

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity - **Bharat Dynamics Limited**
 2. Quarter ending - **30-Sep-2022**

i. Composition of Board of Director

Title (Mr./ Ms)	Name of the Director	DIN		Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of cessation	Tenure (months)	Date of Birth	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	Siddharth Mishra	08367035		C & ED	CEO -MD	01-Mar-2019			25-Mar-1963	NA	1	0	0	0	
Mr.	Diwakar Nayeeni	08207722		ED		01-Sep-2018	31-Aug-2022		13-Aug-1962	NA	1	0	0	0	RMC
Mr.	Radha Krishna Potluri	08437975		ED		01-Jun-2019			30-Jun-1963	NA	1	0	0	0	
Mr.	N Srinivasulu	08744682		ED		01-Jul-2020			26-Jan-1964	NA	1	0	1	0	SC
Mr.	Chandraker Bharti	02599261		NED,N D		02-Feb-2021	14-Sep-2022		30-Oct-1967	NA	2	0	0	0	

Mr.	Anurag Bajpai	0894 8155		NED,N D		14- Sep- 2022			13- Jul- 1970	NA	3	0	0	0	
Mr.	BHVS Narayana Murthy	0928 6096		NED,N D		25- Aug- 2021			23- May- 1963	NA	1	0	0	0	
Mr.	Sunil Chintaman Mone	0922 3235		ID		24- Dec- 2021	9		05- Dec- 1957	NA	1	1	2	1	AC,S C,RC, NRC
Mrs.	Sanghamitra Mishra	0944 8680		ID		27- Dec- 2021	9		04- Dec- 1970	NA	1	1	2	0	AC,S C,RC, NRC
Mr.	Rajendra Singh Shekhawat	0944 9860		ID		28- Dec- 2021	9		05- Feb- 1959	NA	1	1	2	0	AC,S C,RC, NRC
Mr.	Nanda Kumar Subburaman	0061 1401		ID		24- Dec- 2021	9		30- Jun- 1959	NA	3	3	2	1	AC,S C,RC, NRC
Mr.	Pawan Sthapak	0360 5320		ID		24- Dec- 2021	9		25- May- 1962	NA	1	1	2	0	AC,S C,RC, NRC

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. **Composition of Committees**

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sunil Chintaman Mone	ID	Chairperson	03-Jan-2022	
2	Sanghamitra Mishra	ID	Member	03-Jan-2022	
3	Rajendra Singh Shekhawat	ID	Member	03-Jan-2022	
4	Nanda Kumar Subburaman	ID	Member	03-Jan-2022	
5	Pawan Sthapak	ID	Member	03-Jan-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Nanda Kumar Subburaman	ID	Chairperson	03-Jan-2022	
2	Sunil Chintaman Mone	ID	Member	03-Jan-2022	
3	Rajendra Singh Shekhawat	ID	Member	03-Jan-2022	
4	Sanghamitra Mishra	ID	Member	03-Jan-2022	
5	Pawan Sthapak	ID	Member	03-Jan-2022	
6	N Srinivasulu	ED	Member	03-Jan-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Pawan Sthapak	ID	Chairperson	03-Jan-2022	
2	Sunil Chintaman Mone	ID	Member	03-Jan-2022	

3	Rajendra Singh Shekhawat	ID	Member	03-Jan-2022	
4	Nanda Kumar Subburaman	ID	Member	03-Jan-2022	
5	Sanghamitra Mishra	ID	Member	03-Jan-2022	
6	Diwakar Nayeeni	ED	Member	03-Jan-2022	31-Aug-2022

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sanghamitra Mishra	ID	Chairperson	03-Jan-2022	
2	Sunil Chintaman Mone	ID	Member	03-Jan-2022	
3	Rajendra Singh Shekhawat	ID	Member	03-Jan-2022	
4	Nanda Kumar Subburaman	ID	Member	03-Jan-2022	
5	Pawan Sthapak	ID	Member	03-Jan-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
26-May-2022	Yes	11	10	4
12-Aug-2022	Yes	11	11	5
26-Sep-2022	Yes	10	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	77

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	26-May-2022	Yes	11			0
Audit Committee	12-Aug-2022	Yes	11	5	5	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	77

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	
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Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	There are no related party transactions.
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

NO COMMENTS WERE RECEIVED FROM THE DIRECTORS.

Name : N Nagaraja
 Designation : Company Secretary & Compliance Officer

ANNEXURE III

Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	-
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-

Note:

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Name : N Nagaraja
 Designation : Company Secretary & Compliance Officer

ANNEXURE IV

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

Nil

Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

Name: N Srinivasulu
Designation: Chief Financial Officer
Place: Hyderabad
Date: 13-Oct-2022