

Corporate Governance Report

1. Name of Listed Entity: The Orissa Minerals Development Company Limited
2. Quarter ending: 30<sup>th</sup> September, 2018

**1. 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 Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of members hips in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulation)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation

							(ons)	26(1) of Listing Regula tions)
1.Mr.	P. K. Rath	<b>DIN:07968249</b> <b>PAN:</b> <b>ACSPPP8267A</b>	Non- Executiv e Chairma n	W.e.f 27.09.2018		4	0	0
2.Mr.	Prabhat Kumar Sinha	<b>DIN:06872165</b> <b>PAN:AXFPSS6</b> <b>62J</b>	Executiv e Director	W.e.f 04.02.2015	-	1	0	0
3.Mrs.	Pally Kundu	<b>DIN:07871558</b> <b>PAN:AFKPK0</b> <b>738E</b>	Govermm ent of India Nominee Director	W.e.f 12.07.2017	-	3	0	0
4.Mr	Debi Prasanna Mohanty	<b>DIN:07819143</b> <b>PAN:AEUPM4</b> <b>803K</b>	LICI Nominee Director	W.e.f 15.05.2017	-	1	3	2
5.Mr	Prem Sagar Mishra	<b>DIN:07379202</b> <b>PAN:ADTPM3</b> <b>187G</b>	Executiv e Director	W.e.f 16.11.2015	-	1	0	0
6. Mr.	V. V. Venu Gopal Rao	<b>DIN:02950920</b> <b>PAN:AGMPV#3835</b>	Non- Executiv	W.e.f 30/07/2017		2	3	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 II 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**

		e Director				
<p><i>Name of Committee</i></p>						
		<p><i>Name of Committee members</i></p>		<p><i>Category</i> (Chairperson/Executive /Non-Executive /independent /Nominee) \$</p>		
1. Audit Committee		<p>1. Mr. D.P. Mohanty (W.e.f 08.08.2017 2. Shri V. V. Venu Gopal Rao (W.e.f 08.08.2017)</p>		<p>Chairperson/Non-Executive Director Non-Executive Director</p>		<p>To be Re-constituted</p>
2. Nomination & Remuneration Committee		<p>1. Mr. D. P. Mohanty (W.e.f 11.08.2017) 2. Shri V. V. Venu Gopal Rao (W.e.f 11.08.2017)</p>		<p>Chairperson/Non-Executive Director Non-Executive Director</p>		<p>To be Re-constituted</p>
3. Risk Management Committee (if applicable)		<p>N.A.</p>		<p>N.A.</p>		
4. Stakeholders Relationship Committee		<p>1. Mr. D. P. Mohanty (W.e.f 11.08.2017)</p>		<p>Non-Executive Director</p>		<p>To be Re-constituted</p>

	2. Mr. V. V. Venu Gopal Rao (W.e.f 11.08.2017)	Chairperson/Non-Executive Director	uted
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& 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. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
NIL	NIL	NIL	NIL

During the quarter the Board of company was suspended due to ongoing Corporate Insolvency Resolution Process which started on 20.02.2018 and ended on 14.08.2018. The Company did not call any Board Meeting in the quarter.

**IV. Meeting 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*

1. Audit Committee NIL	Yes	29/05/2018		
2. Corporate Social Responsibility Committee Meeting NIL	Yes	29/05/2018		
3. Stakeholder Relationship Committee NIL		29/05/2018	-	
<p>During the quarter the Board of company was suspended due to ongoing Corporate Insolvency Resolution Process which started on 20.02.2018 and ended on 14.08.2018. The Company did not call any Committee Meeting in the quarter.</p> <p>*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p>				
<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		
<p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>		
<b>VI. Affirmations</b>		
<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></p> <p>b. Nomination &amp; remuneration committee-<b>NO, as no Independent Director is present in the Board.</b></p> <p>c. Stakeholders relationship committee –<b>NO, the committee has to re-constituted due to cessation of whole time director.</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>		

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Yes

Any comments/observations/advice of Board of Directors may be mentioned here:-**No**  
**comments/observations/advice of Board of Directors.**



**श्री श्री / ANU SINGH**  
कम्पनी सचिव  
Company Secretary  
श्री उद्योग विप्लव उद्योग कम्पनी लि.

**THE ORISSA MINERALS DEV. CO. LTD.**  
**Name & Designation: Smt. Anu Singh, Company Secretary**  
**Company Secretary / Compliance Officer / Managing Director / CEO**

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.