

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-2020**

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 Birth | 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 | CEO -MD | 01-Mar-2019 | 25-Mar-1963 | 1 | 0 | 0 | 0 | |
| Mr. | Diwakar Nayeeni | 08207722 | | ED | | 01-Sep-2018 | 13-Aug-1962 | 1 | 0 | 0 | 0 | RMC |
| Mr. | Radha krishna Potluri | 08437975 | | ED | | 01-Jun-2019 | 30-Jun-1963 | 1 | 0 | 0 | 0 | RMC |
| Mr. | N Srinivasulu | 08744682 | | ED | | 01-Jul-2020 | 26-Jan-1964 | 1 | 0 | 0 | 0 | RMC |
| Mr. | Ashwani Kumar Mahajan | 07483427 | | NED,ND | | 09-Mar-2016 | 08-Jul-1963 | 1 | 0 | 0 | 0 | |
| Mr. | Seeta Ram Prasad Mandava | 08278568 | | NED,ND | | 31-Dec-2018 | 26-Jul-1961 | 1 | 0 | 0 | 0 | |

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|---|--|
| Company Remarks | All Independent Directors have ceased to hold their office w.e.f 13 September 2020 on completion of their tenure on 12 September 2020. We have informed the requirement of filling up the 6 Independent Directors vacancy (including women director) to our administrative Ministry (i.e. Ministry of Defence) and appointment of Independent Directors is in process at Department of public enterprise. |
| Whether Regular chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

ii. Composition of Committees

a. Audit 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> |
|----------------|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|
| ----- | | | | | |

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|---|---|
| Company Remarks | 1.The Three Independent Directors have ceased to hold their office w.e.f 13 September 2020 on completion of their tenure on 12 September 2020. 2) Shri Ajay Nath II) Shri K.S. Sampath n III) Smt. K. Latha Narasimhamurthy 2. On cessation of above three Independent Directors, there is no representation of Independent Directors on the Board of BDL as on date. Accordingly the Audit Committee , Nomination & Remuneration Committee , Stakeholder Relationship Committee ,CSR Committee automatically stands dissolved w.e.f 13/09/2020 due to absence of Independent Directors . |
| Whether Permanent chairperson appointed | No |

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> |
|---|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|
| ----- | | | | | |
| Whether Permanent chairperson appointed | No | | | | |

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 | Diwakar Nayeeni | ED | Chairperson | 31-Oct-2018 | |
| 2 | Radha Krishna Potluri | ED | Member | 30-May-2019 | |
| 3 | N Srinivasulu | ED | Member | 01-Jul-2020 | |
| 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> |
|---|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|
| ----- | | | | | |
| Whether Permanent chairperson appointed | No | | | | |

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 |
|---|---|-----------------------------------|-----------------------------|---|
| 31-Aug-2020 | 12-Nov-2020 | Yes | 6 | 0 |

| | |
|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 72 |

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 | 06-Aug-2020 | - | Yes | 4 | 3 |
| Audit Committee | 31-Aug-2020 | - | Yes | 4 | 3 |

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|--|--|
| Company Remarks | 1.The Three Independent Directors have ceased to hold their office w.e.f 13 September 2020 on completion of their tenure on 12 September 2020. 2) Shri Ajay Nath II) Shri K.S. Sampath n III) Smt. K. Latha Narasimhamurthy 2. On cessation of above three Independent Directors, there is no representation of Independent Directors on the Board of BDL as on date. Accordingly the Audit Committee , Nomination & Remuneration Committee , Stakeholder Relationship Committee ,CSR Committee automatically stands dissolved w.e.f 13/09/2020 due to absence of Independent Directors. |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | |

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. |
|--|---|

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 - **No**
 - b. Nomination & remuneration committee - **No**
 - c. Stakeholders relationship committee - **No**
 - 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. - **No**
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.

N Nagaraja

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