



**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: <https://bdl-india.in>

Ref- BDL/CS/2023/SE-53

Date: 29/09/2023

To, The Manager Compliance Department The National Stock Exchange Limited Exchange Plaza, Bandra- Kurla Complex, Bandra (East) Mumbai-400051 Scrip Code- BDL	To, The Manager Compliance Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Tower Dalal Street Mumbai- 400001 Scrip Code- 541143
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**Sub:- Submission of Scrutinizer and E-voting Results in respect of 53<sup>rd</sup> AGM of the Company held on 28 September 2023 under Regulation 44 of SEBI (LODR) 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).

For Bharat Dynamics Limited  
**NAGULA**  
**NAGARAJA**  
Digitally signed by NAGULA  
NAGARAJA  
Date: 2023.09.29 18:06:17  
+05'30'  
N. Nagaraja  
Company Secretary

Enclosure: As above.



# NARENDER & ASSOCIATES

Company Secretaries

403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500 038  
Off: 040-40159831, 23730801, E-mail: narenderg99@gmail.com

UDIN: F004898E001122487

## SCRUTINIZER'S REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014 and Securities Exchange Board of India  
(Listing Obligations and Disclosure Requirements)  
Regulations, 2015 as amended from time to time]*

To  
The Chairman,  
Bharat Dynamics Limited ("the Company"),  
L24292TG1970GOI001353  
Kanchanbagh,  
Hyderabad - 500058, Telangana

Dear Sir/Madam,

Sub: Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility provided to the shareholders during the 53<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of Bharat Dynamics Limited ("the Company") held on Thursday, 28<sup>th</sup> day of September, 2023 at 03:00 P.M.

I, G. Narender, Proprietor of Narender & Associates, Practicing Company Secretaries, having office situated at 403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500038, Telangana, have been appointed as the Scrutinizer of Bharat Dynamics Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings as issued by the Institute of the Company Secretaries of India, on the Resolutions contained in the Notice of the 53<sup>rd</sup> Annual General Meeting of the members of the company on Thursday, the 28<sup>th</sup> day of September, 2023 at 03.00 P.M.





In view of the continuing COVID-19 pandemic and restrictions/issues, the Ministry of Corporate Affairs ("MCA") vide its Circular No.14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020 and Circular No.20/2020 dated 05.05.2020 and SEBI vide its Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and in continuation to the previous MCA circular, Ministry issued Circular No.02/2022 dated 05.05.2022 prescribed the procedure and manner of conducting Annual General Meeting (AGM) of the Members through Video Conference (VC)/Other Audio Visual Means (OAVM).

The notice dated 01<sup>st</sup> September, 2023 was sent to the shareholders, in respect of the resolutions passed at the AGM of the Company to all members at their E Mail addresses as registered with the Company/Depositories, in compliance with the MCA circulars and Securities and Exchange Board of India. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and voting during the AGM on the resolutions contained in the notice of the AGM. My responsibility as Scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions. Based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL) (Service Provider), the authorized agency to provide e-voting facility and voting at the AGM. I hereby submit my report as under:

1. The Company has availed e-voting facility from National Securities Depository Limited (NSDL) ("e-voting facilitator") for enabling the shareholders to cast their votes electronically. The Company has also provided e-voting facility to the shareholders present at the AGM through VC/OAVM (who had not cast their vote earlier);
2. The e-voting period remained open from 9.00 A.M. on 22<sup>nd</sup> September, 2023 till 5.00 P.M. on 27<sup>th</sup> September, 2023;
3. The Shareholders holding shares as on the "cut off" date i.e. 20<sup>th</sup> September, 2023 were entitled to vote on the proposed resolutions (Item Nos. 1 to 8) as set out in the Notice of 53<sup>rd</sup> Annual General Meeting of the Company;
4. At the end of the voting period on 27<sup>th</sup> September, 2023 at 5:00 P.M., the voting portal of the Service Provider was unblocked forthwith;
5. After the conclusion of AGM, the remote voting facility provided for AGM was unblocked and thereafter, the details containing, inter-alia, list of shareholders, who voted "In Favour" and "Against", were generated from the e-voting website of National Securities Depository Limited (NSDL) and based on such reports the results of e-voting on each resolution are given hereunder;





A. **Resolution No. 1:** To receive, consider and adopt audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2023, 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 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
Remote Voting	1080	162581925	162580758	99.999	1167	0.001
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>1080</b>	<b>162581925</b>	<b>162580758</b>	<b>99.999</b>	<b>1167</b>	<b>0.001</b>

(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
Remote Voting	0	0	0	0	0	0
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**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, we confirm that, the Ordinary Resolution has been passed with requisite majority.



B. **Resolution No. 2:** To confirm payment of interim dividend and declare final dividend for the financial year ended 31<sup>st</sup> March 2023:

(i) Voted in favour and against the resolution:

Mode of voting	No. of members 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
Remote Voting	1079	162582062	162581053	99.999	1009	0.001
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>1079</b>	<b>162582062</b>	<b>162581053</b>	<b>99.999</b>	<b>1009</b>	<b>0.001</b>

(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
Remote Voting	0	0	0	0	0	0
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**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, we confirm that, the Ordinary Resolution has been passed with requisite majority.





C. **Resolution No. 3:** To appoint a Director in place of Shri N. Srinivasulu (DIN: 08744682), 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 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
Remote Voting	1076	162581966	162356295	99.861	225671	0.139
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>1076</b>	<b>162581966</b>	<b>162356295</b>	<b>99.861</b>	<b>225671</b>	<b>0.139</b>

(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
Remote Voting	0	0	0	0	0	0
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**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, we confirm that, the Ordinary Resolution has been passed with requisite majority.





D. **Resolution No. 4:** To ratify the remuneration of the Cost Auditor and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

(i) Voted in favour and against the resolution:

Mode of voting	No. of members 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
Remote Voting	1076	162581988	162576986	99.997	5002	0.003
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>1076</b>	<b>162581988</b>	<b>162576986</b>	<b>99.997</b>	<b>5002</b>	<b>0.003</b>

(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
Remote Voting	0	0	0	0	0	0
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**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, we confirm that, the Ordinary Resolution has been passed with requisite majority.





- E. **Resolution No. 5:** To appoint Shri Jashwant Lal (DIN: 10055098) as Part time Non-Official Director (i.e. Independent Director) of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

- (i) Voted in favour and against the resolution:

Mode of voting	No. of members 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
Remote Voting	1080	162581942	157214747	96.699	5367195	3.301
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>1080</b>	<b>162581942</b>	<b>157214747</b>	<b>96.699</b>	<b>5367195</b>	<b>3.301</b>

- (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
Remote Voting	0	0	0	0	0	0
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**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, we confirm that, the Special Resolution has been passed with requisite majority.





F. **Resolution No. 6:** To appoint Cmde Atmakuri Madhavarao (Retd.) (DIN: 09808949) as Chairman and Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution::

(i) Voted in favour and against the resolution:

Mode of voting	No. of members 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
Remote Voting	1076	162581734	162238640	99.789	343094	0.211
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>1076</b>	<b>162581734</b>	<b>162238640</b>	<b>99.789</b>	<b>343094</b>	<b>0.211</b>

(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
Remote Voting	0	0	0	0	0	0
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**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.6, we confirm that, the Ordinary Resolution has been passed with requisite majority.





G. **Resolution No. 7:** To appoint Shri. Ummalaneni Raja Babu (DIN: 10212986) as Government Nominee Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

(i) Voted in favour and against the resolution:

Mode of voting	No. of members 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
Remote Voting	1077	162581942	162354694	99.860	227248	0.140
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>1077</b>	<b>162581942</b>	<b>162354694</b>	<b>99.860</b>	<b>227248</b>	<b>0.140</b>

(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
Remote Voting	0	0	0	0	0	0
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**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.7, we confirm that, the Ordinary Resolution has been passed with requisite majority.





H. **Resolution No. 8:** To appoint Shri Prabhala Venkataramana Raja Ram (DIN: 10271259) as Director (Production) of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

(i) Voted in favour and against the resolution:

Mode of voting	No. of members 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
Remote Voting	1074	162581942	162402185	99.889	179757	0.111
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>1074</b>	<b>162581942</b>	<b>162402185</b>	<b>99.889</b>	<b>179757</b>	<b>0.111</b>

(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
Remote Voting	0	0	0	0	0	0
Venue Voting	0	0	0	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**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.8, we confirm that, the Ordinary Resolution has been passed with requisite majority.



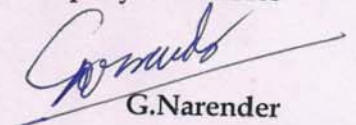


The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves, signs the minutes of the aforesaid AGM and thereafter the same will be handed over to the Company Secretary for safe keeping.

Date: 29.09.2023  
Place: Hyderabad



for Narender & Associates  
Company Secretaries

  
G. Narender  
Proprietor  
FCS 4898, CP 5024