



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. No: 040-23456145 ; Fax No.: 040-23456110

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

NOTICE

Notice is hereby given that the 50th Annual General Meeting of the Members of BHARAT DYNAMICS LIMITED will be held at 15:00 hrs on Monday, 28 September 2020 through Video Conferencing/Other Audio Visual Means organized by the Company to transact the following businesses:

Ordinary Business

- 1) To receive, consider and adopt audited financial statements of the Company for the financial year ended 31st March 2020, 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 31st March 2020.
- 3) To appoint a Director in place of Shri Diwakar Nayeeni (DIN: 08207722), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint a Director in place of Shri Ashwani Kumar (DIN: 07483427), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

- 5) **To appoint Shri.N.Srinivasulu(DIN: 08744682) as Director (Finance) 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:**

"RESOLVED THAT pursuant to Ministry of Defence, Government of India letter No. DDP-M 0001(11)/03/2019 – D(BDL) dated 20/03/2020 and sections 152,160,196 and applicable provisions if any, of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules, if any, (Including any statutory modification(s) or re-enactment there of for the time being in force), and further on recommendations of Nomination & Remuneration Committee of the Board, consent of the Members be and is hereby accorded to the appointment of Shri.Srinivasulu Nuka as Director (Finance) on the Board of the Company on terms and conditions as stipulated by the Government of India and he shall be liable to retire by rotation"

- 6) **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:**

"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 ₹ 150000/- plus applicable taxes (excluding out of pocket expenses) to M/s.Narasimha Murthy & Co., Cost Accountants appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of cost records of the Company for the Financial Year 2020-21".

By the Order of the Board of Directors

N.Nagaraja

Company Secretary

Hyderabad

31 August 2020

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. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, issued by the Securities and Exchange Board of India (SEBI), has allowed companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
3. As the AGM shall be conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available and hence, Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.



Process for dispatch of Annual Report and registration of email id for obtaining copy of Annual Report

4. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.bdl-india.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>.
5. 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.
6. 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: -4E/2 Jhandewalan Extension, New Delhi-110055
Telephone: +91 11 42541234; Facsimile: +91 11 41543474
Email: rta@alankit.com; Website: www.alankit.com
7. 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.
8. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email on investors@bdl-india.in

Procedure for joining the 50th AGM through VC / OAVM

9. NSDL will be providing facility for voting through remote e-Voting, for participation in the 50th AGM through VC/OAVM facility and e-Voting during the 50th AGM.
10. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice

12. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come first-served basis.
13. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
14. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
15. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/1800-222-990 or contact Mr.Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/022-24994360 or Mr.Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553
16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Procedure to raise questions / seek clarifications with respect to Annual Report at the ensuing 50th AGM:

17. Members are encouraged to express their views/send their queries in advance to investors@bdl-india.in, mentioning their name, demat account number/folio number, email id, mobile number. Questions/queries received by the Company till **5.00 p.m. on or before Thursday, 24 September 2020** shall only be considered and responded during the AGM
18. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending email to investors@bdl-india.in **between 9.00 a.m. on Tuesday, 22 September 2020 to 5.00 p.m. on Thursday, 24 September 2020** mentioning their name, folio number/demat account number, email address, mobile number and queries/questions. Only such questions/queries received by the company till the said date and time shall be considered and responded during the AGM.



19. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

Procedure for remote e-Voting and e-Voting during the AGM

20. All the shareholders of the Company including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.

21. 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 NSDL, 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.

- a) The remote e-voting period begins on **Thursday, 24 September 2020 (09.00 a.m.) and ends on Sunday, 27 September 2020 (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, **Monday 21 September 2020**, may cast their vote electronically. The e-voting module shall be disabled by NSDL 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.
- b) 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. **Monday, 21 September 2020**. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.
- c) Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the Meeting through VC/ OAVM but they shall not be entitled to cast their vote again.
- d) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 50th AGM by email and holds shares as on the cut-off date i.e. **Monday, 21 September 2020** may obtain the User ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.
- e) The Company has appointed M/s C.V. Reddy K & Associates, Practising Company Secretary to act as Scrutinizer to conduct and scrutinize the electronic voting process in a fair and transparent manner.
- f) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility
- g) The results shall be declared not less than forty – eight (48) hours from conclusion of the AGM. The results along with the report of the Scrutinizer shall be placed on the website of the Company www.bdl-india.in and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

h) INSTRUCTIONS FOR E-VOTING:

The way to vote electronically on NSDL E-Voting system consists of “Two Steps” which are mentioned below –

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat NSDL or CDSL or Physical Your User ID is:

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001 *** and EVEN is 113082 then User ID is 113082001***

- Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow the below steps
 - » In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@bdl-india.in or rta@alankit.com.
 - » In case shares are held in demat mode, Members are request to register their email address with their depository participant (s) and further please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@bdl-india.in or rta@alankit.com.
 - » Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned above as the case may be.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - (d) members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, please click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e- Voting. Then, click on Active Voting Cycles.
- After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of the Company for which you wish to cast your vote
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- i) Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting, shall be eligible to vote through e-Voting system during the AGM.
- j) Institutional shareholders/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the company at investors@bdl-india.in with a copy marked to evoting@nsdl.co.in and rta@alankit.com.
- k) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.

In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- l) In case of any queries for e-Voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.



Dividend related information

22. The Register of Members and the Share Transfer Books of the Company will be closed from **Tuesday, September, 22, 2020 to Monday, September, 28, 2020 (both days inclusive)**.
23. The Board has recommended a final dividend of ₹ 2.55 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 **Monday, 21 September 2020** in the list of beneficial owners to be furnished by the National Securities Depositories 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 **Monday, 21 September 2020**.
24. 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 **Monday, 21 September 2020** 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 **Monday, 21 September 2020**.
25. 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.
26. Process for updating of bank account mandate for receipt of dividend electronically:

Physical Holding	Send a duly signed request letter to the Registrar and Transfer Agents of the Company by providing Folio No., Name of shareholder along with following documents: a) original cancelled cheque leaf bearing the name of the first shareholder; or b) Bank attested copy of first page of the Bank Passbook/Statement of Account in original and an original cancelled Cheque (In case of absence of name on the original cancelled cheque or initials on the Cheque).
Demat holding	Please contact your Depository Participant (DP) and register your bank account details in your demat account, as per the process advised by your DP.

27. In case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account the Company shall upon normalization of postal services dispatch the dividend warrants to such shareholder by post.
28. Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after 1st April 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to shareholders, subject to approval of shareholders in the ensuing AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.
- a) All Shareholders are requested to ensure that the below details are completed and/or updated, as applicable, in their respective demat account(s) maintained with the Depository participant(s); or in case of shares held in physical form, with the Company, on or before the commencement of book closure from **Tuesday, September, 22, 2020 to Monday, September, 28, 2020 (both days inclusive)**.
- Please note that the following details, in case you had already registered with the Company, as available with the Company in the Register of Members/Register of Beneficial Ownership maintained by the Depositories will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:
- Valid Permanent Account Number (PAN).
 - Residential status as per the Income Tax Act, 1961 i.e. Resident or Non-Resident for FY 2020-21.
 - Category of the Shareholder viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Government (Central/State Government), Foreign Portfolio Investor (FPI)/Foreign Institutional Investor (FII): Foreign Company, FPI/FII: Others (being Individual, Firm, Trust, Artificial Juridical Person, etc.), Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, Foreign Company, etc.
 - Email Address.
 - Residential Address



- b) For Resident Shareholders, TDS is required to be deducted at the rate of 7.5% under Section 194 of the Income Tax Act, 1961 on the amount of dividend declared and paid by the Company in the financial year 2020-21 provided valid PAN is registered by the Shareholder. If the valid PAN is not registered, the TDS is required to be deducted at the rate of 20% under Section 206AA of the Income Tax Act, 1961. However, no tax shall be deducted on the dividends paid to resident individuals if aggregate dividend distributed or likely to be distributed during the financial year does not exceed ₹ 5000. Normal dividend(s) declared in the preceding financial year 2019-20 would be considered as the basis to determine applicability of the said threshold for the entire financial year. In the cases where the shareholder provides valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income), no TDS shall be deducted.

Supporting documents required to be furnished by the different categories of shareholders are given in the Table below:

S.No.	Particulars	Documents required, if any
1	Individuals with no tax liability and fulfilling conditions to submit Form 15G/15H	Declaration in Form 15G/15H as applicable
2	Mutual Funds (Section 196(iv))	Self-attested copy of valid SEBI Registration Certificate. Nil TDS, subject to fulfilling the conditions prescribed under the IT Act
3	Insurance Companies (Section 194)	Self-attested copy of valid IRDA Registration Certificate.
4	Central/State Govts./RBI/Corporations established under a Central Act, whose income is exempt for the time being in force (Section 196)	Documentary evidence for coverage under Sec.196
5	Category I and II Alternative Investment Fund (Sec.197A)	Self-attested copy of valid SEBI Registration Certificate.
6	Approved Superannuation Fund (Circular No.18/2017 dt.29 May 2017)	Self-attested copy of valid approval by IT Dept. under Rule 2 – Part B of Fourth Schedule to IT Act.
7	Recognized Provident Fund(Circular No.18/2017 dt.29 May 2017)	a. Self-attested copy of valid order from Commissioner under Rule 3 – Part A of Fourth Schedule to IT Act b. Self-attested copy of valid documentary evidence in support of the Fund being established under a scheme framed under EPF Act
8	Approved Gratuity Fund (Circular No.18/2017 dt.29 May 2017)	Self-attested copy of valid approval from Commissioner under Rule 2 – Part C of Fourth Schedule to IT Act
9	National Pension Scheme	No TDS u/s 197A (iE)

- c) For Non-resident shareholders, the TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 195 of the Income Tax Act, 1961. Further, as per Section 90 of the Income Tax Act, 1961 the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders will have to provide the following:

- Self-attested copy of the PAN allotted by the Indian Income Tax authorities;
- Self-attested copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident;
- Self-declaration in Form 10F; and
- Self-declaration in the attached format

Supporting documents required to be furnished by the different categories of shareholders are given in the Table below:

S.No.	Particulars	Documents required, if any
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	Self attested copy of valid FPI/FII Registration Certificate
2	Indian Branch of a foreign bank	Valid Certificate for No deduction of Tax u/s 195(3) Issued by Income Tax authority Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign bank

- d) TDS is deductible at the rate mentioned in the valid lower/Nil rate deduction certificate issued by the Income Tax Department under section 197 of the Income Tax Act, 1961, if such a valid certificate is provided.
- e) Accordingly, in order to enable us to determine the appropriate TDS/with holding tax rate applicable, we request you to provide these details and documents as mentioned above before **Monday, 21 September, 2020**. Kindly note that the aforementioned documents are required to be emailed to rta@alankit.com and investors@bdl-india.in.
- f) It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.
- g) We shall arrange to email the soft copy of TDS certificate at your registered email ID in due course, post payment of the dividend.
- h) Application of TDS rate is subject to due diligence and verification by the Company, of the shareholders' details as available in the register of Members on the Book Closure date, documents, information available in the public domain, etc. In case of ambiguous, incomplete or conflicting information, or if valid documents are not provided, the Company will arrange to deduct tax at the maximum applicable rate.



- i) In the event of any income tax demand, (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company, besides providing all requisite information/documents and to co-operate in any assessment/apellate Proceedings.
- j) The information communicated above with regard to TDS is only meant for providing information to the Members and does not purport to be complete or comprehensive guidance on compliance of tax laws. Shareholders are responsible to consult with their tax consultants/advisors with regard to tax provisions applicable to their individual facts and circumstances and compliance of tax laws.

Others

29. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.
30. As per Regulation 40 of Listing Regulations, securities of listed companies can only be transferred in dematerialized form, with effect from 01 April 2019, except in case of request of transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are urged for converting their holding to demat form. Members may contact the Company or RTA for any assistance in this regard.
31. 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 forms part of the Notice.

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

Item No.5

Shri.Srinivasulu Nuka was appointed as Director (Finance) by the President of India vide Ministry of Defence, Government of India letter No.DDP-M 0001(11)/03/2019 – D (BDL) dated 20/03/2020 in terms of Article 101 of Articles of Association of the Company, for a period of five years from the date of his assumption of charge of the post (i.e. 01 July 2020) or till the date of his superannuation or until further orders, whichever is the earliest. Subsequently his appointment was recommended by the Nomination and Remuneration Committee and approved by the Board vide in their respective meetings held on June 29, 2020 with effect from July 01, 2020. The terms and conditions regulating the appointment of Shri. Srinivasulu Nuka as Director (Finance) shall be determined by the Government of India. He shall be liable to retire by rotation. His brief resume containing, qualification, expertise, etc. is annexed here with. Accordingly the Board recommends passing of the proposed Ordinary Resolution as contained in the Notice by Members of the Company. Shri.Srinivasulu is concerned or interested in the resolution to the extent it concerns his appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives has any concern or interest, financially or otherwise, in the resolution set out at item No.5 of this Notice.

Item No.6

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 260th Meeting held on 29 June 2020 has considered and approved the appointment of M/s.Narasimha Murthy & Co., Cost Accountants as the cost auditor for the financial year 2020-21 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. 6 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution at item No.6 of the accompanying Notice.

By the Order of the Board of Directors

Hyderabad
31 August 2020

N.Nagaraja
Company Secretary



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. No: 040-23456145 ; Fax No.: 040-23456110

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

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

Name of the Director	Shri N P Diwakar	Shri Ashwani Kumar	Shri N.Srinivasulu
DIN	08207722	07483427	08744682
Date of Birth	August 13, 1962	July 08,1963	January 26,1964
Date of first appointment on the Board	September 01, 2018	March 09,2016	July 01,2020
Qualifications	B.E., in Mechanical Engineering from Osmania University, Hyderabad.	Bachelor's Degree in Medicine and Surgery from Guru Nanak Dev University and Bachelors in law from Chaudhary Charan Singh University. Master's degree in International Taxation	Bachelor in Commerce and an MBA in Finance from Osmania University, Hyderabad
Expertise in specific functional areas	He has rich experience spanning over 28 years in various Missile programs such as Prithvi, Akash & ATGM's. Also worked in tandem with DRDO to realise the Prithvi & Akash Missile systems from Development Mode to Series of Production Mode.	He has worked as a Commissioner of Income Tax and was appointed as Addl. FA& Joint Secretary in the Ministry of Defence on January 08, 2016.	He has rich experience in various areas of finance spanning over 30 years, which includes 24 years in BDL.
Terms and conditions of appointment or reappointment	He was appointed w.e.f September 1, 2018 pursuant to Ministry of Defence, Government of India vide their letter No.H-62011/1/2016-D (BDL) dated July 30, 2018. The current terms and conditions of his employment were prescribed by Ministry of Defence vide their letter No.H-62011/1/2016-D (BDL) dated May 30, 2019.	He was appointed as Government Nominee on the Board of Bharat Dynamics Limited w.e.f March 9, 2016 pursuant to Ministry of Defence, Government of India vide their letter No. 14(8)/2016/IFDP-II dated March 9, 2016.	He was appointed w.e.f July 1, 2020 pursuant to Ministry of Defence, Government of India vide their letter No. DDP-M 0001(11)/03/2019 – D (BDL) dated 20/03/2020. The current terms and conditions of his employment were prescribed by Ministry of Defence vide their letter No. DDP-M 0001(11)/03/2019 – D (BDL) dated 28 July 2020.
Details of remuneration last drawn (FY 2019-20)	₹ 45,09,130	-	-
Directorships in other Public Limited Companies (excluding foreign companies, private companies & section 8 companies)	Nil	Nil	Nil
Membership of Committees/ Chairmanship in other Public Limited Companies*	1) Member of Audit Committee of BDL 2) Member of Stakeholders Relationship Committee of BDL	-	Member of Stakeholders Relationship Committee of BDL
No. of Board Meetings attended during the Financial Year 2019-20	6 out of 6	4 out of 6	-
No. of shares held in the Company:			
(a) Own	NIL	Nil	NIL
(b) For other persons on a beneficial basis	Nil	Nil	NIL
Inter-se relationship with other Directors and Key Managerial personnel	Nil	Nil	NIL
* In line with Regulation 26 of SEBI (LODR) Regulations, 2015, as amended, membership of the Audit Committee and Stakeholders' Relationship Committee has only been taken into consideration			



Self Declaration Format

Date: _____

To

Bharat Dynamics Limited,
Corporate office, Plot No.38-39,
TSFC Building (Near ICICI Towers),
Financial District, Gachibowli, Hyderabad,
Telangana(State) - 500032.

Dear Sir/Madam,

Re: Self declaration Financial Year (FY) 2020-21 with respect to availment of tax treaty benefits in relation to receipt of dividend income from Bharat Dynamics Limited.

With reference to the captioned subject and in relation to the appropriate deduction of taxes on the dividend payable to me / us by Bharat Dynamics Limited (“the Company”), I / We hereby declare as

- I / We, <<full name of the shareholder>>, having Permanent Account Number (PAN) under the Indian Income tax Act, 1961 ('the Act') <<mention PAN>>, and holding <<mention number of shares held>> number of shares of the Company as on the record date. I / We, am / are a tax resident of <<country name>>. A copy of the valid tax residency certificate for the period 1 April 2020 to 31 March 2021, is attached herewith.
- I / We am / are tax resident of the <<country name>> as defined under Article _____ of the tax treaty between India and _____ ('the applicable tax treaty'). I / We, am / are eligible to be governed by the provisions of the applicable tax treaty and meet all the necessary conditions to avail the benefits under the applicable tax treaty.
- I / We do not have any Permanent Establishment ('PE') or fixed base in India as construed under relevant Articles of the applicable tax treaty nor do we have any PE or business connection in India as construed under the relevant provisions of the Act.
- As required to claim the benefits of the lower tax rate under the applicable tax treaty in relation to the dividend income to be received by me / us from the Company, I / We, specifically confirm that I / We am / are the beneficial owner of the above referred equity shares of the Company and the dividend income receivable from the Company in relation to the said shares.
- I / We further declare that I / we have the right to use and enjoy the dividend received / receivable from the above shares and such right is not constrained by any contractual and / or legal obligation to pass on such dividend to another person.
- I / We specifically confirm that my affairs / affairs of <<full name of the shareholder>> were arranged such that the main purpose or the principal purpose there of was to obtain tax benefits available under the applicable tax treaty.
- Further, our claim for relief under the tax treaty is not restricted by application of Limitation of Benefit clause, if any, thereunder.

I / We confirm that the above is true to the best of our knowledge and I / We shall be solely responsible for any adverse income-tax consideration that may arise in India on the dividend income to be received from the Company.

<< Entity Name >>

Place:

Name: _____

(Signature)