



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

Ref: BDL/CS/2024/SE-29

Date: 28/05/2024

To Compliance Department The National Stock Exchange of India Ltd Exchange Plaza, Bandra-Kurla Complex, Bandra (East) Mumbai- 400051 Scrip Code BDL	To, Compliance Department BSE Limited Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai- 400001 Scrip Code 541143
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Sub: Annual Secretarial Compliance Report for the year ended 31st March 2024 under Regulation 24A of SEBI (LODR) Regulations, 2015.

Pursuant to Regulation 24A (2) of SEBI (LODR) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2024.

For Bharat Dynamics Limited

**N. NAGARAJA
COMPANY SECRETARY**

Encl: As stated above



NARENDER & ASSOCIATES

Company Secretaries

403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500 038

Off: 040-40159831, 23730801, E-mail: narenderg99@gmail.com

UDIN: F004898F000409401

To
The Members
Bharat Dynamics Limited
Kanchanbagh,
Hyderabad - 500058, Telangana

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
BHARAT DYNAMICS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2024**

[under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Narender & Associates, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Bharat Dynamics Limited ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an issue and share transfer agents) Regulations, 1993;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr No	Compliance Requirement (Regulations/circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										



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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	17	Reg 17 (1), SEBI (LODR) 2015	The Company has received a mail dated 25.07.2022 from NSE Ltd for non-compliance. And a notice dated 22.08.2022 from NSE Ltd for noncompliance	NSE	Clarification & Fine	Non-compliance with the Composition of the Board that Half of the Board is not Independent	5,36,900	The Company has appointed the Independent Director on 24.02.2023 and therefore ensured compliance of the provisions relating to Reg 17(1) of SEBI (LODR), 2015. The Company made a request to Stock Exchange for waiver of penalty imposed by explaining the that non compliance was neither willful	Complied. Since the Government of India appointed Shri Jashwant Lal as Independent Director of the company w.e.f 24.02.2023.	Nil



2	17	Reg 17 (1), SEBI (LODR) 2015	The Company has received a mail dated 29.07.2022 from BSE Ltd to file a revised XBRL or give clarification & further a notice dated 22.08.2022 was received from BSE Ltd for non - compliance.	BSE	Clarification & Fine	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint non - executive director as Chairperson of the Board of Bharat Dynamics Ltd and the number of independent directors are 5 which is less than half of the BOD strength.	5,36,900	nor intentional. The Company being a Govt India Enterprise, the power to appoint a Director vests with Govt of India. The request favorably considered by Stock Exchange and penalty imposed was waived.	Complied. Since the Government of India appointed Shri Jashwant Lal as Independent Director of the company w.e.f 24.02.2023.	Nil
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3	23	Regulation 23(9) SEBI (LODR) 2015	The Company has received a mail dated 14.07.2022 from NSE Ltd and BSE Ltd to pay fine of Rs. 29,500/- each for the non-compliance	BSE & NSE	Fine	Late Submission of related party transactions.	29,500	waiver of penalty imposed by explaining the that non compliance was neither willful nor intentional. The Company being a Govt India Enterprise, the power to appoint a Director vests with Govt of India. The request favorably considered by Stock Exchange and penalty imposed was waived.	Refer Note below	Nil
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4	17	Reg 17 (1), SEBI (LODR) 2015	The Company has received a mail dated 16.11.2022 from NSE Ltd for non-compliance. & The Company has received a notice dated 21.11.2022 from	NSE	Clarification & Fine	Non-compliance with the Composition of the Board Half of the Board is not Independent	4,48,400	same shall be required to be submitted in XBRL mode only, for which XBRL utility was not provided by the stock exchanges in a timely manner. The Company made a request to Stock Exchange for waiver of penalty imposed. The request favorably considered by Stock Exchange and penalty imposed was waived.	The Company has appointed the Independent Director on 24.02.2023 and therefore ensure d compliance of the provisions relating to Reg	Complied. Since the Government of India appointed Shri Jashwant Lal as Independent Director of the	Nil
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			NSE Ltd for non - compliance		<p>17(1) of SEBI (LODR), 2015. The Company made a request to Stock Exchange for waiver of penalty imposed by explaining the that non compliance was neither willful nor intentional. The Company being a Govt India Enterprise, the power to appoint a Director vests with Govt of India. The request favorably considered by Stock Exchange and penalty imposed was waived.</p>	company w.e.f 24.02.2023.	
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5	17	Reg 17 (1), SEBI (LODR) 2015	Company has received a mail dated 04.11.2022 from BSE Ltd to File Revised XBRL or give clarification in this regard to BSE. & The Company has received a notice dated 21.11.2022 from BSE Ltd for non - compliance	BSE	Clarification & Fine	Non -compliance with the requirements pertaining to the composition of the Board including failure to appoint non - executive director as Chairperson of the Board of Bharat Dynamics Ltd and the number of independent directors are 5 which is less than half of the BOD strength	4,48,400	The Company has appointed the Independent Director on 24.02.2023 and therefore ensured compliance of the provisions relating to Reg 17(1) of SEBI (LODR), 2015. The Company made a request to Stock Exchange for waiver of penalty imposed by explaining the that non compliance was neither willful nor intentional. The Company being a Govt India Enterprise, the power to appoint a Director vests with Govt of India. The request	Complied. Since the Government of India appointed Shri Jashwant Lal as Independent Director of the company w.e.f 24.02.2023.	Nil
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6	17	Reg 17 (1), SEBI (LODR) 2015	The Company has received a mail dated 08.05.2023 from NSE Ltd for non-compliance.	NSE	Clarification & Fine	Non-compliance with the Composition of the Board Half of the Board is not Independent	-	favorably considered by Stock Exchange and penalty imposed was waived.	The Company has appointed the Independent Director on 24.02.2023 and therefore ensured compliance of the provisions relating to Reg 17(1) of SEBI (LODR), 2015. The Company made a request to Stock Exchange for waiver of penalty imposed by explaining the that non compliance was neither willful nor intentional. The Company being a Govt	Complied. Since the Government of India appointed Shri Jashwant Lal as Independent Director of the company w.e.f 24.02.2023.	The Company have given a reply for the clarification.
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											India Enterprise, the power to appoint a Director vests with Govt of India. The request favorably considered by Stock Exchange and penalty imposed was waived.
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Note for S.No 3:

1. As per the Regulation 23(9) of SEBI (LODR) regulation 2015 effective from 1st April 2022, read with BSE Notice No 20210906-31 & NSE circular No NSE/CML/2021/34 dated 6th September 2021 and BSE Notice No 2011019-25 and NSE Circular No. NSE/CML/2021/42 dated 19th October 2021, the Company is required to submit a report on related party transactions every six months within 15 days from the date of publication of its standalone and consolidated financial results in XBRL mode only. Since, the XBRL utility as per the new format was not made available by both NSE and BSE for filing within the prescribed period of 15 days after the publication of Company's Financial Results, the same could not be filed by the Company within the said period. However, by following better governance practice, as precautionary measure, the same was filed in PDF mode on 15th June 2022. However, NSE & BSE considered the submission of the report in PDF mode as delay in filing and imposed a fine of Rs 29500 each without considering the fact that the same shall require to be submitted in XBRL mode only for compliance. Subsequently on release of XBRL Utility by the Stock Exchanges on 12th July 2022 the report was again filed in XBRL mode within the prescribed due date extended for the purpose. Since there was no delay on the part of the Company in filing the Report in XBRL mode and since no instructions were passed for filing the Report in PDF mode, waiver application was filed with NSE (being designated stock exchange for the purpose). The fine was reversed by the NSE vide letter NSE/LIST-SOP/REG/REVERAL/0381 dated 5th April 2023.



The additional affirmations by Practising Company Secretary (PCS) in Annual Secretarial Compliance Report (ASCR) in terms of the BSE Circular No.20230410-41 dated: April 10, 2023 and NSE Circular No.NSE/CML/2023/21are given in the attached Annexure.

for NARENDER & ASSOCIATES
COMPANY SECRETARIES



G. NARENDER
PROPRIETOR
FCS 4898, CP 5024



Place: Hyderabad
Date: 21.05.2024

Annexure

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p>Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	--
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	--
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	--
4.	<p>Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	--
5.	<p>To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies</p>	NA	The Company is not having any subsidiaries



	(b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p> <p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p> <p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p> <p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder</p> <p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI(Prohibition of Insider Trading) Regulations, 2015</p> <p>Actions taken by SEBI or Stock Exchange(s), if any:</p>	Yes	--
7.		NA	Refer Note 1
8.		NA	No RPT during the FY 23-24
9.		Yes	--
10.		Yes	--
11.			



	Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	--
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc	Yes	--

Note 1- The provisions of Section 134(3)(p) of the Companies Act, 2013 relating to evaluation of Board of Directors do not apply to your Company since necessary exemptions are provided to all government companies. Further, similar exemptions were granted to your Company by Securities Exchange Board of India (SEBI) under the provisions of SEBI (Listing Obligations and Disclosure Requirements (LODR)) Regulations, 2015 vide their letter No. SEBI/HO/CFD/DIL1/OW/P/2018/1679/1 dated January 17, 2018.

for NARENDER & ASSOCIATES
COMPANY SECRETARIES



G. NARENDER
PROPRIETOR
FCS 4898, CP 5024



Place: Hyderabad
Date: 21.05.2024