

Corporate Governance Report

1. Name of Listed Entity: The Orissa Minerals Development Company Limited
2. Quarter ending : 31<sup>st</sup> December, 2015

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 Directors hip in listed entities includin g this listed entity (Refer Regulation 25(1) of Listing Regulati ons)	Number of memberships in Audit/Stakeho lder Committee(s) including this listed entity ( Refer Regulation 26(1) of Listing Regulations)	No of post of Chairp erson in Audit/ Stakeh older Commi tee held in listed entities includi ng this listed entity ( Refer Regula tion 26(1)

										of Listing Regulations)
1.Mr	Ponnappalli Madhusudan	DIN: 02845996 PAN: AEWPP7025C	Non-Executive Chairman	W.e.f 09.1.2014	-	3	0	0		
2.Mr	Dasari Nageswara Rao	DIN:06914797 PAN:A BFPPD4786Q	Non-Executive Director	W.e.f 02.08.2014	-	1	1	0		
3.Mr	Prabhat Kumar Sinha	DIN:06872165 PAN:A XFPPS5662J	Executive Director	W.e.f 04.02.2015	-	1	1	0		
4.Mrs	Urvilla Khati	DIN:07011413 PAN:A AAPK529SP	Government of India Nominee Director	W.e.f 29.05.2015	-	4	0	0		

5.Mr	Abdul Kalam	<b>DIN:018</b> 69712 <b>PAN:A</b> DGPK00 77N	Independent Director	W.e.f 18.12.2013	For a period of three years W.e.f 18.12.2013 or until further order of the Government of India whichever is earlier.	1	2	2	0
6.Mr	Kumar Jitendra Singh	<b>DIN:006</b> 26836 <b>PAN:AI</b> MPSS925 7K	Independent Director	W.e.f 18.12.2013	For a period of three years W.e.f 18.12.2013 or until further order of the Government of India whichever is earlier.	2	2	0	
7.Mr	Ravi Shankar Gangadhar Shinde	<b>DIN:031</b> 06953 <b>PAN:A</b> DEPSS56 15G	LICI Nominee Director	W.e.f 29.05.2015	-	1	0	0	

\$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) \$	
1. Audit Committee	1. Shri Abdul Kalam (Chairman) 2. Shri K.J. Singh	1. Independent Director 2. Independent Director	
2. Nomination & Remuneration Committee	1. Shri K.J. Singh (Chairman) 2. Shri Abdul Kalam 3. Shri D.N.Rao	1. Independent Director 2. Independent Director 3. Non-Executive Director	

	3. Shri D.N.Rao	3. Non Executive Director	
3.Risk Management Committee (if applicable)	N.A.	N.A.	
4.Stakeholders Relationship Committee	1.Shri Abdul Kalam (Chairman) 2. Shri K.J.Singh 3.Shri P.K.Sinha	1.Independent Director 2. Independent Director 3. Executive Director	

& 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)	
24 <sup>th</sup> July, 2015	13 <sup>th</sup> November, 2015	92 days	

13 <sup>th</sup> August, 2015				
<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. <b>Audit Committee</b> -13 <sup>th</sup> November, 2015	Yes All the Committee Members are present	1. Audit Committee -23rd July, 2015 1. Audit Committee -12 <sup>th</sup> August, 2015	94 days	
2. <b>Stakeholders Relationship Committee</b> -13 <sup>th</sup> November, 2015	Yes All the Committee Members are present	2. Stakeholders Relationship Committee-12 <sup>th</sup> August, 2015		
*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**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **No- 3 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.**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee-**Yes**
  - c. Stakeholders relationship committee -**Yes**
  - 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**

<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><b>Name &amp; Designation: Smt Sucharita Das, Company Secretary</b></p> <p>✓</p> <p><b>Company Secretary / Compliance Officer / Managing Director / CEO</b></p>	

**Note:** Information at Table I and II above need to be necessarily given in 1st 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.