

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
**Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of the Entity: **BHARAT DYNAMICS LIMITED**

1. Quarter Ending: **As on 30<sup>th</sup> SEPTEMBER, 2018**

I. Composition of Board of Directors									
Title (Mr./Mrs.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) &	Date of Appointment in the current term	Date of Cessation	Tenure*	No of Directorship in listed entities including Bharat Dynamics Limited (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including Bharat Dynamics Limited (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including Bharat Dynamics Limited (Refer Regulation 26(1) of Listing Regulations)
Mr.	V.Udaya Bhaskar	06669311	Chairman and Managing Director	30-Jan-15		Five 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.	1	-	-
Mr.	S. Piramanayagam	07117827	Executive	01-Jan-15		Five 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.	1	1	-
Mr.	V. Gurudatta Prasad	07312718	Executive	10-Sep-15		Five 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.	1	2	-

Mr.	K.Divakar	07576308	Executive	01-Jul-16	31-Aug-2018	Five 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.	1	-	-
Mr.	Ashwani K. Mahajan	07483427	Nominee Director-Non Executive	09-Mar-16		Until further orders	1	-	-
Ms.	Sushama V. Dabak	07085413	Independent	01-Dec-15		Three years from the date of appointment or until further orders, whichever is earlier.	1	1	1
Mr.	Ajay Pandey	01292877	Independent	01-Dec-15		Three years from the date of appointment or until further orders, whichever is earlier.	1	1	-
Mr.	Ajay Nath	05151291	Independent	13-Sep-17		Three years from the date of appointment or until further orders, whichever is earlier.	1	1	-
Mr.	K.S.Sampath	07924755	Independent	13-Sep-17		Three years from the date of appointment or until further orders, whichever is earlier.	1	2	1
Ms.	K. Latha Narasimha Murthy	07932062	Independent	13-Sep-17		Three years from the date of appointment or until further orders, whichever is earlier.	1	1	-
Mr	G.Satheesh Reddy	07579905	Nominee Director-Non Executive	01-May-18		Until further orders	1	-	-
Mr	N.P.Diwarakar	08207722	Executive	01-Sep-18		Five 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.	1	-	-

\$ PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>§</sup>
1.Audit Committee	Ms. Sushama V. Dabak	Chairperson - Independent
	Mr. V. Gurudatta Prasad	Executive
	Mr. Ajay Pandey	Independent
	Mr. Ajay Nath	Independent
	Mr. K.S. Sampath	Independent
	Ms. K Latha Narasimha Murthy	Independent
2.Nomination & Remuneration Committee	Mr. Ajay Pandey	Chairperson - Independent
	Mr. Ashwani K. Mahajan	Nominee Director-Non Executive
	Ms. Sushama V. Dabak	Independent
	Mr. Ajay Nath	Independent
	Mr. K.S. Sampath	Independent
	Ms. K. Latha Narasimha Murthy	Independent
3.Stakeholders Relationship Committee	Mr. K.S. Sampath	Chairperson - Independent
	Mr. S. Piramanayagam	Executive
	Mr. V. Gurudatta Prasad	Executive
4. Corporate Social Responsibility and Sustainable Development Committee	Ajay Nath	Chairperson-Independent
	Sushma V Dabak	Independent
	Ajay Pandey	Independent
	K.S.Sampath	Independent
	Latha Narasimha Murthy	Independent
	S.Piramanayagam	Executive
	V. Gurudatta Prasad	Executive
<sup>§</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen		

<b>III. Meetings of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
30-May-2018	20-July-2018	50	
30-May-2018	14-Aug-2018		
<b>IV. Meetings of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>Audit Committee</b>			
20/07/2018	Yes	30/05/2018	50
13/08/2018	Yes	30/05/2018	
<b>CSR &amp; SD Committee</b>			
13/08/2018	Yes	-	-
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<i>Subject</i>		<i>Compliance Status (Yes/No/NA)</i>	
Whether prior approval of audit committee obtained		NA. SINCE THERE ARE NO RELATED PARTY TRASNCTIONS IN THE COMPANY	
Whether shareholder approval obtained for material RPT			
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			
<b>Note:</b> <ol style="list-style-type: none"> <li>In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</li> <li>If status is "No" details of non-compliance may be given here.</li> </ol>			

**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) **Not Applicable**
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 and Compliance Officer**

**Date: October 8, 2018**

**Place : Hyderabad**



**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**ANNEXURE III**

**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Remarks</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 as per Reg. 19 (3) the presence of Chairperson is not mandatory.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	Yes	

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**Name** :  
**Designation** :

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

