



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,  
Nanakramguda, Hyderabad-500032

Registered Office: - Kanchanbagh, Hyderabad-500058

Tel: 040-23456145; Fax: 040-23456110

e-mail:[investors@bdl-india.in](mailto:investors@bdl-india.in); website:[www.bdl-india.in](http://www.bdl-india.in)

Ref- BDL/CS/2022/SE-36

Date: 28 September 2022

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**

**Sub:- Submission of Scrutinizer and E-voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).**

With reference to the subject cited, we hereby furnish the Scrutinizer and E-voting Results under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(as amended).

Yours faithfully,  
For Bharat Dynamics Limited

N. Nagaraja  
Company Secretary

Enclosure: As above.



**REPORT OF SCRUTINIZER[E-VOTING]**

[Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, as amended]

To  
The Chairman  
Bharat Dynamics Limited  
Plot No.38-39, TSFC Building,  
Near ICICI Towers, Financial District,  
Nanakramguda, Hyderabad – 500032,  
Telangana.

We, **Puttaparthi Jagannatham & Co., Company Secretaries**, Hyderabad, were appointed as the Scrutinizer for the 52<sup>nd</sup> (Fifty Second) Annual General Meeting (“AGM”) of the Members of “**Bharat Dynamics Limited**” (“the Company”) held on Monday, September 26, 2022 at 03:00 P.M. through Video Conferencing/Other Audio Visual Means at the Registered Office of the Company (deemed venue), for the purpose of scrutinizing the e-Voting process (Remote e-voting as well as the e-Voting by members during the AGM) in a fair and transparent manner and ascertaining the requisite majority on e-Voting carried out as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and pursuant to Section 108 of the Companies Act, 2013 (“the Act”) and Clause (xii) of Sub-rule(4) of Rule 20 of Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended on the resolutions referred to in this report.

The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April, 13, 2020, followed by General Circular Nos. 20/2020 dated May, 5 2020, No. 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, and No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the AGM through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at the common venue until December 31, 2022, as a continued protocol in view of the COVID-19 Pandemic.

The notice dated August 25, 2022, was sent as confirmed by the Company in respect of the below mentioned resolution(s) passed at the AGM of the Company through electronic mode to those Members whose email addresses were registered with the Company / Depository



Participant, in compliance with the MCA Circulars and SEBI Circulars issued.

The Management of the Company is responsible to ensure the compliance with the requirements of the act and the rules relating to voting through electronic means on the resolutions contained in the Notice to the 52<sup>nd</sup> AGM of the members of the Company. Our responsibility as a Scrutinizer for the e-Voting process is restricted to make a report on the votes cast "in favour" or "against" the said resolutions, based on the reports generated from the e-Voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

We submit our report as under:

1. The remote e-Voting period commenced Thursday, September 22, 2022 at 9:00 A.M. and ends on Sunday, September 25, 2022 at 5:00 P.M. ( IST)
2. The Company had also provided e-Voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.
3. The members of the Company as on the "cut-off" date i.e., Monday, September 19, 2022 were entitled to vote on the items as set out in the notice of the 52<sup>nd</sup> AGM of the Company.
4. The NSDL e-Voting platform was unblocked thereafter on Monday, September 26, 2022 around 04.00 P.M. in the presence of two witnesses, namely Ms. Nilima Kumari Singh, Resident of Madhavinagar, Hydershakote, Hyderabad - 500091, Telangana and Ms. Deepika Chawda, Resident of Prajay Megapolis, Tower 12, Flat No. 1503, KPHB 13th Phase Road, Behind Forum Mall, Kukatpally, Hyderabad- 500072, Telangana, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Nilima*

(Nilima Kumari Singh)

*Deepika*

(Deepika Chawda)

5. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were generated from the e-Voting website of NSDL and based on such reports the results of e-Voting on each resolution are given hereunder:



Ordinary Business:

A. Resolution No. 1: Ordinary Resolution

Approval of Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon:

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by E-voting	% of total number of valid votes cast
990	164179625	99.9999

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'Against' resolution by E-voting	% of total number of valid votes cast
17	1471	0.0001

Voted 'INVALID': NIL

**Result:**

*As the votes cast in favour of the resolution are more than the votes cast against the resolution as set out in the Notice as Item No. 1, therefore, the Ordinary Resolution has been passed with requisite majority.*

B. Resolution No. 2: Ordinary Resolution

Approval of Interim dividend and declare the Final Dividend for the financial year ended March 31, 2022:

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by E-voting	% of total number of valid votes cast
997	164182191	99.9992



Voted '**AGAINST**' the resolution:

Number of Members voted through E-voting	Number of votes cast 'Against' resolution by E-voting	% of total number of valid votes cast
13	1313	0.0008

Voted '**INVALID**': NIL

**Result:**

*As the votes cast in favour of the resolution are more than the votes cast against the resolution as set out in the Notice as Item No. 2, therefore, the Ordinary Resolution has been passed with requisite majority.*

**C. Resolution No. 3: Ordinary Resolution**

**Appointment of a Director in place of Shri Potluri Radhakrishna (DIN: 08437975), who retires by rotation and, being eligible, offers himself for re-appointment:**

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by E-voting	% of total number of valid votes cast
952	163723756	99.7200

Voted '**AGAINST**' the resolution:

Number of Members voted through E-voting	Number of votes cast 'Against' resolution by E-voting	% of total number of valid votes cast
53	459640	0.2800

Voted '**INVALID**': NIL

**Result:**

*As the votes cast in favour of the resolution are more than the votes cast against the resolution as set out in the Notice as Item No. 3, therefore, the Ordinary Resolution has been passed with requisite majority.*



**Special Business:**

**D. Resolution No. 4: Ordinary Resolution**

**Appointment of Dr. BHVS Narayana Murthy, DS & DG (MSS) (DIN: 09286096) as Part Time Official Director (Government Nominee Director) of the Company.**

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by E-voting	% of total number of valid votes cast
910	160570185	97.7993

Voted '**AGAINST**' the resolution:

Number of Members voted through E-voting	Number of votes cast 'Against' resolution by E-voting	% of total number of valid votes cast
95	3613202	2.2007

Voted '**INVALID**': NIL

**Result:**

*As the votes cast in favour of the resolution are more than the votes cast against the resolution as set out in the Notice as Item No. 4, therefore, the Ordinary Resolution has been passed with requisite majority.*

**E. Resolution No. 5: Ordinary Resolution**

**Enhancement of Statutory Auditors Remuneration:**

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by E-voting	% of total number of valid votes cast
953	162978510	99.2661



Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'Against' resolution by E-voting	% of total number of valid votes cast
52	1204897	0.7339

Voted 'INVALID': NIL

**Result:**

*As the votes cast in favour of the resolution are more than the votes cast against the resolution as set out in the Notice as Item No. 5, therefore, the Ordinary Resolution has been passed with requisite majority.*

**F. Resolution No. 6: Ordinary Resolution**

**Ratification of the remuneration of the Cost Auditor**

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by E-voting	% of total number of valid votes cast
963	164151388	99.9805

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'Against' resolution by E-voting	% of total number of valid votes cast
42	32024	0.0195

Voted 'INVALID': NIL

**Result:**

*As the votes cast in favour of the resolution are three times more than the votes cast against the resolution as set out in the Notice as Item No. 6, therefore, the Ordinary Resolution has been passed with requisite majority.*



**G. Resolution No. 7: Special Resolution**

**Appointment of Shri Sunil Chintaman Mone (DIN: 09223235) as Part-time Non-Official Director (i.e. Independent Director of the Company)**

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by E-voting	% of total number of valid votes cast
944	163089577	99.3338

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'Against' resolution by E-voting	% of total number of valid votes cast
57	1093750	0.6662

Voted 'INVALID': NIL

**Result:**

*As the votes cast in favour of the resolution are three times more than the votes cast against the resolution as set out in the Notice as Item No. 7, therefore, the Special Resolution has been passed with requisite majority.*

**H. Resolution No. 8: Special Resolution**

**Appointment of Prof.(Dr.) Sanghamitra Mishra (DIN: 09448680) as Part-time Non-Official Director (i.e. Independent Director) of the Company**

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by E-voting	% of total number of valid votes cast
957	163853465	99.7991

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'Against' resolution by E-voting	% of total number of valid votes cast
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45	329916	0.2009
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Voted 'INVALID': NIL

**Result:**

*As the votes cast in favour of the resolution are three times more than the votes cast against the resolution as set out in the Notice as Item No. 8, therefore, the Special Resolution has been passed with requisite majority.*

**I. Resolution No. 9: Special Resolution**

**Appointment of Shri Rajendra Singh Shekhawat (DIN: 09449860) as Part-time Non-Official Director (i.e. Independent Director) of the Company**

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by E-voting	% of total number of valid votes cast
945	163113147	99.3482

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting	Number of votes cast 'Against' resolution by E-voting	% of total number of valid votes cast
56	1070172	0.6518

Voted 'INVALID': NIL

**Result:**

*As the votes cast in favour of the resolution are three times more than the votes cast against the resolution as set out in the Notice as Item No. 9, therefore, the Special Resolution has been passed with requisite majority.*

**J. Resolution No. 10: Special Resolution**

**Appointment of Shri Nandakumar Subburaman (DIN: 0611401) as Part-time Non-Official Director (i.e. Independent Director) of the Company**

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by E-voting	% of total number of valid votes cast



953	163876650	99.8133
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Voted '**AGAINST**' the resolution:

Number of Members voted through E-voting	Number of votes cast 'Against' resolution by E-voting	% of total number of valid votes cast
47	306563	0.1867

Voted '**INVALID**': NIL

**Result:**

*As the votes cast in favour of the resolution are three times more than the votes cast against the resolution as set out in the Notice as Item No. 10, therefore, the Special Resolution has been passed with requisite majority.*

**K. Resolution No. 11: Special Resolution**

**Appointment of Dr. Pawan Sthapak (DIN: 03605320) as Part-time Non-Official Director (i.e. Independent Director) of the Company.**

Voted in '**FAVOUR**' of the resolution:

Number of Members voted through E-voting	Number of votes cast in 'Favour' of resolution by E-voting	% of total number of valid votes cast
948	163113123	99.3487

Voted '**AGAINST**' the resolution:

Number of Members voted through E-voting	Number of votes cast 'Against' resolution by E-voting	% of total number of valid votes cast
51	1069250	0.6513

Voted '**INVALID**': NIL

**Result:**

*As the votes cast in favour of the resolution are three times more than the votes cast against the resolution as set out in the Notice as Item No. 11, therefore, the Special Resolution has been passed with requisite majority.*



The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves, signs the minutes of the aforesaid AGM and the same will be handed over to the Company for safe keeping.

Place: Hyderabad

Date: September 27, 2022

For Puttaparthi Jagannatham & Co.  
Company Secretaries



A handwritten signature in blue ink, consisting of several horizontal and vertical strokes, positioned to the right of the stamp.

CS Navajyoth Puttaparthi  
Partner

FCS No: 9896; C P No: 16041

Peer Review Certificate No. 1158/2021

UDIN: F009896D001053191