

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L24292TG1970GOI001353

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACB7880N

(ii) (a) Name of the company

BHARAT DYNAMICS LIMITED

(b) Registered office address

KANCHANBAGH, HYDERABAD NA  
NA  
Telangana  
500058  
India

(c) \*e-mail ID of the company

BD\*\*\*\*\*IA.IN

(d) \*Telephone number with STD code

04\*\*\*\*\*45

(e) Website

https://bdl-india.in

(iii) Date of Incorporation

16/07/1970

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange	1,024
2	Bombay Stock Exchange	1

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX  
JHANDEWALAN EXTENSION

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	O	Public Services by Government agencies	O3	Administration of activities relating to Foreign affairs, Defence, public order,	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	183,281,250	183,281,250	183,281,250
Total amount of equity shares (in Rupees)	2,000,000,000	1,832,812,500	1,832,812,500	1,832,812,500

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	200,000,000	183,281,250	183,281,250	183,281,250
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,000,000,000	1,832,812,500	1,832,812,500	1,832,812,500

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	0	183,281,250	183281250	1,832,812,500	1,832,812,500	

<b>Increase during the year</b>	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
<b>At the end of the year</b>	0	183,281,250	183281250	1,832,812,5	1,832,812,	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

23,692,751,000

**(ii) Net worth of the Company**

36,368,233,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	137,325,527	74.93	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	137,325,527	74.93	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	15,376,853	8.39	0	
	(ii) Non-resident Indian (NRI)	934,700	0.51	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	7,248,744	3.95	0	
4.	Banks	1,500	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	5,411,094	2.95	0	
7.	Mutual funds	14,538,089	7.93	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,278,757	0.7	0	
10.	Others AIF,NBFC,Trust,Employees,	1,165,986	0.64	0	
	<b>Total</b>	45,955,723	25.07	0	0

**Total number of shareholders (other than promoters)**

252,728

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

252,729

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			127,792	
EMERGING MARKETS (	CITIBANK N.A. CUSTODY SERVICES			176,354	
NORTHERN TRUST CO	CITIBANK N.A. CUSTODY SERVICES			2,941	
GOVERNMENT PENSIC	CITIBANK N.A. CUSTODY SERVICES			340,173	
MORGAN STANLEY AS	CITIBANK N.A. CUSTODY SERVICES			10,001	
NORTHERN TRUST CO	CITIBANK N.A. CUSTODY SERVICES			40,249	
GENERAL ORGANIZAT	CITIBANK N.A. CUSTODY SERVICES			127,304	
FIDELITY SALEM STREI	CITIBANK N.A. CUSTODY SERVICES			20,388	
FIDUCIAN INDIA FUNE	CITIBANK N.A. CUSTODY SERVICES			13,196	
WISDOMTREE INDIA IN	CITIBANK N.A. CUSTODY SERVICES			78,589	
LAZARD ASSET MANA	CITIBANK N.A. CUSTODY SERVICES			187	
ISHARES MSCI EM SMA	CITIBANK N.A. CUSTODY SERVICES			18,514	
ISHARES CORE MSCI E	CITIBANK N.A. CUSTODY SERVICES			112,084	
ISHARES MSCI INDIA S	CITIBANK N.A. CUSTODY SERVICES			112,256	
ISHARES MSCI EMERG	CITIBANK N.A. CUSTODY SERVICES			14,880	
ISHARES CORE MSCI E	CITIBANK N.A. CUSTODY SERVICES			552,025	
BOFA SECURITIES EUR	CITIBANK N.A. CUSTODY SERVICES			251,643	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
SPARTAN GROUP TRU	CITIBANK N.A. CUSTODY SERVICES			562	
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			24,639	
INTERNATIONAL MON	CITIBANK N.A. CUSTODY SERVICES			579	
DIMENSIONAL WORL	CITIBANK N.A. CUSTODY SERVICES			21,479	
EMERGING MARKETS I	CITIBANK N.A. CUSTODY SERVICES			6,923	
NORTHERN TRUST CO	CITIBANK N.A. CUSTODY SERVICES			1,970	
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			292,130	
ISHARES CORE MSCI E	CITIBANK N.A. CUSTODY SERVICES			5,735	

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	168,987	252,728
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	3	6	2	6	0	0
(i) Non-Independent	3	0	2	0	0	0
(ii) Independent	0	6	0	6	0	0
<b>C. Nominee Directors representing</b>	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	2	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	8	2	8	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

12

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
A Madhavarao	09808949	Managing Director	0	
P V Raja Ram	10271259	Whole-time director	105	
Anurag Bajpai	08948155	Nominee director	0	
U Raja Babu	10212986	Nominee director	0	
Sunil Mone	09223235	Director	0	
Nandakumar Subburam	00611401	Director	0	
Pawan Sthapak	03605320	Director	0	
Rajendra Singh Shekhawat	09449860	Director	0	
Sanghamitra Mishra	09448680	Director	0	
Jashwant Lal	10055098	Director	0	
N Nagaraja	AEKPN5202N	Company Secretary	0	
G Gayatri Prasad	ADEPG7527K	CFO	652	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
P.Radha Krishna	08437975	Director	01/07/2023	Cessation
A Madhavarao	09808949	Whole-time director	17/07/2023	Change in Designation WTD t
BHVS Narayana Mu	09286096	Nominee director	21/07/2023	Cessation
U. Raja Babu	10212986	Nominee director	21/07/2023	Appointment
PV Raja Ram	10271259	Whole-time director	30/08/2023	Appointment
N Srinivasulu	08744682	Whole-time director	01/02/2024	Cessation
G Gayatri Prasad	ADEPG7527K	CFO	21/03/2024	Appointment

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/09/2023	193,983	60	75

### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2023	11	10	90.91
2	04/08/2023	10	10	100
3	03/11/2023	11	11	100
4	24/01/2024	11	9	81.82
5	21/03/2024	10	9	90

### C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/05/2023	6	4	66.67
2	Audit Committee	04/08/2023	6	6	100
3	Audit Committee	03/11/2023	6	6	100
4	Audit Committee	24/01/2024	6	5	83.33
5	Audit Committee	21/03/2024	6	6	100
6	Nomination and Remuneration	25/05/2023	6	4	66.67
7	Nomination and Remuneration	03/11/2023	6	6	100
8	Risk Management	04/08/2023	6	6	100
9	Risk Management	24/01/2024	7	6	85.71
10	Stakeholder Relationship	21/03/2024	6	6	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2024
								(Y/N/NA)
1	A Madhavarao	5	5	100	0	0	0	Yes
2	P V Raja Ram	3	3	100	2	2	100	Yes
3	Anurag Bajpai	5	4	80	0	0	0	Not Applicable
4	U Raja Babu	4	3	75	0	0	0	No
5	Sunil Mone	5	5	100	13	13	100	Yes
6	Nandakumar S	5	4	80	13	7	53.85	Yes
7	Pawan Sthap	5	5	100	13	13	100	Yes
8	Rajendra Sing	5	5	100	13	13	100	Yes
9	Sanghamitra M	5	4	80	13	10	76.92	Yes
10	Jashwant Lal	5	5	100	13	13	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	A Madhavarao	CMD	4,787,084	0	0	3,756,285	8,543,369
2	P Radha Krishna	Director Product	894,732	0	0	6,698,271	7,593,003
3	N Srinivasulu	Director Finance	2,904,941	0	0	7,483,796	10,388,737
4	P V Raja Ram	Director Product	3,529,966	0	0	3,055,147	6,585,113
	Total		12,116,723	0	0	20,993,499	33,110,222

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	G Gayatri Prasad	CFO	85,564	0	0	63,959	149,523
2	N Nagaraja	Company Secre	1,878,936	0	0	1,537,551	3,416,487
	Total		1,964,500	0	0	1,601,510	3,566,010

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sunil Chintaman Mo	Independent Dir	0	0	0	375,000	375,000
2	Nandakumar Subbu	Independent Dir	0	0	0	240,000	240,000
3	Sanghamitra Mishra	Independent Dir	0	0	0	305,000	305,000
4	Rajendra Singh She	Independent Dir	0	0	0	375,000	375,000
5	Pawan Sthapak	Independent Dir	0	0	0	375,000	375,000
6	Jashwant Lal	Independent Dir	0	0	0		0
	Total		0	0	0	1,670,000	1,670,000

## XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- \* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

## XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

## XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

## XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

G Narender

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

5024

### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director 

DIN of the director

To be digitally signed by 

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number  Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

BDL MGT-8 2023-24.pdf  
BDL Committee Meetings MGT 7 2023-24.  
BHARAT DYNAMICS LTD\_MGT7\_FII\_310

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**





# NARENDER & ASSOCIATES

Company Secretaries

403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500 038

Off: 040-40159831, 23730801, E-mail: narenderg99@gmail.com

## FORM NO. MGT - 8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of companies (management and administration) Rules, 2014]

### **CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **BHARAT DYNAMICS LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 and the rules made there under for the financial year ended 31<sup>st</sup> March, 2024. In our opinion and to the best of our information and according to the examination carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The annual return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the company has complied with provisions of the Act & Rules made there under in respect of:
1. The company is a Listed Public Limited Company. It was incorporated on 16/07/1970.
  2. The company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
  3. The company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, National Company Law Tribunal or other authorities within the time prescribed under the Act and the rules made there under.
  4. Board of Directors duly met 5 times on 25<sup>th</sup> May 2023, 04<sup>th</sup> August, 2023, 03<sup>rd</sup> November, 2023, 24<sup>th</sup> January, 2024 and 21<sup>st</sup> March, 2024 in respect of which proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed, in the Minutes Book maintained for the purpose.

Members of Audit Committee duly met 5 times on 25<sup>th</sup> May 2023, 04<sup>th</sup> August 2023, 03<sup>rd</sup> November 2023, 24<sup>th</sup> January 2024 and 21<sup>st</sup> March 2024, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.



Members of Nomination & Remuneration Committee duly met twice on 25<sup>th</sup> May, 2023 and 03<sup>rd</sup> November, 2023 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.

Members of Stakeholders Relationship Committee duly met once on 21<sup>st</sup> March, 2024 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.

Members of Corporate Social Responsibility Committee duly met 3 times on 25<sup>th</sup> May, 2023, 03<sup>rd</sup> November, 2023 and 24<sup>th</sup> January, 2024 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.

The 53<sup>rd</sup> Annual General Meeting for the financial year ended 31.03.2023 was held on 28.09.2023 after giving due notice to the members of the company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.

Independent Directors met once during the financial year 2023-24, on 24<sup>th</sup> March 2024.

No Extra ordinary general meetings were held during the year under review.

5. The Register of Members and Share Transfer Books of the Company were closed from 24<sup>th</sup> September, 2024 to 30<sup>th</sup> September, 2024 (both days inclusive);
6. The Company has not given any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; the Provisions of Section 185 are not applicable to the Company vide Notification GSR No. 463(E) F.No.1/2/2014-CL-V dated 5th June 2015;
7. The company has duly complied with the provisions of Section 188 of the Act in respect of contracts specified therein.
8. The company has not issued any equity shares /debentures/other securities during the financial year under review.
9. During the year under review, there were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. The company has not made the declaration/payments of dividend. However there was no requirement to transfer any unpaid/ unclaimed dividend/other amounts to the Investor Education and Protection Fund in accordance with Section 125 of the Act.





11. The audited financial statements have been signed as per the provisions of Section 134 of the Act and Report of Directors is signed as per sub - sections (3), (4) and (5) thereof.

12. The Board of Directors of the Company is duly constituted.

During the period under review, Shri.P.Radhakrishna, Director (Production) and Shri. N.Srinivasulu, Director (Finance) superannuated on 30<sup>th</sup> June, 2023 and on 31<sup>st</sup> January, 2024 respectively.

Consequent to cessation of Shri N. Srinivasulu as Director (Finance) and Chief Financial Officer on 31<sup>st</sup> January 2024, Shri G. Gayatri Prasad General Manager (Finance) was appointed as Chief Financial Officer of the company (KMP) with effect from 21<sup>st</sup> March, 2024.

Ministry of Defence, Government of India has assigned the additional charge Director (Finance) to Cmde. A. Madhavarao, CMD and additional charge Director (Technical) to Shri.P.V.Raja Ram, Director (Production).

All the Directors have disclosed their interest(s), if any, in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.

13. Appointment of auditors as per the provisions of section 139 of the Act and Reappointment/ filling up casual vacancies of auditors are not applicable during the aforesaid Financial Year. The company being Government Company, appointment/re-appointment of auditors is being done by C&AG as per the Provisions of Section 139(5) of the Act.

14. Approvals required to be taken from the ~~Central Government, Tribunal, Regional Director, Registrar, Court~~ or such other authorities, under the various provisions of the Act, have been taken from time to time.

15. During the period under review there was no acceptance/renewal/repayment of deposits.

16. During the period under review, there are no instances of borrowings from its directors, members, enhancement in borrowings from public financial institutions & banks and others necessitating creation of charges, satisfaction of charges, except modification of few charges.

17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act; The Provisions of Section 186 are not applicable to the Company vide Notification GSR No. 463(E) F.No.1/2/2014-CL-V dated 5th June 2015.



18. The company has not altered any provisions of the Articles of Association of the Company and two changes were made in Memorandum of Association (MoA) during the year under scrutiny. The company at its Board meeting held on 03<sup>rd</sup> November 2023 have approved the alteration of MoA by inclusion of new object clause relating to space technology. Further the company at its Board Meeting held on 21<sup>st</sup> March 2024 have approved the Sub-division/ split of existing 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 2 (Two) Equity Shares of face value of Rs. 5/- (Rupees Five Only) each fully paid up. The shareholders have approved both the resolutions on 25th April 2024 through postal ballot.

The following new Objective was inserted in Clause III (A) 14 and alteration of Capital Clause (Clause V) of Memorandum of Association

- i. To carry on the Business of Manufacture of Space related products and providing Space related services in India or elsewhere either independently or in Collaboration with others, including design, development, assemble, fit up, repair, convert, testing and building of Satellite launch vehicles, satellites, spacecrafts, rocket propulsion systems and all other related systems and activities including providing launch services for Satellites belonging to the customers.
- ii. The Authorized Share Capital of the Company is Rs.200,00,00,000 (Rupees Two Hundred crore only) divided into 40,00,00,000 (Forty crore only) shares of Rs.5/- (Rupee Five only) each with the 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 clauses 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.

PLACE: HYDERABD  
DATE: 07.11.2024

UDIN NO: F004898F001948642

for NARENDER & ASSOCIATES  
COMPANY SECRETARIES



*G. NARENDER*  
G. NARENDER  
Proprietor  
FCS: 4898, COP: 5024



**ANNEXURE - A****STATUTORY REGISTERS AS MAINTAINED BY THE COMPANY:**

S. No	Particulars
1	Register of Members u/s. 88 1(a) of Companies Act, 2013
2	Register of Charges u/s. 85(1) of Companies Act, 2013
3	Register of Directors and Key Managerial Personnel u/s. 170(1) of Companies Act, 2013
4	Register of Contracts u/s. 189 of Companies Act, 2013
5	Register of Share Transfers
6	Register of Directors Shareholding
7	Minutes of the General Meetings u/s. 118 of Companies Act, 2013
8	Minutes of the Board Meetings u/s. 118 of Companies Act, 2013
9	Attendance Registers for Board Meetings & General Meetings

**ANNEXURE - B****FORMS/RETURNS FILED BY THE COMPANY WITH THE REGISTRAR OF COMPANIES DURING THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024:**

S. No	Form No/Return	Filed under Section of companies Act 2013	Purpose	Date of Filing	Whether filed within the prescribed time Yes / No	If delay in filing, whether requisite additional fee paid Yes / No
1.	MGT-14	179(3)	Resolution passed to approve Directors report and Financial statements	14/08/2023	Yes	No
2.	CHG-1	77	Charge of creation/Modification	23/09/2023	Yes	No
3.	MGT-14	179(3)	Resolution passed to approve Directors report and Financial statements	27/10/2023	Yes	No
4.	MGT-14	179(3)	Resolution passed to approve Directors report and Financial statements	09/02/2024	Yes	No
5.	DIR-12	168	Appointment/ Cessation of Director	12/02/2024	Yes	NA



6.	DIR-12	168	Appointment/ Cessation of Director	13/02/2024	Yes	NA
7.	ADT-1	139	Appointment of Auditor	29/09/2023	Yes	NA
8.	MGT-7	92(1)	Annual Return	23/11/2023	Yes	NA
9.	AOC-4 (XBRL)	137	Filing Financials of the company	27/10/2023	Yes	NA
10.	DIR-12	168	Appointment/ Cessation of Director	14/08/2024	Yes	NA
11.	DIR-12	168	Appointment/ Cessation of Director	15/09/2023	Yes	NA
12.	CHG-1	77	Charge of creation/Modification	27/09/2023	Yes	No
13.	CRA-2	148	Appointment of Cost Auditor	22/06/2023	Yes	NA
14.	DIR-12	168	Appointment/ Cessation of Director	17/08/2023	Yes	NA
15.	DIR-12	168	Appointment/ Cessation of Director	17/08/2023	Yes	NA

*Sw*





## **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

Email: [investors@bdl-india.in](mailto:investors@bdl-india.in); Website: [www.bdl-india.in](http://www.bdl-india.in)

# **FORM NO. MGT-7 (2023-24)**

## **IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

### **C. COMMITTEE MEETINGS**

S. No	Type of Meeting	Date of Meeting	Total No. of Members as on the date of Meeting	Attendance	
				No. of Members Attended	% of Attendance
11	CSR Committee	25/05/2023	7	4	57
12	CSR Committee	03/11/2023	6	6	100
13	CSR Committee	24/01/2024	7	6	86

# BHARAT DYNAMICS LTD

## FII Details As On Date 31/03/2024

Sl No.	Name of the FII	Address	Date of Incorporation	Country of	Number of shares held	% of shares held
26	LEGAL & GENERAL EMERGING MARKETS EX CHINA SMALL CAP COLLECTIVE INVESTMENT TRUST FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098			11925	0.01
27	VGS CAPITAL HOLDINGS VCC - KSEMA INDIA GALAXY FUND	HDFC BANK LIMITED CUSTODY OPERATIONS EMPIRE PLAZA 1 4TH FLOOR LBS MARG CHANDAN NAGAR VIKHROLI WEST MUMBAI 400083			3000	0.00
28	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063			9541	0.01
29	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM - NORTHERN TRUST INVESTMENTS, INC.	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063			19057	0.01
30	SPDR PORTFOLIO EMERGING MARKETS ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063			29822	0.02
31	STATE STREET EMERGING MARKETS SMALL CAP ACTIVE NON-LENDING QIB COMMON TRUST FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063			20344	0.01
32	STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063			102538	0.06
33	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063			12106	0.01
34	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063			18215	0.01
35	CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063			63310	0.03
36	VANGUARD TOTAL WORLD STOCK INDEX FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			19141	0.01
37	COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001			334840	0.18
38	BNYM MELLON DB SL ACWI EX-U.S. SMALL CAP FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			3805	0.00
39	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			11506	0.01
40	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY SPDR MSCI ACWI IMI UCITS ETF	78, SIR JOHN ROGERSON'S QUAY DUBLIN 2, IRELAND 9999999999			440	0.00
41	PEOPLE'S BANK OF CHINA	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			4741	0.00
42	STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			11567	0.01
43	TIAA-CREF QUANT INTERNATIONAL SMALL-CAP EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			282502	0.15
44	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA - STATE STREET GLOBAL ADVISORS	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			19847	0.01
45	BRIDGEWAY EMERGING MARKETS SMALL CAP FUND (MASTER), LTD	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001			786	0.00
46	AIDOS INDIA FUND LTD	ICICI BANK LTD SMS DEPT 1ST FLOOR EMPIRE COMPLEX 414 S B MARG LOWER PAREL MUMBAI 400013			1000	0.00
47	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001			5256	0.00
48	INDIA OPPORTUNITIES GROWTH FUND LTD - PINWOOD STRATEGY	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001			2455	0.00



49	UBS PRINCIPAL CAPITAL ASIA LTD	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001			372	0.00
50	CC&L Q INTERNATIONAL SMALL CAP EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 M.G. ROAD FORT, MUMBAI 400001			33	0.00
51	VIRGINIA RETIREMENT SYSTEM	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001			6225	0.00
52	VANGUARD FTSE ALL-WORLD EX-US SMALL-CAP INDEX FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001			129675	0.07
53	BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI 400051			21356	0.01
54	PREMIER INVESTMENT FUND LIMITED	C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV,CUSTODY SERVS, INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI 400097			7810	0.00
55	MKT CAPITAL LP	C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV,CUSTODY SERVS,INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI 400097			95508	0.05
56	INDIA EMERGING OPPORTUNITIES FUND LIMITED	C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV,CUSTODY SERVS,INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI 400097			67027	0.04
57	COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063			11147	0.01
58	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063			502765	0.27
59	ABU DHABI INVESTMENT AUTHORITY - MONSOON	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063			204153	0.11
60	FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063			705	0.00
61	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063			478863	0.26
62	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063			7019	0.00
63	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063			171017	0.09
64	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063			87015	0.05
65	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063			31560	0.02
66	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST II	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E. 400063			239710	0.13
67	SOMERVILLE TRADING ENTERPRISES, LLC	JPMorgan Chase Bank, N.A. India Sub Custody 9th Floor,Tower A Block 9, NKP Western Express Highway,Goregaon E. 400063			8797	0.00