

ANNEXURE I

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-Mar-2023**

i. Composition of Board of Director

| Name of the Director Title (Mr./Ms) | DIN | Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee) | Sub Categor y | Initial Date of Appoint ment | Date of Appo intment | Date of cessa tion | Tenure (months) | Date of Birth | No. of Directors hip in listed entities including this listed entity [in reference to Regula tion 17A (1)] | No of Independe nt Directorshi p in listed entities including this listed entity [in reference to proviso to regulation 17A (1)] | No of members hips in Audit/ Stakehol der Committ ee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Memb ership in Comm ittees of the Comp any |
|--|----------|---|---------------------|---------------------------------------|----------------------------|--------------------------|--------------------|------------------|---|---|---|--|---|
| Siddharth Mishra | 08367035 | C & ED | CEO -MD | 01-Mar-2019 | 01-Mar-2019 | 31-Mar-2023 | | 25-Mar-1963 | 1 | 0 | 0 | 0 | |
| Radha Krishna Potluri | 08437975 | ED | | 01-Jun-2019 | 01-Jun-2019 | | | 30-Jun-1963 | 1 | 0 | 0 | 0 | |
| N Srinivasulu | 08744682 | ED | | 01-Jul-2020 | 01-Jul-2020 | | | 26-Jan-1964 | 1 | 0 | 1 | 0 | SC |
| A. Madhavarao | 09808949 | ED | | 02-Jan-2023 | 02-Jan-2023 | | | 02-Apr-1966 | 1 | 0 | 0 | 0 | |
| Anurag Bajpai | 08948155 | NED,ND | | 14-Sep-2022 | 14-Sep-2022 | | | 13-Jul-1970 | 2 | 0 | 0 | 0 | |
| BHVS Narayana Murthy | 09286096 | NED,ND | | 25-Aug-2021 | 25-Aug-2021 | | | 23-May-1963 | 1 | 0 | 0 | 0 | |

| | | | | | | | | | | | | | |
|--------------------------|--------------|----|--|-------------|-------------|--|----|-------------|---|---|---|---|----------------------|
| Sunil Chintaman Mone | 09223 235 | ID | | 24-Dec-2021 | 24-Dec-2021 | | 15 | 05-Dec-1957 | 1 | 1 | 2 | 1 | AC,S C,RC, NRC |
| Sanghamitra Mishra | 09448 680 | ID | | 27-Dec-2021 | 27-Dec-2021 | | 15 | 04-Dec-1970 | 1 | 1 | 2 | 0 | AC,S C,RC, NRC |
| Rajendra Singh Shekhawat | 09449 860 | ID | | 28-Dec-2021 | 28-Dec-2021 | | 15 | 05-Feb-1959 | 1 | 1 | 2 | 0 | AC,S C,RC, NRC |
| Nandakumar Subburaman | 00611 401 | ID | | 24-Dec-2021 | 24-Dec-2021 | | 15 | 30-Jun-1959 | 3 | 3 | 2 | 1 | AC,S C,RC, NRC |
| Pawan Sthapak | 03605 320 | ID | | 24-Dec-2021 | 24-Dec-2021 | | 15 | 25-May-1962 | 1 | 1 | 2 | 0 | AC,S C,RC, NRC |
| Jashwant Lal | 10055 098 | ID | | 24-Feb-2023 | 24-Feb-2023 | | 1 | 05-Oct-1970 | 1 | 1 | 2 | 0 | |

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|---|-----|
| Company Remarks | - |
| Whether Regular chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of Committee members | Category | Chairperson/Member | Date of Appointment | Date of Cessation |
|---------|---------------------------|----------|--------------------|---------------------|-------------------|
| 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 | Nandakumar Subburaman | ID | Member | 03-Jan-2022 | |
| 5 | Pawan Sthapak | ID | Member | 03-Jan-2022 | |

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|---------------------------------------|-----|
| Company Remarks | - |
| Whether Regular chairperson appointed | Yes |

b. Stakeholders Relationship Committee

| <i>Sr. No.</i> | <i>Name of Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 1 | Nandakumar 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 | |

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| Company Remarks | - |
| Whether Regular chairperson appointed | Yes |

c. Risk Management Committee

| <i>Sr. No.</i> | <i>Name of Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 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 | Nandakumar Subburaman | ID | Member | 03-Jan-2022 | |
| 5 | Sanghamitra Mishra | ID | Member | 03-Jan-2022 | |

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|---------------------------------------|-----|
| Company Remarks | - |
| Whether Regular chairperson appointed | Yes |

d. Nomination and Remuneration Committee

| <i>Sr. No.</i> | <i>Name of Committee members</i> | <i>Category</i> | <i>Chairperson/Member</i> | <i>Date of Appointment</i> | <i>Date of Cessation</i> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 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 | Nandakumar Subburaman | ID | Member | 03-Jan-2022 | |
| 5 | Pawan Sthapak | ID | Member | 03-Jan-2022 | |

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| Company Remarks | - |
| Whether Regular chairperson appointed | Yes |

iii. Meeting of Board of Directors

| Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | 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) | No. of Independent Directors attending the meeting |
|---|--|---|--|--|
| 11-Nov-2022 | Yes | 10 | 10 | 5 |
| 07-Feb-2023 | Yes | 11 | 11 | 5 |
| 31-Mar-2023 | Yes | 12 | 12 | 6 |

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|---|----|
| Company Remarks | - |
| Maximum gap between any two consecutive (in number of days) | 87 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors present (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 | 10-Nov-2022 | Yes | 5 | 5 | 5 | 0 |
| Audit Committee | 06-Feb-2023 | Yes | 5 | 5 | 5 | 0 |
| Stakeholders Relationship Committee | 06-Feb-2023 | Yes | 6 | 5 | 5 | 0 |
| Risk Management Committee | 06-Feb-2023 | Yes | 5 | 5 | 5 | 0 |

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| Company Remarks | - |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 87 |

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 | |

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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 except remuneration to Directors & KMP. |
|--|--|

VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
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 1000 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 II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | | |
|--|--------------------------------------|----------------|---|
| <i>Item</i> | <i>Compliance status (Yes/No/NA)</i> | Company Remark | Website |
| As per regulation 46(2) of the LODR: | | | |
| Details of business | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Terms and conditions of appointment of independent directors | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Composition of various committees of board of directors | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Code of conduct of board of directors and senior management | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Criteria of making payments to non-executive directors | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Policy on dealing with related party transactions | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Policy for determining 'material' subsidiaries | NA | | |
| Details of familiarization programs imparted to independent | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Contact information of the designated officials of the listed entity | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Financial results | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Shareholding pattern | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Details of agreements entered into with the media companies and/or their associates | NA | | |
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| New name and the old name of the listed entity | Not | | |
| Advertisements as per regulation 47 (1) | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Credit rating or revision in credit rating obtained by the entity for all | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Separate audited financial statements of each subsidiary of the | Not | | |
| As per other regulations of the LODR: | | | |
| Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Materiality Policy as per Regulation 30 | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| Dividend Distribution policy as per Regulation 43A (as applicable) | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |
| It is certified that these contents on the website of the listed entity | Yes | | https://bdl-india.in/disclosures-under-regulation-46-sebi-listing-regulations |

| II Annual Affirmations | | | |
|--|--------------------------|--------------------------------------|-----------------------|
| Particulars | Regulation Number | Compliance status (Yes/No/NA) | Company Remark |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes | |
| <i>Board composition</i> | 17(1), 17(1A) & 17(1B) | Yes | |
| <i>Meeting of Board of directors</i> | 17(2) | Yes | |
| <i>Quorum of Board meeting</i> | 17(2A) | Yes | |
| <i>Review of Compliance Reports</i> | 17(3) | Yes | |
| <i>Plans for orderly succession for appointments</i> | 17(4) | Yes | |
| <i>Code of Conduct</i> | 17(5) | Yes | |
| <i>Fees/compensation</i> | 17(6) | Yes | |
| <i>Minimum Information</i> | 17(7) | Yes | |
| <i>Compliance Certificate</i> | 17(8) | Yes | |
| <i>Risk Assessment & Management</i> | 17(9) | Yes | |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Not Applicable | |
| <i>Recommendation of Board</i> | 17(11) | Yes | |
| <i>Maximum number of directorship</i> | 17A | Yes | |
| <i>Composition of Audit Committee</i> | 18(1) | Yes | |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes | |
| <i>Composition of nomination & remuneration committee</i> | 19(1) & (2) | Yes | |
| <i>Quorum of Nomination and Remuneration Committee meeting</i> | 19(2A) | Yes | |
| <i>Meeting of nomination & remuneration committee</i> | 19(3A) | Yes | |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1), 20(2) and 20(2A) | Yes | |
| <i>Meeting of stakeholder relationship committee</i> | 20(3A) | Yes | |
| <i>Composition and role of risk management committee</i> | 21(1), (2), (3), (4) | Yes | |
| <i>Meeting of Risk Management Committee</i> | 21(3A) | Yes | |
| <i>Vigil Mechanism</i> | 22 | Yes | |
| <i>Policy for related party Transaction</i> | 23(1), (1A), (5), (6) | Yes | |

| | | | |
|---|----------------------------|----------------|--|
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| Approval for material related party transactions | 23(4) | Yes | |
| Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Not Applicable | |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2), (3), (4), (5) & (6) | Not Applicable | |
| Annual Secretarial Compliance Report | 24(A) | Yes | |
| Alternate Director to Independent Director | 25(1) | Not Applicable | |
| Maximum Tenure | 25(2) | Yes | |
| Meeting of independent directors | 25(3) & (4) | Yes | |
| Familiarization of independent directors | 25(7) | Yes | |
| Declaration from Independent Director | 25(8) & (9) | Yes | |
| D & O Insurance for Independent Directors | 25(10) | Yes | |
| Memberships in Committees | 26(1) | Yes | |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| Disclosure of Shareholding by Non- Executive Directors | 26(4) | Yes | |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |

| | |
|-------------------|---|
| Other Information | There are no related party transactions except remuneration to Directors & KMP. |
|-------------------|---|

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

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|-------------------|---|
| Other Information | - |
|-------------------|---|

N. Nagaraja

Name : N Nagaraja
Designation : Company Secretary & Compliance Officer

ANNEXURE IV

| | |
|-------------------------|--|
| Bharat Dynamics Limited | For the quarter ended on 31 March 2023 |
|-------------------------|--|

(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 |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | 0 | 0 | 0 |
| Promoter Group or any other entity controlled by them | 0 | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | 0 |
| KMPs or any other entity controlled by them | 0 | 0 | 0 |

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

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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

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Name: N Srinivasulu
Designation: Chief Executive Officer
Place: Hyderabad
Date: 12-Apr-2023

N Srinivasulu