

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-2021**

i. Composition of Board of Director

Title (Mr.)	Name of the Director	DIN		Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of cessation	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent Directors hip in listed entities including this listed entity	No of members hips in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membersh ip in Committees of the Company
Mr.	Siddharth Mishra	08367035		C & ED	CEO -MD	01-Mar-2019		25-Mar-1963	1	0	0	0	
Mr.	Diwakar Nayeeni	08207722		ED		01-Sep-2018		13-Aug-1962	1	0	0	0	
Mr.	Radha Krishna Potluri	08437975		ED		01-Jun-2019		30-Jun-1963	1	0	0	0	
Mr.	N Srinivasulu	08744682		ED		01-Jul-2020		26-Jan-1964	1	0	0	0	
Mr.	Seeta Ram Prasad Mandava	08278568		NED,ND		31-Dec-2018		26-Jul-1961	1	0	0	0	
Mr.	Chandraker Bharti	02599261		NED,ND		02-Feb-2021		30-Oct-1967	2	0	0	0	

Company Remarks	1.The Three Independent Directors have ceased to hold their office w.e.f 13 September 2020 on completion of their tenure on 12 September 2020. I) Ajay Nath II) K.S. Sampath III) K. Latha Narasimhamurthy 2. We have informed the requirement of filling up vacancy of Independent Directors to our administrative Ministry (i.e. Ministry of Defence) and the same is in process at Department of public enterprise.
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
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Company Remarks	1. The Three Independent Directors have ceased to hold their office w.e.f 13 September 2020 on completion of their tenure on 12 September 2020. I) Shri Ajay Nath II) Shri K.S. Sampath III) Smt. K. Latha Narasimhamurthy 2. On cessation of above three Independent Directors, there is no representation of Independent Directors on the Board of BDL as on date. Accordingly, the Audit Committee stands suspended w.e.f 13/09/2020 due to absence of Independent Directors.
Whether Permanent chairperson appointed	No

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	1. The Three Independent Directors have ceased to hold their office w.e.f 13 September 2020 on completion of their tenure on 12 September 2020. I) Shri Ajay Nath II) Shri K.S. Sampath III) Smt. K. Latha Narasimhamurthy 2. On cessation of above three Independent Directors, there is no representation of Independent Directors on the Board of BDL as on date. Accordingly, the Stakeholder Relationship Committee stands suspended w.e.f 13/09/2020 due to absence of Independent Directors.
Whether Permanent chairperson appointed	No

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	On account of recent amendment in SEBI(LODR) Regulation, the Risk Management Committee stands suspended w.e.f 05-05-2021 due to no representation of Independent Directors on the Board of BDL.
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
Company Remarks	1. The Three Independent Directors have ceased to hold their office w.e.f 13 September 2020 on completion of their tenure on 12 September 2020. I) Shri Ajay Nath II) Shri K.S. Sampath III) Smt. K. Latha Narasimhamurthy 2. On cessation of above three Independent Directors, there is no representation of Independent Directors on the Board of BDL as on date. Accordingly, Nomination & Remuneration Committee stands suspended w.e.f 13/09/2020 due to absence of Independent Directors.				
Whether Permanent chairperson appointed	No				

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
	21-Jun-2021	No	6	0
Company Remarks	1. The Three Independent Directors have ceased to hold their office w.e.f 13 September 2020 on completion of their tenure on 12 September 2020. I) Shri Ajay Nath II) Shri K.S. Sampath III) Smt. K. Latha Narasimhamurthy. 2. We have informed the requirement of filling up of the vacancy of Independent directors (including Women Director) to our administrative Ministry (i.e. Ministry of Defence) and the same is in process at Department of public enterprise.			
Maximum gap between any two consecutive (in number of days)	0			

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
	-	-	-	-	-
Company Remarks	1. The Three Independent Directors have ceased to hold their office w.e.f 13 September 2020 on completion of their tenure on 12 September 2020. I) Shri Ajay Nath II) Shri K.S. Sampath III) Smt. K. Latha Narasimhamurthy 2. On cessation of above three Independent Directors, there is no representation of Independent Directors on the Board of BDL as on date. Accordingly, the Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee, CSR Committee stands suspended w.e.f 13/09/2020 due to absence of Independent Directors. 3. Due to absence of Independent Directors the Risk Management Committee also stands suspended w.e.f 05/05/2021 on account of changes in SEBI(LODR) Regulations,2015.				
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	0				

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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	There are no related party transactions. Further as there are no Independent Directors on the Board of BDL the Audit Committee was suspended w.e.f 13-09-2020
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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 - **No**
 - b. Nomination & remuneration committee - **No**
 - c. Stakeholders relationship committee - **No**
 - d. Risk management committee (applicable to the top 100 listed entities) - **No**
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 : 
 Designation : **N Nagaraja**
Company Secretary & Compliance Officer