

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-Jun-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 Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directors hip in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of members hips in Audit/ Stakeholder Committees) 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	01-Mar-2019			25-Mar-1963	NA		1	0	0	0	
Mr.	S Piramanayagam	07117827	ED		01-Jan-2015	01-Jan-2015	30-Jun-2020		05-Jun-1960	NA		1	0	1	0	SC,RC
Mr.	Diwakar Nayeeni	08207722	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	
Mr.	Ajay Nath	05151291	ID		13-Sep-2017	13-Sep-2017		36	10-Sep-1955	NA		1	1	1	0	AC,NRC
Mr.	K S Sampath	07924755	ID		13-Sep-2017	13-Sep-2017		36	26-Aug-1959	NA		1	1	2	2	AC,SC,NRC
Mrs.	Latha Narasimhamurthy	07932062	ID		13-Sep-2017	13-Sep-2017		36	20-Jun-1977	NA		1	1	1	0	AC,NRC

Company Remarks	We have informed the requirement of filing up the 3 Independent Directors vacancy to our administrative Ministry (i.e Ministry of Defence) and appointment of Independent Directors is in process at Department of public Enterprises. Shri.S.Piramanayagam, Director (Finance) & CFO has ceased to be Director (Finance) & CFO of the Company upon his superannuation on 30th June, 2020 and Shri. Srinivasulu Nuka has assumed the charge of Director (Finance) & CFO of the Company with effect from 01 July, 2020.
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 the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	K S Sampath	ID	Chairperson	18-Sep-2017	
2	Ajay Nath	ID	Member	18-Sep-2017	
3	Latha Narasimhamurthy	ID	Member	18-Sep-2017	
4	Diwakar Nayeeni	ED	Member	30-May-2019	

Company Remarks	.Shri K.S Sampath became chairman of Audit Committee on 01.12.2019.Smt. Latha Narasimhamurthy became chairperson of Nomination & Remuneration Committee on 01.12.2019.Shri N. Sampath Kumar General Manager (IBU) & Chief Risk Manager is the Member of Risk Management Committee.
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	K S Sampath	ID	Chairperson	18-Sep-2017	
2	S Piramanayagam	ED	Member	18-Sep-2017	30-Jun-2020
3	Diwakar Nayeeni	ED	Member	30-May-2019	

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	S Piramanayagam	ED	Chairperson	31-Oct-2018	30-Jun-2020
2	Diwakar Nayeeni	ED	Member	31-Oct-2018	
3	RADHA KRISHNA POTLURI	ED	Member	30-May-2019	

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	Latha Narasimhamurthy	ID	Chairperson	18-Sep-2017	
2	Ajay Nath	ID	Member	18-Sep-2017	
3	K S Sampath	ID	Member	18-Sep-2017	
4	Ashwani Kumar Mahajan	NED,ND	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
09-Jan-2020	29-Jun-2020	Yes	9	3
12-Feb-2020		Yes		

Company Remarks	
Maximum gap between any two consecutive (in number of days)	137

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	09-Jan-2020		Yes		
Audit Committee	12-Feb-2020		Yes		
Audit Committee		29-Jun-2020	Yes	4	3
Nomination & Remuneration Committee	09-Jan-2020		Yes		
Nomination & Remuneration Committee	12-Feb-2020		Yes		
Nomination & Remuneration Committee		29-Jun-2020	Yes	4	3
Risk Management Committee		08-Jun-2020	Yes	3	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	137

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	

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.

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