995465	10906041	77.93	10906041	0	100
Public-Others	E-Voting	8456488	7268	0.09	6201	1067	85.32	14.68
	Poll		1432	0.02	1382	50	96.51	3.49
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8456488	8700	0.1	7583	1117	87.16

8. To re-appoint Prof. Ajay Pandey (DIN:01292877) as Part-time Non-Official Director of the Company (i.e Independent Director)

Special Resolution

Promoter and Promoter Group	E-Voting	160829297	160829297	100	160829297	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		160829297	160829297	100	160829297	0	100
Public – Institutional holders	E-Voting	13995465	10906041	77.93	10906041	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13995465	10906041	77.93	10906041	0	100
Public-Others	E-Voting	8456488	7325	0.09	6258	1067	85.43	14.57
	Poll		1432	0.02	1382	50	96.51	3.49
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8456488	8757	0.1	7640	1117	87.24

9. To ratify the remuneration of the Cost Auditor for the financial year 2019-20

Ordinary Resolution

Promoter and Promoter Group	E-Voting	160829297	160829297	100	160829297	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		160829297	160829297	100	160829297	0	100
Public – Institutional holders	E-Voting	13995465	10906041	77.93	10906041	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13995465	10906041	77.93	10906041	0	100
Public-Others	E-Voting	8456488	7325	0.09	6817	508	93.06	6.94
	Poll		1382	0.02	1382	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8456488	8707	0.1	8199	508	94.17



COMBINED SCRUTINIZER'S REPORT ON EVOTING & POLL

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

To
The Chairman of the
49th Annual General Meeting of
Bharat Dynamics Limited
Plot No.38-39, TSFC Building,
Near ICICI Towers, Financial District,
Nanakramguda, Hyderabad - 500032, Telangana

Ref: Report on resolutions passed through e-voting and poll conducted at the 49th Annual General Meeting (AGM) of the members of Bharat Dynamics Limited held on Friday, the 27th day of September, 2019 at 03.30 P.M. at Hotel Sheraton, Nanakramguda, Gachibowli, Hyderabad - 500032, Telangana.

Dear Sir,

I, K Ch Venkat Reddy, Proprietor of C V Reddy K & Associates, Company Secretaries, having office situated at 402, Kamala Towers, Street No. 15, Himayathnagar, Hyderabad - 500029, Telangana, have been appointed as a Scrutinizer for Bharat Dynamics Limited ("the Company") for the purpose of scrutinizing the e-voting & poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 49th Annual General Meeting of the members of the company on Friday, the 27th day of September, 2019 at 03.30 P.M. at Hotel Sheraton, Nanakramguda, Gachibowli, Hyderabad - 500032, Telangana.

1. The Company has availed e-voting facility from Central Depository Services (India) Limited ("e-voting facilitator") for enabling the shareholders to cast their votes electronically. E-Voting and the poll at the Annual General Meeting venue is conducted under my supervision. At the time of poll, adequate care is taken such that no member who has casted his/her vote



by remote e-voting prior to the meeting is not allowed to cast his/her vote again at the Annual General Meeting venue.

2. The e-voting period remained open from 9.00 A.M. on 23rd September, 2019 till 5.00 P.M. on 26th September, 2019.
3. The Shareholders holding shares as on the "cut off" date i.e. 20th day of September, 2019 were entitled to vote on the proposed resolutions (Item No. 1 to 9) as set out in the Notice of 49th Annual General Meeting of the Company.
4. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was sealed in my presence with due identification marks placed by me.
5. The remote votes were unblocked on 27th day of September, 2019 around 5.12 P.M. and the sealed ballot box was opened on 27th day of September, 2019 around 4.40 P.M. in the presence of two witnesses, Ms. M. Manisha and Mr. M. Bala Swamy, who are not in the employment of the Company. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the company and the authorizations/ proxies lodged with the company.
6. Thereafter the details containing, inter-alia, the list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of Central Depository Services (India) Limited and the same along with the information on polling of votes during the Annual General Meeting were handed over to the Company Secretary of the Company.
7. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
8. Based on the data downloaded from the official e-voting website of the e-Voting facilitator and the poll conducted at the Annual General Meeting venue, I hereby submit combined report (e-voting & Poll) as under:



A. **Resolution No. 1:** Approval of the audited financial statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Board of Directors' and Auditors' thereon:

(i) Voted in favour and against the resolution:

Mode of voting	No. of members present and voted	No. of votes casted by them	Favour		Against	
			No. of votes casted by them	% of favour valid votes to Total votes received	No. of votes casted by them	% of against valid votes to Total votes received
ELE	107	171742663	171742323	99.99	340	0.01
PHY	8	1432	1382	96.51	50	3.49
TOTAL	115	171744095	171743705		390	

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes casted by them	Invalid		Abstain	
			No. of members present and voted	No. of votes casted by them	No. of members present and voted	No. of votes casted by them
ELE	0	0	0	0	0	0
PHY	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0



B. **Resolution No. 2:** Confirmation with regard to payment of interim dividend and declaration of final dividend for the financial year ended 31st March 2019:

(i) Voted in favour and against the resolution:

Mode of voting	No. of members present and voted	No. of votes casted by them	Favour		Against	
			No. of votes casted by them	% of favour valid votes to Total votes received	No. of votes casted by them	% of against valid votes to Total votes received
ELE	107	171742663	171742623	99.99	40	0.01
PHY	8	1432	1382	96.51	50	3.49
TOTAL	115	171744095	171744005		90	

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes casted by them	Invalid		Abstain	
			No. of members present and voted	No. of votes casted by them	No. of members present and voted	No. of votes casted by them
EJE	0	0	0	0	0	0
PHY	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0



C. **Resolution No. 3:** Appointment of Director in place of Shri.S.Piramanayagam (DIN: 07117827), who retires by rotation and being eligible, offers himself for re-appointment:

(i) Voted in favour and against the resolution:

Mode of voting	No. of members present and voted	No. of votes casted by them	Favour		Against	
			No. of votes casted by them	% of favour valid votes to Total votes received	No. of votes casted by them	% of against valid votes to Total votes received
ELE	107	171742663	171741787	99.99	876	0.01
PHY	8	1432	1382	96.51	50	3.49
TOTAL	115	171744095	171743169		926	

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes casted by them	Invalid		Abstain	
			No. of members present and voted	No. of votes casted by them	No. of members present and voted	No. of votes casted by them
ELE	0	0	0	0	0	0
PHY	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0



D. **Resolution No. 4:** Appointment of Cmde.Siddharth Mishra (Retd.)(DIN:08367035) as Chairman & Managing Director of the Company:

(i) Voted in favour and against the resolution:

Mode of voting	No. of members present and voted	No. of votes casted by them	Favour		Against	
			No. of votes casted by them	% of favour valid votes to Total votes received	No. of votes casted by them	% of against valid votes to Total votes received
ELE	107	171742663	171741870	99.99	793	0.01
PHY	8	1432	1382	96.51	50	3.49
TOTAL	115	171744095	171743252		843	

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes casted by them	Invalid		Abstain	
			No. of members present and voted	No. of votes casted by them	No. of members present and voted	No. of votes casted by them
ELE	0	0	0	0	0	0
PHY	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0



E. **Resolution No. 5:** Appointment of Shri.N.P.Diwakar (DIN: 08207722) as Director (Technical) of the company:

(i) Voted in favour and against the resolution:

Mode of voting	No. of members present and voted	No. of votes casted by them	Favour		Against	
			No. of votes casted by them	% of favour valid votes to Total votes received	No. of votes casted by them	% of against valid votes to Total votes received
ELE	107	171742663	171741811	99.99	852	0.01
PHY	8	1432	1382	96.51	50	3.49
TOTAL	115	171744095	171743193		902	

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes casted by them	Invalid		Abstain	
			No. of members present and voted	No. of votes casted by them	No. of members present and voted	No. of votes casted by them
ELE	0	0	0	0	0	0
PHY	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0



F. **Resolution No. 6:** Appointment of Shri. P. Radha Krishna (DIN:08437975) as Director (Production) of the company:

(i) Voted in favour and against the resolution:

Mode of voting	No. of members present and voted	No. of votes casted by them	Favour		Against	
			No. of votes casted by them	% of favour valid votes to Total votes received	No. of votes casted by them	% of against valid votes to Total votes received
ELE	107	171742663	171742108	99.99	498	0.01
PHY	8	1432	1382	96.51	50	3.49
TOTAL	115	171744095	171743490		548	

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes casted by them	Invalid		Abstain	
			No. of members present and voted	No. of votes casted by them	No. of members present and voted	No. of votes casted by them
ELE	0	0	0	0	0	0
PHY	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0



G. **Resolution No. 7:** Re-Appointment of Smt.Sushama. V. Dabak (DIN: 07085413) as Parttime Non-Official Director (i.e. Independent Director):

(i) Voted in favour and against the resolution:

Mode of voting	No. of members present and voted	No. of votes casted by them	Favour		Against	
			No. of votes casted by them	% of favour valid votes to Total votes received	No. of votes casted by them	% of against valid votes to Total votes received
ELE	107	171742663	171741539	99.99	1067	0.01
PHY	8	1432	1382	96.51	50	3.49
TOTAL	115	171744095	171742921		1117	

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes casted by them	Invalid		Abstain	
			No. of members present and voted	No. of votes casted by them	No. of members present and voted	No. of votes casted by them
ELE	0	0	0	0	0	0
PHY	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0



H. **Resolution No. 8:** Re-Appointment of Prof. Ajay Pandey (DIN:01292877) as Part-time Non-Official Director (i.e. Independent Director):

(i) Voted in favour and against the resolution:

Mode of voting	No. of members present and voted	No. of votes casted by them	Favour		Against	
			No. of votes casted by them	% of favour valid votes to Total votes received	No. of votes casted by them	% of against valid votes to Total votes received
ELE	107	171742663	171741596	99.99	1067	0.01
PHY	8	1432	1382	96.51	50	3.49
TOTAL	115	171744095	171742978		1117	

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes casted by them	Invalid		Abstain	
			No. of members present and voted	No. of votes casted by them	No. of members present and voted	No. of votes casted by them
ELE	0	0	0	0	0	0
PHY	0	0	0	0	0	0
TOTAL	0	0	0	0	0	0



I. **Resolution No. 9:** Ratification of the remuneration of the Cost Auditor for the financial year 2019-2020:

(i) Voted in favour and against the resolution:

Mode of voting	No. of members present and voted	No. of votes casted by them	Favour		Against	
			No. of votes casted by them	% of favour valid votes to Total votes received	No. of votes casted by them	% of against valid votes to Total votes received
ELE	107	171742663	171742155	99.99	508	0.01
PHY	8	1432	1382	96.51	0	0
TOTAL	115	171744095	171743537		508	

(ii) Invalid and abstained votes:

Mode of voting	No. of members present and voted	No. of votes casted by them	Invalid		Abstain	
			No. of members present and voted	No. of votes casted by them	No. of members present and voted	No. of votes casted by them
ELE	0	0	0	0	0	0
PHY	1	50	0	0	1	50
TOTAL	1	50	0	0	1	50



The Register, Poll Papers, all other papers and relevant records relating to electronic voting and Poll were sealed and the same were handed over to the Company Secretary of the company immediately after approval and signing of the minutes for safe keeping.

**FOR C V REDDY K AND ASSOCIATES
COMPANY SECRETARIES**



**K CH VENKAT REDDY
PROPRIETOR**

M NO: 7976

CP NO: 8998

Date: 27.09.2019

Place: Hyderabad