

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 30th JUNE, 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 /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 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 | - |
| Mr. | V. Gurudatta Prasad | 07312718 | 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 | - |

| | | | | | | | | |
|-----|---------------------------|----------|---------------------------------|-----------|---|---|---|---|
| Mr. | K.Divakar | 07576308 | Executive Director | 01-Jul-16 | 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 Director | 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 Director | 01-Dec-15 | Three years from the date of appointment or until further orders, whichever is earlier. | 1 | 1 | - |
| Mr. | Ajay Nath | 05151291 | Independent Director | 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 Director | 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 Director | 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 | - | - |

\$ 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) ⁶ |
| 1.Audit Committee | Ms. Sushama V. Dabak | Chairperson of Audit Committee-Independent Director |
| | Mr. V. Gurudatta Prasad | Executive |
| | Mr. Ajay Pandey | Independent Director |
| | Mr. Ajay Nath | Independent Director |
| | Mr. K.S. Sampath | Independent Director |
| | Ms. K Latha Narasimha Murthy | Independent Director |
| | | |
| 2.Nomination & Remuneration Committee | Mr. Ajay Pandey | Chairperson of Nomination & Remuneration Committee- Independent Director |
| | Mr. Ashwani K. Mahajan | Nominee Director-Non Executive |
| | Ms. Sushama V. Dabak | Independent Director |
| | Mr. Ajay Nath | Independent Director |
| | Mr. K.S. Sampath | Independent Director |
| | Ms. K. Latha Narasimha Murthy | Independent Director |
| | | |
| 3.Stakeholders Relationship Committee | Mr. K.S. Sampath | Chairperson of Stakeholders Relationship Committee - Independent Director |
| | Mr. S. Piramanayagam | Executive |
| | Mr. V. Gurudatta Prasad | Executive |
| ⁶ 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 | | |
| | | |

| III. Meetings of Board of Directors | | | |
|---|---|--|---|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) | |
| 15-Feb-2018 | 30-May-2018 | 69 | |
| 28-Feb-2018 | 30-May-2018 | | |
| 01-Mar-2018 | 30-May-2018 | | |
| 05-Mar-2018 | 30-May-2018 | | |
| 16-Mar-2018 | 30-May-2018 | | |
| 21-Mar-2018 | 30-May-2018 | | |
| IV. Meetings of Committees | | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee | | | |
| 30/05/2018 | Yes | 28/02/2018 | 90 |
| *This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional | | | |
| V. Related Party Transactions | | | |
| Subject | | Compliance Status (Yes/No/NA) | |
| 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

N. Nagaraja

Company Secretary and Compliance Officer

Date: JULY 05, 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.