

**Corporate Governance Report**

**1. Name of Listed Entity: The Orissa Minerals Development Company Limited**  
**2. Quarter ending: 31<sup>st</sup> March, 2019**


I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/ Executive /Non- Executive /Independent/ Nominee) *	Date of Appointment in the current term/ Cessation	Tenure *	No of Directors ship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of members hips in Audit/Stakeholder Committee or Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)

1. Mr.	P. K. Rath	DIN:07968249 PAN: ACSP8267A	Non-Executive Chairman	W.e.f 27.09.2018	6	0	0
2. Mr.	Prabhat Kumar Sinha	DIN:06872165 PAN:AXFPS5662 J	Executive Director	W.e.f 04.02.2015	1	3	0
3. Mrs.	Pally Kundu	DIN:07871558 PAN:AFKPK0738 E	Government of India Nominee Director	W.e.f 12.07.2017	3	0	0
4. Mr	Debi Prasanna Mohanty	DIN:07819143 PAN:AEUPM480 3K	LICI Nominee Director	W.e.f 15.05.2017	1	4	3
5. Mr.	K. C. Das	DIN:07702197 PAN: AELPD3365E	Non-Executive Director	W.e.f 01.11.2018	4	4	1
<p>\$PAN number of any director would not be displayed on the website of Stock Exchange &amp; Category of directors means executive/non-executive /independent /Nominee if a director fits into more than one category write II categories separating them with hyphen</p> <p>*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.</p>							
<b>II. Composition of Committees</b>							
<i>Name of Committee</i>			<i>Name of Committee members</i>		<i>Category (Chairperson/Executive /Non-Executive /independent /Nominee) \$</i>		
<b>1. Audit Committee</b>			<b>1. Mr. D.P. Mohanty (W.e.f 02.11.2018)</b> <b>2. Shri K. C. Das (W.e.f 02.11.2018)</b>		<b>Chairperson/Non-Executive Director</b>  <b>Non-Executive Director</b>  <b>Re-constituted on 02.11.2018</b>		

	3. Shri P. K. Sinha (w.e.f 02.11.2018)	Executive Director	
<b>2. Nomination &amp; Remuneration Committee</b>	1. Mr. D. P. Mohanty (W.e.f 02.11.2018) 2. Shri K. C. Das (W.e.f 02.11.2018) 3. Shri P. K. Sinha (W.e.f 02.11.2018)	Chairperson/Non-Executive Director Non-Executive Director Executive Director	Re- Constitute d on 02.11.2018
<b>3. Risk Management Committee (if applicable)</b>	N.A.	N.A.	
<b>4. Stakeholders Relationship Committee</b>	1. Mr. D.P. Mohanty (W.e.f 02.11.2018) 2. Shri K. C. Das (W.e.f 02.11.2018) 3. Shri P. K. Sinha (w.e.f 02.11.2018)	Non-Executive Director Chairperson/Non-Executive Director Executive Director	Re- Constitute d on 02.11.2018
<b>5. Corporate Social Responsibility Committee</b>	1. Mr. D. P. Mohanty (W.e.f 02.11.2018) 2. Shri K. C. Das (W.e.f 02.11.2018) 3. Shri P. K. Sinha (W.e.f 02.11.2018)	Chairperson/Non-Executive Director Non-Executive Director Executive Director	Re- Constitute d on 02.11.2018

& 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. Meeting of Board of Directors</b>			
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)	
14/11/2018	12/02/2019	90 days	
<b>IV. Meeting of Committees</b>			
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*
1. Audit Committee 12/02/2019	Yes	14/11/2018	90 days
2. Corporate Social Responsibility Committee Meeting 12/02/2019	YES	14/11/2018	
3. Stakeholder Relationship Committee	YES	NIL	

12/02/2019	4. Nomination & Remuneration Committee NIL		
*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>			
<b>Subject</b>			<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained			NA
Whether shareholder approval obtained for material RPT			NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			NA
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.			
<p style="text-align: center;"><b>VI. Affirmations</b></p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – <b>No, 6 more Independent Directors are required to be inducted in the Board for compliance for which request letter has already been sent to Ministry of Steel.</b></p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee –<b>NO, as no Independent Director is present in the Board.</b> b. Nomination &amp; remuneration committee-<b>NO, as no Independent Director is present in the Board.</b></p>			

	<p>c. Stakeholders relationship committee – <b>YES</b></p> <p>d. Risk management committee (applicable to the top 100 listed entities) - <b>N.A.</b></p> <p>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.- <b>YES</b></p> <p>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.- <b>YES</b></p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. <b>Yes</b></p> <p>Any comments/observations/advice of Board of Directors may be mentioned here:- <b>No comments/observations/advice of Board of Directors.</b></p> <p style="text-align: center;">   <b>अनु सिंह / ANU SINGH</b>          कम्पनी सचिव          Company Secretary          दि उड़ीसा मिनेरल्स डेवलपमेंट कम्पनी लि.          THE ORISSA MINERALS DEV. CO. LTD.  <b>Name &amp; Designation: Smt. Anu Singh, Company Secretary</b>  <b>Company Secretary / Compliance Officer / Managing Director / CEO</b> </p>
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Note: Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.