

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 - 31-Dec-2019

i. Composition of Board of Director

Title	Name of the Director	DIN	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	No. of Directors hip 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
Mr.	Siddharth Mishra	08367035	C & ED	MD	01-Mar-2019	01-Mar-2019			25-Mar-1963	NA	1	0	0	0	
Mr.	S Piramanayagam	07117827	ED		01-Jan-2015	01-Jan-2015			05-Jun-1960	NA	1	0	0	0	SC,RC
Mr.	Diwakar Nayeeni	0820772	ED		01-Sep-2018	01-Sep-2018			13-Aug-1962	NA	1	0	2	0	AC,SC,RC
Mr.	Radha Krishna Potluri	08437975	ED		01-Jun-2019	01-Jun-2019			30-Jun-1963	NA	1	0	0	0	RMC
Mr.	Ashwani Kumar	07483427	NED,ND		09-Mar-2016	09-Mar-2016			08-Jul-1963	NA	2	0	0	0	NRC
Mr.	Seeta Ram Prasad	08278568	NED,ND		31-Dec-2018	31-Dec-2018			26-Jul-1961	NA	1	0	0	0	
Mrs.	Sushama V Dabak	07085413	ID		01-Dec-2015	01-Dec-2018	30-Nov-2019	12	12-Nov-1953	NA	1	1	1	1	AC,NRC

Mr.	Ajay Pandey	01292877		ID		01-Dec-2015	01-Dec-2018	30-Nov-2019	12	06-Jun-1963	NA	1	1	1	0	AC,NRC
Mr.	Ajay Nath	05151291		ID		13-Sep-2017	13-Sep-2017		36	10-Sep-1955	NA	1	1	1	0	AC,RC,NRC
Mr.	K S Sampath	07924755		ID		13-Sep-2017	13-Sep-2017		36	26-Aug-1959	NA	1	1	2	1	AC,SC,NRC
Mrs.	Latha Narasimha	07932062		ID		13-Sep-2017	13-Sep-2017		36	20-Jun-1977	NA	1	1	1	0	AC,NRC

Company Remarks	We have informed this shortfall of Independent Directors to Administrative Ministry (i.e. Ministry of Defence) .
Whether Regular 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	Sushama V Dabak	ID	Chairperson	18-Sep-2017	30-Nov-2019
2	Ajay Pandey	ID	Member	18-Sep-2017	30-Nov-2019
3	Ajay Nath	ID	Member	18-Sep-2017	
4	K S Sampath	ID	Member	18-Sep-2017	
5	Latha Narasimha Murthy	ID	Member	18-Sep-2017	
6	Diwakar Nayeeni	ED	Member	30-May-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	K S Sampath	ID	Chairperson	18-Sep-2017	
2	S Piramanayagam	ED	Member	18-Sep-2017	
3	Diwakar Nayeeni	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	S Piramanayagam	ED	Chairperson	31-Oct-2018	
2	Ajay Nath	ID	Member	31-Oct-2018	30-Nov-2019
3	Diwakar Nayeeni	ED	Member	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	Ajay Pandey	ID	Chairperson	18-Sep-2017	30-Nov-2019
2	Sushama V Dabak	ID	Member	18-Sep-2017	30-Nov-2019
3	Ashwani Kumar Mahajan	NED,ND	Member	18-Sep-2017	
4	Ajay Nath	ID	Member	18-Sep-2017	
5	K S Sampath	ID	Member	18-Sep-2017	
6	Latha Narasimha Murthy	ID	Member	18-Sep-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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
10-Aug-2019	12-Nov-2019	Yes	8	3
10-Aug-2019	30-Nov-2019	Yes	10	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	93

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
Risk Management Committee		30-Nov-2019	Yes	4	1
Audit Committee	10-Aug-2019		Yes	6	5
Audit Committee		31-Oct-2019	Yes	5	4
Audit Committee		12-Nov-2019	Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	81

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	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 : 
 Designation : **N Nagaraja**
Company Secretary & Compliance Officer