


**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE CLAUSE 49 OF LISTING AGREEMENT**

Name of the Company: **THE ORISSA MINERALS DEVELOPMENT COMPANY LIMITED**  
 Quarter ending on : **31<sup>ST</sup> MARCH,2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49(1)		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	Our Company has no subsidiary.
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	NA	No money has been raised.
(E) Remuneration of Directors	49 (IV E)	Yes	Details disclosed in Annual Report of 2012-2013. For FY 2013-2014 will be complied in the next Annual Report.
(F) Management	49 (IV F)	Yes	Management Discussions & Analysis Report provided in Annual Report of 2012-2013. For FY 2013-2014 will be complied in the next Annual Report.
(G) Shareholders	49 (IV G)	Yes	Complied for 2012-2013. For FY 2013-2014 will be complied in the next Annual Report.

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
V. CEO/CFO Certification	49 (V)	Yes	Certificate received for 2012-2013. For FY 2013-2014 will be complied in the next Annual Report.
VI. Report on Corporate Governance	49 (VI)	Yes	Detailed compliance report provided in Annual Report of 2012-2013. For FY 2013-2014 will be complied in the next Annual Report.
VII. Compliance	49 (VII)	Yes	Certificate annexed with Annual Report of 2012-2013. For FY 2013-2014 will be complied in the next Annual Report.

For THE ORISSA MINERALS DEVELOPMENT COMPANY LIMITED

  
 एस. दास/S. DAS  
 कम्पनी सचिव  
 COMPANY SECRETARY

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 THE ORISSA MINERALS DEV. CO. LTD.  
 Note:

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
2. In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A)
3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.