

**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 31<sup>st</sup> December, 2018**

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr./Mrs.)</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee) &amp;</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure*</b>	<b>No of Directorship in listed entities including Bharat Dynamics Limited (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including Bharat Dynamics Limited (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including Bharat Dynamics Limited (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	V.Udaya Bhaskar		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	-	-
		06669311						
Mr.	S. Piramanayagam		Executive Director	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	-
		07117827						
Mr.	V. Gurudatta Prasad		Executive Director	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	-
		07312718						

Mr.	NP Diwakar		Executive Director	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	-	-
		08207722						
Mr.	Ashwani K. Mahajan		Nominee Director-Non Executive	09-Mar-16	Until further orders	1	-	-
		07483427						
Ms.	Sushama V. Dabak		Independent Director	01-Dec-18	One year from the date of appointment or until further orders, whichever is earlier.	1	1	1
		07085413						
Mr.	Ajay Pandey		Independent Director	01-Dec-18	One year from the date of appointment or until further orders, whichever is earlier.	1	1	-
		01292877						
Mr.	Ajay Nath		Independent Director	13-Sep-17	Three years from the date of appointment or until further orders, whichever is earlier.	1	1	-
		05151291						
Mr.	K.S.Sampath		Independent Director	13-Sep-17	Three years from the date of appointment or until further orders, whichever is earlier.	1	2	1
		07924755						
Ms.	K. Latha Narasimha Murthy		Independent Director	13-Sep-17	Three years from the date of appointment or until further orders, whichever is earlier.	1	1	-
		07932062						
Mr	G.Satheesh Reddy		Nominee Director-Non Executive	01-May-18	31-12-2018	1	-	-
Mr.	MSR Prasad		Nominee Director-Non Executive	31-12-2018	Until further orders	1	-	-
		079320962						

\$ 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		Whether the Audit Committee has a Regular Chairperson		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>\$</sup>	Yes	
			Date of Appointment	Date of Cessation
1.Audit Committee	Ms. Sushama V. Dabak	Chairperson of Audit Committee-Independent Director	18-09-2017	---
	Mr. V. Gurudatta Prasad	Executive	18-09-2017	---
	Mr. Ajay Pandey	Independent Director	18-09-2017	---
	Mr. Ajay Nath	Independent Director	18-09-2017	---
	Mr. K.S. Sampath	Independent Director	18-09-2017	---
	Ms. K Latha Narasimha Murthy	Independent Director	18-09-2017	---
2.Nomination & Remuneration Committee	Whether the Nomination & Remuneration Committee has a Regular Chairperson		Yes	
	Mr. Ajay Pandey	Chairperson of Nomination & Remuneration Committee- Independent Director	18-09-2017	---
	Mr. Ashwani K. Mahajan	Nominee Director-Non Executive	18-09-2017	---
	Ms. Sushama V. Dabak	Independent Director	18-09-2017	---
	Mr. Ajay Nath	Independent Director	18-09-2017	---
	Mr. K.S. Sampath	Independent Director	18-09-2017	---
	Ms. K. Latha Narasimha Murthy	Independent Director	18-09-2017	---
3.Stakeholders Relationship Committee	Whether the Stakeholders Relationship Committee has a Regular Chairperson		Yes	
	Mr. K.S. Sampath	Chairperson of Stakeholders Relationship Committee -Independent Director	20-11-2017	---
	Mr. S. Piramanayagam	Executive	20-11-2017	---
	Mr. V. Gurudatta Prasad	Executive	20-11-2017	---

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>8</sup>	Date of Appointment	Date of Cessation
<b>4. Corporate Social Responsibility Committee</b>	Whether the Corporate Social Responsibility Committee has a Regular Chairperson		<b>Yes</b>	
	Mr. Ajay Nath	Chairperson of Audit Committee-Independent Director	18-09-2017	---
	Ms. Sushama V Dabak	Independent Director	18-09-2017	---
	Mr. Ajay Nath	Independent Director	18-09-2017	---
	Mr. K.S. Sampath	Independent Director	18-09-2017	---
	Ms. K Latha Narasimha Murthy	Independent Director	18-09-2017	---
	Mr. S Piramanayagam	Independent Director	18-09-2017	---
	Mr. V. Gurudatta Prasad	Independent Director	18-09-2017	---
<sup>8</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>	
20-JULY-2018	31-OCT-2018	87	
14-AUG-2018	11-NOV-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>			
31-OCT-2018	Yes	20-JUL-2018	102
11-NOV-2018	YES	13-AUG-2018	89
*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 TRASNACTIONS 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			
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.			

**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)
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**

**Company Secretary and Compliance Officer**

**Date: January 09, 2019**

**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.