



**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

Date: 28 Sep 2018

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

Dear Sirs,

**Submission of details regarding the e-voting results under reg 44 of the sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 48<sup>th</sup> Annual General Meeting of the Company held on September 27, 2018.**

1. This is with reference to the earlier communication regarding the Annual General Meeting of the Company. Please note that the 48<sup>th</sup> Annual General Meeting of the Company was duly held on Thursday, September 27, 2018 AT 15:00 hrs at Hotel Sheraton, Nanakramguda, Gachibowli, Hyderabad – 500032, to transact the business mentioned in the notice of the Annual General Meeting dated Thursday, August 16, 2018.
2. As required by the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Reg 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the facility of voting through Remote e-voting and by ballot paper at the venue of Annual General Meeting was provided to the members. The remote e-voting facility was opened from September 24, 2018 at 09:00 hrs to September 26, 2018 at 05:00 pm to enable the members to cast their votes. The Company had appointed Mr. Y.Ramesh, Practising Company Secretary as Scrutinizer for the remote e-voting and voting at the AGM by ballot paper. All the



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items of business as mentioned in the notice of Annual General Meeting have been transacted and based on the report of the Scrutinizer, the resolutions indicated below were declared as duly passed by requisite majority. The Scrutinizers Report is enclosed as Annexure-1.

3. Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the consolidated outcome of voting held through remote e-voting and ballot paper voting at the 48<sup>th</sup> Annual General Meeting of the Company.
4. You are requested to kindly take above information on your records.

Thanking You,

Yours faithfully,  
For Bharat Dynamics Limited

**N.NAGARAJA**

**Company Secretary**

**Tel No: 040-23456145**

Enclosure: As above.

<b>BHARAT DYNAMICS LTD ( AGM -2018 )</b>					
<b>OUTCOME OF VOTING AT 48th ANNUAL GENERAL MEETING</b>					
<b>As per Regulation 44(3) of Listing Regulations</b>					
Date of the AGM: 27 th Sep 2018					

Total number of shareholders on record date: '125640' No. of Shares: '183281250'					
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No. of Shareholders present in the meeting either in person or through proxy:					
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Promoters and Promoter Group :			1	No. of Shares:	160829297			
Public :			57	No. of Shares:	7497			

Number of Shareholders attended the meeting through Video Conferencing:	Not Applicable				
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Detail of the Agenda:								
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Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=			(6)=	(7)=
		( 1 )	( 2 )	[(2)/(1)]*100	( 4 )	( 5 )	[(4)/(2)]*100	[(5)/(2)]*100
1. To receive, consider and adopt audited financial statements of the Company for the financial year ended 31st March 2018, together with the Reports of the Board of Directors' and Auditors' thereon;								

**Ordinary Business - Ordinary Resulation**

Promoter and Promoter Group	E-Voting	160829297	160829297	100	160829297	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		160829297	160829297	100	160829297	0	100
Public – Institutional holders	E-Voting	13846892	10819120	78.13	10819120	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13846892	10819120	78.13	10819120	0	100
Public-Others	E-Voting	8605061	7517	0.09	7277	240	96.81	3.19
	Poll		2143	0.02	2143	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8605061	9660	0.11	9420	240	97.52
Whether Resolution is Pass or Not		YES						

**2. To confirm payment of interim dividend and declare final dividend for the financial year ended 31st March 2018.**

**Ordinary Business - Ordinary Resulation**

Promoter and Promoter Group	E-Voting	160829297	160829297	100	160829297	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		160829297	100	160829297	0	100	0
Public – Institutional holders	E-Voting	13846892	10819120	78.13	10819120	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10819120	78.13	10819120	0	100	0
Public-Others	E-Voting	8605061	7517	0.09	7417	100	98.67	1.33
	Poll		2143	0.02	2143	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9660	0.11	9560	100	98.96	1.04
Whether Resolution is Pass or Not		YES						

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

**Ordinary Business - Ordinary Resulation**

Promoter and Promoter Group	E-Voting	160829297	160829297	100	160829297	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		160829297	100	160829297	0	100	0
Public – Institutional holders	E-Voting	13846892	10819120	78.13	10798989	20131	99.81	0.19
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10819120	78.13	10798989	20131	99.81	0.19
Public-Others	E-Voting	8605061	7517	0.09	6853	664	91.17	8.83
	Poll		2143	0.02	2086	57	97.34	2.66
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9660	0.11	8939	721	92.54	7.46
Whether Resolution is Pass or Not		YES						

**4. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2019.**

**Special Business - Ordinary Resolution**

Promoter and Promoter Group	E-Voting	160829297	160829297	100	160829297	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		160829297	100	160829297	0	100	0
Public – Institutional holders	E-Voting	13846892	10819120	78.13	10819120	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10819120	78.13	10819120	0	100	0
Public-Others	E-Voting	8605061	7517	0.09	6962	555	92.62	7.38
	Poll		2143	0.02	2108	35	98.37	1.63
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9660	0.11	9070	590	93.89	6.11
Whether Resolution is Pass or Not		YES						



**COMBINED SCRUTINIZER REPORT FOR REMOTE E- VOTING AND POLL  
FOR BHARAT DYNAMICS LIMITED**

To  
Shri. V Udaya Bhaskar  
Chairman & Managing Director  
Bharat Dynamics Limited  
Corporate Office, Plot No. 38-39  
TSFC Building (Near ICICI Towers)  
Financial District, Gachibowli  
Hyderabad-500032.

48<sup>th</sup> Annual General Meeting of the Equity Shareholders of Bharat Dynamics Limited held on Thursday, the 27<sup>th</sup> day of September, 2018 at 15:00 hrs at Hotel Sheraton, Financial District, Gachibowli, Hyderabad-500032.

**Sub: Passing of Resolutions through Remote E- Voting and poll conducted at the 48<sup>th</sup> Annual General Meeting of the Equity Shareholders of Bharat Dynamics Limited.**

I, CS Y.Ramesh, Company secretary in practice, holding membership number ACS: 14910 and certificate of Practice number : 7929, and address Flat No. 304, 'F' Block, Sri Prabhasam Dynamics Enclave-II, LIG Colony Road, BHEL, RC Puram, Hyderabad-500 032 have been appointed as scrutinizer for the remote electronic voting for the purpose of Poll taken on the below mentioned Resolutions at the 48<sup>th</sup> Annual General Meeting of Equity Shareholders of Bharat Dynamics Limited (CIN:L24292TG1970GOI001353), held on Thursday, the 27<sup>th</sup> day of September, 2018 at Hotel Sheraton, Financial District, Gachibowli, Hyderabad-500 032.

The Company has appointed Central depository Services (India) Limited as the service provider for extending the facility of remote electronic voting to its shareholders. The remote e-voting facility was available to the shareholders from Monday, the 24<sup>th</sup> day of September, 2018 (9:00 a.m.) to Wednesday, the 26<sup>th</sup> day of September, 2018 (5:00 p.m.). The remote e-voting results were unblocked by me on Thursday, the 27<sup>th</sup> day of September, 2018 in the presence of two witnesses. For further details kindly refer my scrutinizer Report on remote e-voting dated 27<sup>th</sup> September 2018 attached herewith.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to cast their votes through poll process. For details kindly refer to my Scrutinizer Report in Form MGT-13 dated 27<sup>th</sup> September 2018 attached herewith.



The result of Remote E-voting together with that of the poll is as under:

Resolution	Subject Matter of resolution	Particulars of Business	Votes in favour of Resolution		Votes against the Resolution	
			No.	%	No.	%
Ordinary Resolution						
1	Adoption of 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;	E-Voting	171655694	99.99	240	0.0014
		Poll	2143	100	--	--
		Total	171657837	100	240	0.0014
2	Confirmation of payment of Interim Dividend and Declaration of Final Dividend for the Financial year ended 31 <sup>st</sup> March, 2018.	E-Voting	171655834	99.99	100	0.0014
		Poll	2143	100	--	--
		Total	171657977	100	100	0.0014
3	Re-appointment of Shri. S.Piramanayagam (DIN: 07117827), who retires by rotation.	E-Voting	171635139	99.99	20795	0.001
		Poll	2086	97.34	57	2.66
		Total	171637225	100	20852	2.661
Special Business						
4	Ratification of Remuneration of Cost Auditor for the FY 2018-19.	E-Voting	171655379	99.99	555	0.001
		Poll	2108	98.36	35	1.4
		Total	171657487	100	590	1.401

All resolutions stand passed under Remote E-Voting and Poll as Ordinary Resolutions with the requisite majority as specified under the Companies Act, 2013.

Thanking You

  
(Y. Ramesh)

Company Secretary in Practice

CP No: 7929

To

Shri. V Udaya Bhaskar  
Chairman & Managing Director  
Bharat Dynamics Limited  
Corporate Office  
Financial District  
Gachibowli  
Hyderabad-500032

Sir,

**Sub: Report of the Scrutinizer on Remote Electronic Voting**

I, CS Y.Ramesh, Company Secretary in Practice, holding Membership No 14910 and certificate of practice Number:7929 and address Flat No. 304, 'F' Block, Sri Prabhasam Dynamics Enclave-II, LIG Colony Road, BHEL, RC Puram, Hyderabad-500 032 have been appointed by the Board of Directors of Bharat Dynamics Limited (CIN: L24292TG1970GOI001353) Corporate office Plot No. 38-39, TSFC Building(Near ICICI Towers) Financial District, Gachibowli, Hyderabad -500 032 as the Scrutinizer for the Remote Electronic Voting of the resolutions included in the notice calling 48<sup>th</sup> Annual General Meeting of the Company held on Thursday, the 27<sup>th</sup> day of September 2018.

The Company has appointed Central Depository Securities Limited (CDSL) as the service provider for extending the facility of remote electronic voting to its shareholders.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules, 2014, as amended, the above remote electronic voting remained open to the members from Monday, the 24<sup>th</sup> day of September, 2018 (9:00 a.m.) to Wednesday, the 26<sup>th</sup> day of September, 2018 (5:00 p.m.). Further the remote e-voting period was completed on the date preceding the date of Annual General Meeting.

On the completion of the remote e voting period, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules, 2014, as amended, I have unblocked the votes on Thursday, the 27<sup>th</sup> day of September 2018, in the presence of Mr.Ramesh Magaluri and Mr.Suresh and downloaded the Remote E-voting results.



The following is the summary of the remote e-voting result:

Res oluti on	Subject Matter of Resolution	Total No. of shares through E-Voting	ASSENT/ IN FAVOUR OF		DISSENT/AGAINST	
			No. of Votes through E- Voting	% of votes in favour on votes thro' E- voting	No. of votes thro' E- voting	% of votes against on votes through E- Voting
1	Adoption of 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;	171655934	171655694	99.99	240	0.0014
2	Confirmation of payment of Interim Dividend and declaration of Final dividend for the Financial year ended 31 <sup>st</sup> March, 2018.	171655934	171655834	99.99	100	0.0001
3	Re-appointment of Shri. S.Piramanayagam (DIN: 07117827), who retires by rotation.	171655934	171635803	99.98	20795	0.001
4	Ratification of Remuneration of Cost Auditor for the FY 2018-19.	171655934	171655379	99.99	555	0.0001

All resolutions stand passed under Remote E-Voting as Ordinary Resolutions with the requisite majority as specified under the Companies act, 2013.

Thanking You

(Y.Ramesh)

Company Secretary in Practice

CP No: 7929





**FORM NO. MGT-13**

**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To

Shri. V Udaya Bhaskar  
Chairman & Managing Director  
Bharat Dynamics Limited  
Corporate Office, Plot No. 38-39  
TSFC Building (Near ICICI Towers)  
Financial District, Gachibowli  
Hyderabad-500032.

48<sup>th</sup> Annual General Meeting of the Equity Shareholders of Bharat Dynamics Limited held on Thursday, the 27<sup>th</sup> day of September, 2018 at 15:00 hrs at Hotel Sheraton, Financial District, Gachibowli, Hyderabad-500 032.

Dear Sir,

I, CS Y.Ramesh, Company Secretary in practice, holding membership number ACS: 14910 and certificate of Practice number : 7929, and address Flat No. 304, 'F' Block, Sri Prabhasam Dynamics Enclave-II, LIG Colony Road, BHEL, RC Puram, Hyderabad-500 032 have been appointed as scrutinizer for the remote electronic voting for the purpose of Poll taken on the below mentioned Resolutions at the 48<sup>th</sup> Annual General Meeting of Equity Shareholders of Bharat Dynamics Limited (CIN:L24292TG1970GOI001353), held on Thursday, the 27<sup>th</sup> day of September, 2018 at Hotel Sheraton, Financial District, Gachibowli, Hyderabad- 500 032, submit my report as under:

1. After the time fixed for closing of poll by the chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

(a) **RESOLUTION 1 :**

Adoption of 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;

(i) Voted in favour of the Resolution :

No. of Members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
16	2143	100

(ii) Voted against the Resolution :

No. of Members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total Number of Members (in person/by proxy)	Total Number of votes cast by them
2	190

(b) **RESOLUTION 2 :**

Confirmation of payment of Interim Dividend and Declaration of Final Dividend for the financial year ended 31<sup>st</sup> March, 2018.

(i) Voted in favour of the Resolution :

No. of Members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
16	2143	100

(ii) Voted against the Resolution :

No. of Members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total Number of Members (in person/by proxy)	Total Number of votes cast by them
2	190



(c) **RESOLUTION 3 :**

Re-appointment of Shri. S.Piramanayagam (DIN: 07117827), who retires by rotation.

(i) Voted in favour of the Resolution :

No. of Members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
15	2086	97.34

(ii) Voted against the Resolution :

No. of Members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
1	57	2.66

(iii) Invalid Votes:

Total Number of Members (in person/by proxy)	Total Number of votes cast by them
2	190

(d) **RESOLUTION 4 :**

Ratification of Remuneration of Cost Auditor for the FY 2018-19.

(i) Voted in favour of the Resolution :


No. of Members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
15	2108	98.36

(ii) Voted against the Resolution :

No. of Members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
1	35	1.64

(iii) Invalid Votes:

Total Number of Members (in person/by proxy)	Total Number of votes cast by them
2	190

A handwritten signature in blue ink is written over a circular official stamp. The stamp contains text in a circular border, which is partially obscured by the signature.



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and other relevant records were sealed and handed over to the Company secretary authorized by the Board for safe keeping.
7. All resolutions stand passed under the poll as Ordinary resolution with the requisite majority as specified under the Companies Act, 2013

Thanking You.



**(Y.Ramesh)**

**Company Secretary in Practice**

**CP No: 7929**

