

**QUARTERLY COMPLIANCE REPORT ON CORPORATE  
GOVERNANCE**


Name of the Company: The Orissa Minerals Development Company Limited.

Quarter ending on : 31.3.2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49(II)		
(A) Composition of Board	49(IIA)	No	Presently the Company has three Independent Directors. Two more Independent Directors are to be appointed as the Non Executive Chairman is from the Promoter's Group. The appointment of two more Independent Directors including one woman director are under process.
(B) Independent Directors	49(IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	NA	Our Company has no subsidiary.
<b>VI. Risk Management</b>	49(VI)	Yes	
<b>VII. Related Party Transactions</b>	49(VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	Details disclosed in Annual Report of 2013-2014.
(D) Management	49 (VIII D)	Yes	Management Discussions & Analysis Report is provided in Annual Report of 2013-2014.
(E) Shareholders	49 (VIII E)	Yes	Details disclosed in Annual Report of 2013-2014.
(I) Proceeds from Public issues, rights issues, preferential issues etc	49(VIII I)	NA	No money has been raised.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Certificate received for 2013-2014. For FY 2014-2015 will be complied in the next Annual Report.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Detailed compliance report provided in Annual Report of 2013-2014. For FY 2014-2015 will be complied in the next Annual Report.
<b>XI. Compliance</b>	49 (XI)	Yes	Certificate annexed with Annual Report of 2013-2014. For FY 2014-2015 will be complied in the next Annual Report.

**For The Orissa Minerals Development Company Limited**

  
**Sucharita Das**  
**Company Secretary**

**Note:**

- 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.
- 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 (VII)
- 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.