



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

Name of the company :  
Quarter ended on :

Odyssey Technologies Limited  
30th September 2015 (From 01.07.2015 to 30.09.2015)

Particulars	Clause of Listing Agreement	Compliance status (Yes / No / N.A)	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(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 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	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)	N.A	
<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 (VIII A)	Yes	Will be complied in the next Annual Report
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A	
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be complied in the next Annual Report
(D) Management	49 (VIII D)	Yes	Will be complied in the next Annual Report
(E) Shareholders	49 (VIII E)	Yes	Will be complied in the next Annual Report
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A	
<b>IX. CEO / CFO Certification</b>	49 (IX)	Yes	Will be complied in the next Annual Report

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Particulars	Clause of Listing Agreement	Compliance status (Yes / No / N.A)	Remarks
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Will be complied in the next Annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	Will be complied in the next Annual Report

Place : Chennai  
Date : 05/10/2015

For Odyssey Technologies Limited

*K.V. Lakshmi*



**K V Lakshmi**  
**Company Secretary**