

**QUARTERLY COMPLIANCE REPORT ON CORPORATE  
GOVERNANCE**

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

Quarter ending on : 30.09.2015

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 two Independent Directors. Three more Independent Directors are to be appointed as the Non Executive Chairman is from the Promoter's Group. The appointment of three more Independent Directors 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)	NA	
(B) Disclosure of Accounting	49 (VIIIB)	Yes	

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
Treatment			
(C) Remuneration of Directors	49 (VIIC)	Yes	Details disclosed in Annual Report of 2014-2015.
(D) Management	49 (VIID)	Yes	Management Discussions & Analysis Report is provided in Annual Report of 2014-2015.
(E) Shareholders	49 (VIIE)	Yes	Details disclosed in Annual Report of 2014-2015.
(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 2014-2015. For FY 2015-2016 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 2014-2015. For FY 2015-2016 will be complied in the next Annual Report.
<b>XI. Compliance</b>	49 (XI)	Yes	Certificate annexed with Annual Report of 2014-2015. For FY 2015-2016 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.

S/D  
एस. दास/S. DAS  
कम्पनी सचिव  
Company Secretary  
दि उड़ीसा मिनेरल्स डेवलपमेंट कम्पनी लि.  
THE ORISSA MINERALS DEV. CO. LTD.