



**BHARAT DYNAMICS LIMITED**

**Corporate Identity Number (CIN): L24292TG1970GOI001353**

**Corporate Office:** Plot No. 38 & 39, TSFC Building, Near ICICI Towers, Financial District, Gachibowli, Hyderabad - 500032.

**Registered Office:** Kanchanbagh, Hyderabad-500058

**Tel. No:** 040-23456145 **Fax No:** 040-23456110

**Email:** investors@bdl-india.in **Website:** www.bdl-india.in

## NOTICE

Notice is hereby given that the 48<sup>th</sup> Annual General Meeting of the Members of BHARAT DYNAMICS LIMITED will be held at **15:00 hrs on Thursday, 27 September 2018** at **Hotel Sheraton, Nanakramguda, Gachibowli, Hyderabad-500032**, to transact the following businesses:

### Ordinary Business

- 1) To receive, consider and adopt audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2018, together with the Reports of the Board of Directors' and Auditors' thereon;
- 2) To confirm payment of interim dividend and declare final dividend for the financial year ended 31<sup>st</sup> March 2018.
- 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.

### Special Business

- 4) To consider and if thought fit, to pass 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 and the rules made there under, consent of the Company be and is hereby accorded for the payment of remuneration of Rs 150000/- plus applicable taxes (excluding out of pocket expenses) to the Cost Auditor as appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the Financial Year 2018-19".

**"RESOLVED FURTHER THAT** the Chairman & Managing Director or any one of the directors of the Board of Directors and the Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By the Order of the Board**

**N.Nagaraja**  
**Company Secretary**

**Hyderabad**  
**16 August, 2018**

### Notes:

1. The statement pursuant to Sec. 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. **A member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy, duly completed, stamped and signed, should however, be deposited at the Corporate Office of the Company not less than forty-eight hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.**
3. **Pursuant to the provisions of section 105 of the Act, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share**

**capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**

4. Brief profile of the Directors seeking appointment/re-appointment as mandated under regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with the Stock Exchanges forms part of the Notice.
5. In terms of Section 101 of the Act and Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of AGM and other documents including the Annual Report are being sent in electronic mode by e-mail to those shareholders who have furnished their e-mail address in their demat accounts. However, Members may please note that they will be entitled to a hard copy of the Annual Report of the company and all attachments thereto upon receipt of a requisition, free of cost. Members interested to receive the documents in physical form may please give the intimation to the Company's Registrar Alankit Assignments Ltd at the earliest, duly quoting the Demat A/c details. Alternatively, the request, duly quoting the Demat A/c details, may be sent by email at email id bdl\_igr@alankit.com.
6. The Register of Members and the Share Transfer Books of the Company will be closed from **Friday, 21 September, 2018 to Thursday, 27 September, 2018** (both days inclusive).
7. The Board has recommended a final dividend of ₹ 7.29 per equity share of ₹ 10/- each. The dividend, if declared by the Members at the AGM, will be paid within 30 days from the date of declaration to those persons
  - whose names appear as beneficial owners at the end of the business hours on **Thursday, 20 September, 2018** in the list of beneficial owners to be furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and
  - whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/ Registrar and Share Transfer Agents on or before **Thursday, 20 September, 2018**.
8. Company will be making the dividend payment by electronic mode wherever possible and by dividend warrant/ Bank demand drafts in other cases. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership details furnished by the Depositories (NSDL & CDSL) as at the close of business hours on **September 20, 2018** for this purpose. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant of the Members. Members who have changed their bank account after opening the Depository Account and want to receive dividend in an account other than the one specified while opening the Depository Account, are requested to change/correct their bank account details (including the nine-digit

Bank code) with their Depository Participant, before **September 20, 2018**.

9. Members are hereby informed that under the Companies Act, 2013, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ('the Fund') established by the Central Government. Further, pursuant to the provisions of section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividend remain unpaid/unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Hence, the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period.
10. Members are requested to:-
  - i. note that copies of Annual Report will not be distributed at the Annual General Meeting.
  - ii. bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
  - iii. note that the attendance slip/ proxy form should be signed as per the specimen signature registered with the Alankit Assignments Limited, Registrar & Transfer Agent (RTA)/ Depository Participant (DP).
  - iv. deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Hall will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the attendance slip.
  - v. note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  - vi. Intimate to their DP in respect of shares held in dematerialized form, and to the Company/Company's Registrar & Share Transfer Agent in respect of physical shares, changes if any, in their respective addresses along with the pin code number at an early date.
  - vii. quote their Folio / Client ID & DP ID Nos. in all correspondence.
  - viii. In case of multiple folio consolidate holdings into one folio in case of multiple folios with names in identical orders.
  - ix. note that no gifts/coupons will be distributed at the Annual General Meeting.
8. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Company Secretary of the Company at the Corporate Office of the company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
9. Members may also note that the Annual Report for the FY 2017-18 will also be available on the Company's website [www.bdl-india.in](http://www.bdl-india.in) for their download.
10. **Members who have not registered their e-mail addresses so far or who want to update their e-mail address, are requested to approach their respective DP (for electronic holding) or with R&TA/ Company (for physical holding), for receiving all communication including Annual Report, Notices, Circulars, NECS intimation etc. for the Company electronically.**
11. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent at the following address:  
**Alankit Assignments Limited**  
 SEBI Registration Number: INR000002532  
 Address:- 205-208, Anarkali Complex  
 Jhandewalan Extension, New Delhi-110055  
 Telephone: +91 11 42541234; Facsimile: +91 11 41543474  
 Email: [bdl\\_igr@alankit.com](mailto:bdl_igr@alankit.com); Website: [www.alankit.com](http://www.alankit.com)

12. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares in individual name are advised to avail of the nomination facility by filing Form No. SH- 13 in their own interest. Blank form can be obtained from RTA on request. Members holding shares in dematerialized form may contact their respective DPs for registration of nomination.
13. None of the Directors of the Company is in any way related to each other
14. Route Map for the venue of the meeting is enclosed
15. In compliance with the provisions of section 108 of the Act, the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through e-voting services provided by RTA through Central Depository Services (India) Ltd, on all resolutions set forth in this Notice. The instructions for e-voting are hereunder

#### Instructions for Voting through electronic mode

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the members are provided with the facility to exercise their right to vote electronically, through the e-voting services provided by CDSL, i.e. facility of casting the votes by the members using an electronic voting system from a place other than the venue of AGM (remote e-voting) on all the resolutions set forth in this Notice.
- b) The voting period begins on **Monday, 24 September, 2018 (09.00 a.m.)** and ends on **Wednesday, 26 September 2018 (5.00 p.m.)**. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, **Thursday, 20 September, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- c) The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. **Thursday, 20 September, 2018**
- d) The Company has appointed Mr.Y.Ramesh, Practising Company Secretary to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Annual General Meeting in a fair and transparent manner.
- e) A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- f) The facility of voting through by ballot paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. Members can opt for only one mode of voting, i.e., either by Poll at the venue of AGM or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll will be treated as invalid.
- g) The Scrutinizer shall immediately after the conclusion of voting at the AGM count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer Report of the Total votes cast in favour of or against, if any, not later than three working



days from the conclusion of the AGM to the Chairman of the Company. The Chairman or any other person authorised by the Chairman shall declare the result of the voting forthwith. The results declared along with the Scrutinizer's Report, will be placed in the website of the Company [www.bdl-india.in](http://www.bdl-india.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz., Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

**h) PROCEDURE FOR E-VOTING:**

- a) Instructions for members for voting electronically are as under: A. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/Registrars)
  - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on "Shareholders" tab.
  - (iii) Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vi) If you are a first time user, follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Ex.If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member ID/ folio number in the Dividend Bank details field as mentioned in instruction (iii) above.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting the resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company, i.e., Bharat Dynamics Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xviii) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)



- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (b) In case of members receiving the physical copy of notice of 48th Annual General meeting by Registered Parcel (for members whose e-mail ids are not registered with the Company/Depositories): Please follow all the steps from S.No.(i) to S.No. (xvii) to cast vote

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No.4

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company.

On the recommendation of the Audit Committee, the Board at its 249th meeting held on 14 August 2018 has considered and approved the appointment of M/s Narasimha Murthy & Co., Cost Accountants as the cost auditor for the financial year 2018-19 and recommended remuneration of ₹ 150000/- per annum plus applicable tax. As per section 148(3) of the Companies Act, 2013, the remuneration of Cost Auditor is required to be approved by the shareholders.

The Board recommends the resolution set out in item No. 4 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution. None of the Directors/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution at item No.4 of the accompanying Notice.

By the Order of the Board

N.Nagaraja  
Company Secretary

Hyderabad  
16 August, 2018

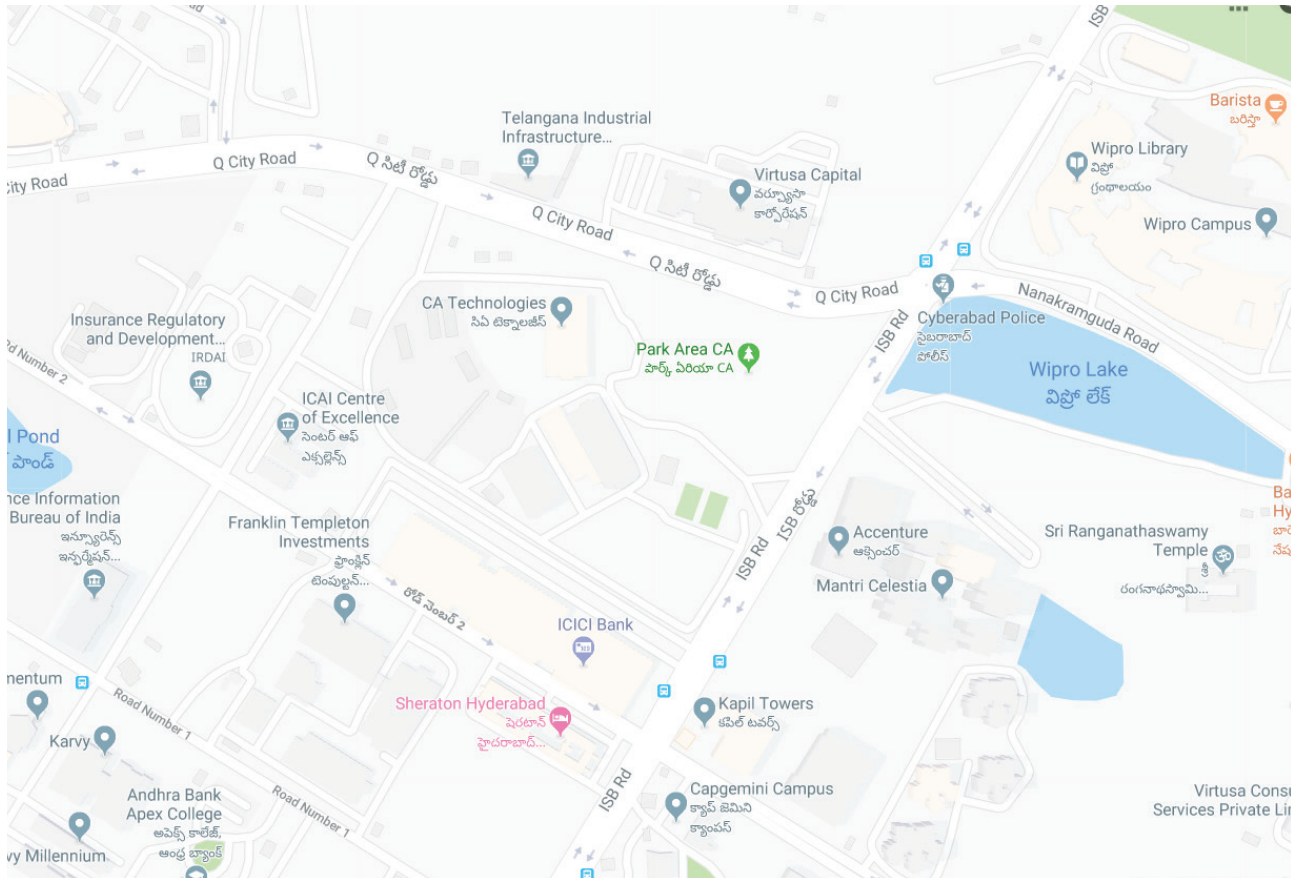
## DETAILS OF DIRECTOR SEEKING REAPPOINTMENT AT THE AGM PURSUANT TO REGULATION 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS:

Name of the Director	Shri S.Piramanayagam
DIN	07117827
Date of Birth	June 05, 1960
Date of first appointment on the Board	January 1, 2015
Qualifications	He holds a bachelor's degree in Science from Madurai Kamraj University and is an associate member of the Institute of Chartered Accountants of India
Expertise in specific functional areas	Shri Piramanayagam has more than 30 years of work experience with financial management, Internal Audit, strategic planning, risk management, forex management, budgeting and cost control.
Terms and conditions of appointment or reappointment	He was appointed on January 1, 2015 pursuant to Ministry of Defence Government of India bearing reference number H- 62011/4/2013-D (BDL) dated July 01, 2015. The current terms and conditions of his employment were prescribed by Ministry of Defence in the above Order
Details of remuneration last drawn (FY 2017-18)	₹ 46,61,224
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Nil
Membership of Committees/ Chairmanship in other Public Limited Companies	Nil
No. of Board Meetings attended during the Financial Year 2017-18	11
No. of shares held in the Company:	
(a) Own	NIL
(b) For other persons on a beneficial basis	Nil

Note: Shri S.Piramanayagam is not related to any other Director or Key Managerial Personnel.



## ROUTE MAP TO AGM VENUE



**AGM Venue:** Hotel Sheraton, Nanakramguda, Gachibowli, Financial District, Hyderabad-500032