

Corporate Governance Report

1. Name of Listed Entity: The Orissa Minerals Development Company Limited
2. Quarter ending: 31<sup>st</sup> December, 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/St akeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation

							Regulation (ons)	tion 26(1) of Listing Regula tions)
1.Mr.	P. K. Rath	DIN:07968249 PAN: ACSP8267A	Non- Executive Chairman	W.e.f 27.09.2018	-	4	0	0
2.Mr.	Prabhat Kumar Sinha	DIN:06872165 PAN:AXFP56 62J	Executive Director	W.e.f 04.02.2015	-	1	3	0
3.Mrs.	Pally Kundu	DIN:07871558 PAN:AFKPK0 738E	Governor of India Nominee Director	W.e.f 12.07.2017	-	3	0	0
4.Mr	Debi Prasanna Mohanty	DIN:07819143 PAN:AEUPM4 803K	LICI Nominee Director	W.e.f 15.05.2017	-	1	3	2
5.Mr.	K. C. Das	DIN:07702197 PAN: AELPDD3365E	Non- Executive Director	W.e.f 01.11.2018		4	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**

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category</i> (Chairperson/Executive /Non-Executive /Independent /Nominee) \$	
<b>1.Audit Committee</b>	1. Mr. D.P. Mohanty (W.e.f 02.11.2018)	Chairperson/Non-Executive Director	Re- Constit uted on 02.11.2 018
	2. Shri K. C. Das (W.e.f 02.11.2018)	Non-Executive Director	
	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)	Chairperson/Non-Executive Director	Re- Constit uted on 02.11.2 018
	2. Shri K. C. Das (W.e.f 02.11.2018)	Non-Executive Director	
	3. Shri P. K Sinha (W.e.f 02.11.2018)	Executive Director	
<b>3.Risk Management Committee (if applicable)</b>	N.A.	N.A.	

<b>4. Stakeholders Relationship Committee</b>	<p>1. Mr. D.P. Mohanty (W.e.f 02.11.2018)</p> <p>2. Shri K. C. Das (W.e.f 02.11.2018)</p> <p>3. Shri P. K. Sinha (w.e.f 02.11.2018)</p>	<p>Non-Executive Director</p> <p>Chairperson/Non-Executive Director</p> <p>Executive Director</p>	<p>Re-Constituted on 02.11.2018</p>
<b>5. Corporate Social Responsibility Committee</b>	<p>1. Mr. D. P. Mohanty (W.e.f 02.11.2018)</p> <p>2. Shri K. C. Das (W.e.f 02.11.2018)</p> <p>3. Shri P. K Sinha (W.e.f 02.11.2018)</p>	<p>Non-Executive Director</p> <p>Chairperson/Non-Executive Director</p> <p>Executive Director</p>	<p>Re-Constituted on 02.11.2018</p>
<p>&amp; 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.</p>			
<p><b>III. Meeting of Board of Directors</b></p>			
<p>Date(s) of Meeting (if any) in the previous quarter</p>	<p>Date(s) of Meeting (if any) in the relevant quarter</p>	<p>Maximum gap between any two consecutive (in number of days)</p>	
NIL	14/11/2018	120 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*
<b>1. Audit Committee</b> 14/11/2018	Yes	NIL	
<b>2. Corporate Social Responsibility Committee Meeting</b> 14/11/2018	Yes	NIL	
<b>3. Stakeholder Relationship Committee</b>	----		
NIL		NIL	

\*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
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.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **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.**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure

requirements) Regulations, 2015 a. Audit Committee –NO, as no Independent Director is present in the Board.

b. Nomination & remuneration committee-NO, as no Independent Director is present in the Board.  
c. Stakeholders relationship committee –No, the committee has to re-constituted due to cessation of whole time director.

d. Risk management committee (applicable to the top 100 listed entities) -N.A.

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. 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.

अनु सिंह / ANU SINGH

कंपनी सचिव

Company Secretary

फि जेविए मिनरल्स डेवलोपमेंट प्रा.

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.