

## 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-2019**

**i. Composition Of Board Of Director**

Name of the Director	DIN		Category(Chair person /Executive/Non-Executive/Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	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	Remarks
SIDDHARTH MISHRA	08367035		C & ED	MD	01-Mar-2019	01-Mar-2019			25-Mar-1963	1	0	0	0	NA	5 years from the date of his assumption of charge of post, or till the date of his superannuation or until further orders, whichever is earlier
S.PIRAMANAYAGAM	07117827		ED		01-Jan-2015	01-Jan-2015			05-Jun-1960	1	0	1	0	SC,RMC	5 years from the date of his assumption of charge of post, or till the date of his superannuation or until further orders, whichever is earlier
N.P.DIWAKAR	08207722		ED		01-Sep-2018	01-Sep-2018			13-Aug-1962	1	0	2	0	AC,SC,RMC	5 years from the date of his assumption of charge of post, or till the date of his superannuation, or until further orders, whichever is the earliest.
RADHA KRISHNA POTLURI	08437975		ED		01-Jun-2019	01-Jun-2019			30-Jun-1963	1	0	0	0	RMC	5 years from the date of his assumption of charge of post, or till the date of his superannuation (30.06.2023) ( or until further orders, whichever is earlier
ASHWANI KUMAR MAHAJAN	07483427		NED,ND		09-Mar-2016	09-Mar-2016			08-Jul-1963	2	0	0	0	NRC	until further orders from the Government of India
MSR PRASAD	08278568		NED,ND		31-Dec-2018	31-Dec-2018			26-Jul-1961	1	0	0	0	NA	until further orders from the Government of India

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SUSHAMA V DABAK	07085413		ID		01-Dec-2015	01-Dec-2018		12	12-Nov-1953	1	1	1	1	AC,NRC	1 year from the date of appointment or until further orders whichever is earlier
AJAY PANDEY	01292877		ID		01-Dec-2015	01-Dec-2018		12	06-Jun-1963	1	1	1	0	AC,NRC	1 years from the date of appointment or until further orders whichever is earlier
AJAY NATH	05151291		ID		13-Sep-2017	13-Sep-2017		36	10-Sep-1955	1	1	1	0	AC,RMC,NRC	3 years from the date of appointment or until further orders whichever is earlier
K S SAMPATH	07924755		ID		13-Sep-2017	13-Sep-2017		36	26-Aug-1959	1	1	2	1	AC,SC,NRC	3 years from the date of appointment or until further orders whichever is earlier
K LATHA NARASIMHA MURTHY	07932062		ID		13-Sep-2017	13-Sep-2017		36	20-Jul-1977	1	1	1	0	AC,NRC	3 years from the date of appointment or until further orders whichever is earlier

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	AJAY NATH	ID	Member	18-Sep-2017	
2	AJAY PANDEY	ID	Member	18-Sep-2017	
3	SUSHAMA V DABAK	ID	Chairperson	18-Sep-2017	
4	K LATHA NARASIMHA MURTHY	ID	Member	18-Sep-2017	
5	N.P.DIWAKAR	ED	Member	30-May-2019	
6	K S SAMPATH	ID	Member	18-Sep-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	S.PIRAMANAYAGAM	ED	Member	18-Sep-2017	
2	K S SAMPATH	ID	Chairperson	18-Sep-2017	
3	N.P.DIWAKAR	ED	Member	30-May-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	N.P.DIWAKAR	ED	Member	31-Oct-2018	
2	AJAY NATH	ID	Member	31-Oct-2018	
3	S.PIRAMANAYAGAM	ED	Chairperson	31-Oct-2018	
4	RADHA KRISHNA POTLURI	ED	Member	30-May-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	ASHWANI KUMAR MAHAJAN	NED,ND	Member	18-Sep-2017	
2	AJAY NATH	ID	Member	18-Sep-2017	
3	SUSHAMA V DABAK	ID	Member	18-Sep-2017	
4	K LATHA NARASIMHA MURTHY	ID	Member	18-Sep-2017	
5	K S SAMPATH	ID	Member	18-Sep-2017	
6	AJAY PANDEY	ID	Chairperson	18-Sep-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
30-May-2019	10-Aug-2019	Yes	10	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	71

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	30-May-2019	10-Aug-2019	Yes	6	5
Audit Committee	18-Jun-2019		Yes		

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	52

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status(Yes/No/NA)</i>	<i>Remark</i>
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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	<b>THERE ARE NO RELATED PARTY TRANSACTIONS IN THE COMPANY</b>
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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 500 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 RECEIVED FROM THE DIRECTORS**

Name :  
Designation :

*N. Nagaraja*  
**N.NAGARAJA**  
**Company Secretary**

## Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
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)	No	The chairperson was unable to attend the Meeting due to other prior commitments. However it may be noted that under Reg.19(3) the presence of Chairperson is not mandatory.
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	

Name :  
Designation :

*N. Nagaraja*  
N.NAGARAJA  
Company Secretary