



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; Website: bdl-india.in

NOTICE

Notice is hereby given that the 53rd Annual General Meeting ("AGM") of the Members of BHARAT DYNAMICS LIMITED (CIN: L24292TG1970GOI001353) will be held at **15:00 hrs on Thursday, 28 September 2023** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') for which purpose the Corporate office of the Company situated at Plot No. 38-39, TSFC Building, Near ICICI Towers, Financial District, Gachibowli, Hyderabad, Telangana-500032 shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, 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 2023, 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 2023.
- 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.

Special Business

- 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:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made there under, consent of the Company be and is hereby accorded for the payment of remuneration of Rs.200000/- 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 2023-24".

- 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:**

"RESOLVED THAT pursuant to Ministry of Defence, Government of India Letter No. DDP-M0001(11)/1/2018/D(BDL) dated 24th February 2023 and sections 149,150,152 read with Schedule IV and other applicable provisions if any, of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules,2014 and Regulation 17(1C) & Regulation 25(2A) of the SEBI (LODR) Regulations, 2015 and other applicable Rules, if any, (Including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Jashwant Lal (DIN: 10055098), who was appointed as Non-Official Independent Director by the Government of India be and is hereby appointed as Independent Director on the Board of the Company on such terms and conditions as stipulated by the Government of India".

- 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:**

"RESOLVED THAT pursuant to Ministry of Defence, Government of India letter No DDP-M0001(24)/1/2022-D(BDL) Pt.II dated 19.07.2023 and sections 160,196,197,198,203 and other applicable provisions if any, of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17(1C) of the SEBI (LODR) Regulations, 2015 and other applicable Rules, if any, (Including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the appointment of Cmde Atmakuri Madhavarao (Retd.) as Chairman and Managing Director on the Board of the Company on such terms and conditions as stipulated by the Government of India".

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**

“RESOLVED THAT pursuant to Ministry of Defence, Government of India letter No DDP-M0001/11/03/2018-D(BDL) dated 21/07/2023 and sections 152, 160, 161 and other applicable provisions if any, of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17(1C) of the SEBI (LODR) Regulations, 2015 and other applicable Rules, if any, (Including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the appointment of Shri. Ummalaneni Raja Babu as Government Nominee Director on the Board of the Company on such terms and conditions as stipulated by the Government of India”.

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:**

“RESOLVED THAT pursuant to Ministry of Defence, Government of India letter No DDP-M0001(11)/2/2022-D(BDL) dated 30.08.2023 and sections 160,196,197,198,203 and other applicable provisions if any, of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17(1C) of the SEBI (LODR) Regulations, 2015 and other applicable Rules, if any, (Including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the appointment of Shri Prabhala Venkataramana Raja Ram as Director (Production) on the Board of the Company on such terms and conditions as stipulated by the Government of India”.

By the Order of the Board of Directors



N. Nagaraja
Company Secretary
Membership No: A19015

Hyderabad
01 September 2023

Notes:

1. The Ministry of Corporate Affairs (MCA) has vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 General Circular No. 20/2020 dated May 5, 2020 and latest being 10/2022 dated December 28, 2022 and the Securities and Exchange Board of India (SEBI) vide its Circular number SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 05, 2023 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 provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.
3. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first-come first-served basis.
4. The facility of participation in the AGM through VC/OAVM will be made available for 1000 members on 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, Stakeholders Relationship Committee and Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
6. 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.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the members are provided with the facility to exercise their vote electronically, through the e-voting services provided

by National Securities Depository Limited (NSDL). For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL on all the resolution set forth in the notice.

8. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company's website <https://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.nsd.com>.
9. The Register of Members and the Share Transfer Books of the Company will be closed from **Thursday, 21 September 2023 to Thursday 28 September 2023** (both days Inclusive).
10. As the AGM is being conducted through VC/ OAVM, for the smooth conduct of proceedings of the AGM, Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their e-mail address and send their queries in advance, mentioning their name, demat account number / folio number, email id, mobile number to investors@bdl-india.in. Questions / queries/ registration requests received by the Company from **Thursday, 21 September 2023 to Sunday, 24 September 2023** shall only be considered and

responded during the AGM and those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Friday, 22 September 2023 at 09:00 A.M. and ends on Wednesday, 27 September 2023 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Wednesday, 20 September 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, 20 September 2023**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
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3. 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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 **App Store**  **Google Play**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type		Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL		Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL		Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices 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.
4. 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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.
6. How to retrieve your ‘initial password’?
7. 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’.
8. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
9. 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 etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

10. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
11. Now, you will have to click on “Login” button.
12. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to narenderg99@gmail.com and cvreddykassociates@gmail.com with a copy marked to investors@bdl-india.in and evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. 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.nsd.com to reset the password.

3. In case of any queries, 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.nsd.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. 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 rta@alankit.com and investors@bdl-india.in
2. In case shares are held in demat mode, 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 rta@alankit.com and investors@bdl-india.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the 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 in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at rta@alankit.com and investors@bdl-india.in. The same will be replied by the company suitably.

DIVIDEND RELATED INFORMATION

1. The Board has recommended a final dividend of Rs.1.20 per equity share on Rs.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 **Wednesday, 20 September 2023** 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 **Wednesday, 20 September 2023**
2. 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 **Wednesday, 20 September 2023** 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 **Wednesday, 20 September 2023**

3. 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.

4. 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.

5. 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 dispatch the dividend warrants/Demand Drafts to such shareholder by post.
6. 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 1 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. For the prescribed rates for various categories the Shareholders are requested to refer to the Finance Act 2020 and amendments thereof.
7. All Shareholders are requested to update their PAN with the Company/RTA (in case of shares held in Physical mode) and with Depository Participant (in case of shares held in Demat mode)
8. A resident individual shareholder with PAN and whose is not liable to pay income tax can submit a yearly declaration in form No.15G/15H to avail the benefit of non-deduction of tax at source by sending an email to rta@alankit.com, bdltaxation@bdl-india.in, investors@bdl-india.in, and latest by **Wednesday, 20 September 2023**.
9. Shareholders are requested to note in case of their PAN is not registered the tax will be deducted at the higher rate of 20%.
10. 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.

11. Non-resident shareholders can avail beneficial rate under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership declaration, Tax residency certificate, Form- 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rta@alankit.com, bdltaxation@bdl-india.in, investors@bdl-india.in. The aforesaid declaration and documents need to be submitted by the shareholder latest by **Wednesday, 20 September 2023**.
12. 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.
13. 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.
14. 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/appellate Proceedings.
15. 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.

OTHER INSTRUCTIONS

1. The Company has appointed M/s Narender & Associates, Practicing Company Secretary to act as Scrutinizer to conduct and scrutinize the electronic voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same.
2. 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.

- Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all the listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA. The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents/details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our BDL website

- SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. Members can contact the Company or RTA, for assistance in this regard. 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.
- 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.
- 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 those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

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. The Board at its 276 meeting held on 25 May 2023 has considered and approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants as the Cost Auditor for the financial year 2023-24 and recommended remuneration of ₹200000/- 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.04 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 anyway, concerned or interested, financially or otherwise, in the resolution at item No.04 of the accompanying Notice.

Item No.5

Shri Jashwant Lal was appointed as Part-time Non-Official Director (i.e. Independent Director) by the Ministry of Defence, Department of Defence Production, Government of India vide its Office Memorandum No. DDP-M0001(11)/1/2018/D(BDL) dated 24.02.2023, for a period for three years from the date mentioned in the appointment letter i.e. 24 February 2023 or until further orders whichever is earlier.

Pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder and Regulation 17(1C) & Regulation 25(2A) of the SEBI (LODR) Regulations, 2015 as amended, the appointment of Independent Director(s) has to be approved at the meeting of shareholders of the Company by way of Special Resolution. Therefore, approval of the shareholders is sought for appointment of Shri Jashwant Lal, as Independent Director on the same terms and conditions as determined by the Government of India. Shri Jashwant Lal, if appointed as an Independent Director, will not be liable to retire by rotation under Section 152 of the Act. The Company has received notice in writing under Section 160 of the Act from a Member signifying his intention to propose the appointment of Shri Jashwant Lal as Independent Director of the Company.

Shri Jashwant Lal has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with regulations 16(1)(b) of the Listing Regulations. Based on his declaration, the Board opines that he fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director and is Independent of the management of the Company. Shri Jashwant Lal is not holding any shares of BDL.

His brief resume containing, qualification, expertise, etc. is annexed herewith. The Board accordingly recommends passing of the proposed Special Resolution as contained in the Notice of this meeting.

Shri Jashwant Lal 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

Comde A. Madhavarao (Retd.) has assumed charge as Chairman and Managing Director w.e.f 19 July 2023 on receipt of appointment letter from Ministry of Defence, Government of India vide letter No. DDP-M0001(24)/1/2022-D(BDL) Pt. II dated 19.07.2023. Prior to appointment as Chairman and Managing Director, he was holding the post of Director (Technical) w.e.f 02 January 2023 vide Ministry of Defence, Government of India appointment letter No DDP-M0001(11)/04/2021-D(BDL) Pt.1 dated 29.12.2022.

Pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder and Regulation 17(1C) of SEBI (LODR) Regulations, 2015 (as amended), the appointment of Director(s) has to be approved at the meeting of shareholders of the Company by way of Resolution. Therefore, approval of the shareholders is sought for appointment of Comde A. Madhavarao (Retd.), as Chairman and Managing Director of the Company on the same terms and conditions as determined by the Government of India. Comde A. Madhavarao (Retd.), if appointed will not be liable to retire by rotation under Section 152 of the Act. The Company has received notice in writing under Section 160 of the Act from a Member signifying his intention to propose the appointment of Comde A. Madhavarao (Retd.) as Chairman & Managing Director of the Company.

His brief resume containing, qualification, expertise, etc. is annexed herewith. The Board accordingly recommends passing of the proposed Ordinary Resolution as contained in the Notice of this meeting.

Comde A. Madhavarao (Retd.) is concerned or interested in the resolution to the extent of 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.06 of this Notice. Comde A Madhavarao (Retd) is not holding any shares of BDL.

Item No.7

Shri. U Raja Babu was appointed as Government Nominee Director w.e.f 21 July 2023 vide Ministry of Defence, Government of India letter DDP-M0001/11/03/2018- D(BDL) dated 21.07.2023, in place of Dr.BHVS Narayana Murthy.

Pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder and Regulation 17(1C) of SEBI (LODR) Regulations, 2015 (as amended), the appointment of Director(s) has to be approved at the meeting of shareholders of the Company by way of Resolution. Therefore, approval of

the shareholders is sought for appointment of Shri. U Raja Babu, as Government Nominee Director of the Company on the same terms and conditions as determined by the Government of India. The Company has received notice in writing under Section 160 of the Act from a Member signifying his intention to propose the appointment of Shri. U Raja Babu, as Government Nominee Director of the Company.

His brief resume containing, qualification, expertise, etc. is annexed herewith. The Board accordingly recommends passing of the proposed Ordinary Resolution as contained in the Notice of this meeting.

Shri U Raja Babu is concerned or interested in the resolution to the extent of 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.07 of this Notice. Shri U Raja Babu is not holding any shares of BDL.

Item No.8

Shri Prabhala Venkataramana Raja Ram has assumed charge as Director (Production) w.e.f 30 August 2023 on receipt of appointment letter from Ministry of Defence, Government of India vide letter No. DDP-M0001(11)/2/2022-D(BDL) dated 30.08.2023.

Prior to appointment as Director (Production), he was holding the post of Executive Director, head of Kanchanbagh unit.

Pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder and Regulation 17(1C) of SEBI(LODR) Regulations, 2015 (as amended), the appointment of Director(s) has to be approved at the meeting of shareholders of the Company by way of Resolution. Therefore, approval of the shareholders is sought for appointment of Shri Prabhala Venkataramana Raja Ram, as Director (Production) of the Company on the same terms and conditions as determined by the Government of India. Shri Prabhala Venkataramana Raja Ram, if appointed will be liable to retire by rotation under Section 152 of the Act. The Company has received notice in writing under Section 160 of the Act from a Member signifying his intention to propose the appointment of Shri Prabhala Venkataramana Raja Ram as Director (Production) of the Company.

His brief resume containing, qualification, expertise, etc. is annexed herewith. The Board accordingly recommends passing of the proposed Ordinary Resolution as contained in the Notice of this meeting.

Shri Prabhala Venkataramana Raja Ram is concerned or interested in the resolution to the extent of 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.08 of this Notice. Shri Raja Ram is holding 105 shares of BDL.

By the Order of the Board of Directors

**Hyderabad
01 September 2023**


**N. Nagaraja
Company Secretary**

DETAILS OF DIRECTOR 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	Comde A. Madhavarao (Retd.)	Shri N.Srinivasulu	Shri Jashwant Lal	Shri U Raja Babu	Shri Prabhala Venkataramana Raja Ram
DIN	09808949	08744682	10055098	10212986	10271259
Date of Birth	02/04/1966	26/01/1964	05/10/1970	04/06/1966	24/09/1965
Date of first appointment on the Board	02/01/2023	01/07/2020	24/02/2023	21/07/2023	30/08/2023
Qualifications	B.Tech in Electrical Engineering, an ME in Electronics & Telecommunication, an MSc in Defence Studies, an MBA in Finance with a Master's degree in Management Studies.	Bachelor in Commerce and an MBA in Finance from Osmania University, Hyderabad	B.SC from Awadh University.	B.E in Mechanical from Andhra University, M.Tech from IIT, Kharagpur and MBA in Finance	B.E in Mechanical from Osmania University
Expertise in specific functional areas and skills & Capabilities	<p>Comde. A Madhavarao (Retd.) has assumed charge as Chairman and Managing Director of Bharat Dynamics Limited (BDL) on 19 Jul 23. He had joined Bharat Dynamics Limited in Mar 2020 as Executive Director and was appointed as Director (Technical) on 02 January 2023.</p> <p>In his previous appointments at BDL, he played a significant role in establishing a Product Support Group to provide credible support to the Indian Armed Forces, enhancing the in-house R & D activities and establishing an effective supply chain to meet Production schedules. He played a pivotal role in developing infrastructure in BDL to enable the Company take up initiatives towards realization of Atmanirbharta in Defence and manufacturing of future generation of advanced missiles on a fast-track basis. He has been instrumental in signing of contracts with the Indian Armed Forces/ Ministry of Defence and other foreign countries contributing significantly to the current healthy order book position of the Company.</p> <p>As a member of the Top Management of BDL and the Indian Navy, he has provided excellent leadership to steer various 'Make-in-India' programmes in Defence, which have paid rich dividends to the Company and the Nation.</p>	He has rich experience in various areas of Finance spanning over 30 years, which includes 24 years in BDL.	The area of specialization of Shri Jashwant Lal is in Social service.	Shri Ummalaneni Raja Babu, DS & Director, RCI, Hyderabad was appointed as DG (MSS), Hyderabad with effect from 01 June 2023. Shri U. Raja Babu, Distinguished Scientist and Programme Director, AD serving as Director, Research Centre Imarat (RCI), Dr APJ Abdul Kalam Missile Complex, DRDO, Hyderabad w.e.f. 23 Aug 2021. He widely known for his significant contributions as Programme Director, Area Defence (AD) and technology leadership in the design, development and successful demonstration of Ballistic Missile Defence capabilities. As one of the main architects, he led "Mission Shakti", India's first Anti-Satellite Missile Test (ASAT) demonstrating the space defence capabilities of India based on BMD technologies. He started his career with Indian Air Force and subsequently joined DRDO in 1995 and played a decisive role in the development and induction of enhanced range Prithvi missile system. Presently, as Director and Programme Director, he is spearheading Research Centre Imarat (RCI), an avionics laboratory of Dr APJ Abdul Kalam Missile Complex steering the design, development and delivery of Avionics and wide range of missiles & guided weapon systems for defence and aerospace applications in India. His sustained R&D contributions have been transformative for indigenization of critical Missile and Aerospace technologies and has strengthened defence industry eco-system in the country	Shri Raja Ram has rich experience spanning 34 years in various areas of Missile Production. Prior to his new appointment, Mr. Raja Ram has served as Executive Director, head of Kanchanbagh unit. Earlier as General Manager, Head of Surface to Air Missiles he played a key role in establishing facilities and streamlining Production of MRSAM Missiles and was instrumental in establishing flexible manufacturing lines for Akash Missile and its variants as head of Akash Weapon System. He was actively involved in preparation of Quality and process documents for implementation of ISO 9001 for Prithvi and Akash Missiles. Played a key role in establishing facilities for Production of Prithvi missile

Name of the Director	Comde A. Madhavarao (Retd.)	Shri N.Srinivasulu	Shri Jashwant Lal	Shri U Raja Babu	Shri Prabhala Venkataramana Raja Ram
Terms and conditions of appointment or reappointment	He assumed charge w.e.f 19 July 2023 pursuant to Ministry of Defence, Government of India letter No. DDP-M0001(24)/1/2022-D(BDL) Pt.II dated 19.07.2023. The terms and conditions of his appointment are prescribed by Ministry of Defence.	He was appointed w.e.f July 1, 2020 pursuant to Ministry of Defence, Government of India vide their letter No. DDP-M0001(11)/03/2019 - D (BDL) dated 20/03/2020. The terms and conditions of his appointment are prescribed by Ministry of Defence.	He was appointed w.e.f 24 February 2023 pursuant to Ministry of Defence, Government of India letter No. DDP-M0001(11)/1/2018/D(BDL) dated 24.02.2023. The terms and conditions of his appointment are prescribed by Ministry of Defence.	He was appointed w.e.f 21 July 2023 pursuant to Ministry of Defence, Government of India letter No. DDP- DDP-M0001/11/03/2018-D(BDL) dated 21/07/2023. The terms and conditions of his appointment are prescribed by Ministry.	He was appointed w.e.f 30 August 2023 pursuant to Ministry of Defence, Government of India letter No. DDP-M0001(11)/2/2022-D(BDL) dated 30.08.2023. The terms and conditions of his appointment are prescribed by Ministry of Defence.
Details of remuneration last drawn (FY 2022-23)	₹15,76,519	₹57,88,352	Nil	Nil	NA
Listed entities (other than BDL) in which the person holds the directorship including from which the person resigned in the past 3 years.	Nil	Nil	Nil	Nil	Nil
Membership/ Chairmanship in other listed entities including from which the person resigned in the past 3 years.	Nil	Nil	Nil	Nil	Nil
No. of Board Meeting attended during the FY 2022-23.	2	6	1	NA	NA
No. of shares held in the company:					
- own	Nil	Nil	Nil	Nil	105
For other persons on a beneficial basis	Nil	Nil	Nil	Nil	Nil
Inter-se relationship with other Directors and Key Managerial personnel	Nil	Nil	Nil	Nil	Nil