

# 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 - **31-Dec-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 Birth	No. of Directors hip in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships 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	Membership 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	RMC
Mr.	Radha krishna Potluri	08437975		ED		01-Jun-2019	30-Jun-1963	1	0	0	0	RMC
Mr.	N Srinivasulu	08744682		ED		01-Jul-2020	26-Jan-1964	1	0	0	0	RMC
Mr.	Ashwani Kumar Mahajan	07483427		NED,ND		09-Mar-2016	08-Jul-1963	1	0	0	0	
Mr.	Seeta Ram Prasad Mandava	08278568		NED,ND		31-Dec-2018	26-Jul-1961	1	0	0	0	

Company Remarks	All Independent Directors have ceased to hold their office w.e.f 13 September 2020 on completion of their tenure on 12 September 2020. We have informed the requirement of filling up the 6 Independent Directors vacancy (including women director) to our administrative Ministry (i.e. Ministry of Defence ) and appointment of Independent Directors 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

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. 2) Shri Ajay Nath II) Shri K.S. Sampath n 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 automatically stands dissolved 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
Whether Permanent chairperson appointed	No				

### c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Diwakar Nayeeni	ED	Chairperson	31-Oct-2018	
2	Radha Krishna Potluri	ED	Member	30-May-2019	
3	N Srinivasulu	ED	Member	01-Jul-2020	
Whether Permanent chairperson appointed	Yes				

### d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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
31-Aug-2020	12-Nov-2020	Yes	6	0

Company Remarks	
Maximum gap between any two consecutive (in number of days)	72

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	06-Aug-2020	-	Yes	4	3
Audit Committee	31-Aug-2020	-	Yes	4	3

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. 2) Shri Ajay Nath II) Shri K.S. Sampath n 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 automatically stands dissolved w.e.f 13/09/2020 due to absence of Independent Directors.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	

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 - **No**
  - b. Nomination & remuneration committee - **No**
  - c. Stakeholders relationship committee - **No**
  - 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. - **No**
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 : N Nagaraja  
Designation : Company Secretary & Compliance Officer