

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : **Odyssey Technologies Limited**

2. Quarter ending : **31st March 2016**

I. Composition of Board of Directors

Title	Name of the Director	PAN & DIN	Category	Date of Appointment in current term / cessation	Tenure	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	B.Robert Raja	AEIPR5688H & 00754202	Promoter - Executive Director	01/04/14	-	1	Nil	Nil
Mr.	B.Antony Raja	AAMPA3477D & 00754523	Promoter - Executive Director	01/04/14	-	1	2	Nil
Mr.	U.Rathish Babu	AAPPB6719A & 01843799	Independent - Non-Executive Director	01/04/14	2 years	1	1	Nil
Mr.	G. Rajasekaran	AACPR8239C & 03194244	Independent - Non-Executive Director	01/04/14	2 years	2	1	Nil
Mr.	Kurilla Srinivas Rao	ABXPR7847J & 06554764	Independent - Non-Executive Director	01/04/14	2 years	1	1	1
Dr.	Rani Radhakrishnan	AFZPR5132E & 07119784	Independent - Non-Executive Director	19/03/15	1 year	1	1	1

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr.Kurilla Srinivas Rao	Chairman-Independent- Non-Executive
	Mr.G.Rajasekaran	Member-Independent-Non-Executive
	Mr.B.Antony Raja	Member-Promoter -Executive
2. Nomination & Remuneration Committee	Mr.G Rajasekaran	Chairman-Independent-Non-Executive
	Mr.Kurilla Srinivas Rao	Member-Independent-Non-Executive
	Mr.U.Rathish Babu	Member-Independent-Non-Executive
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Dr. Rani Radhakrishnan	Chairperson-Independent-Non-Executive
	Mr. U. Rathish Babu	Member-Independent-Non-Executive
	Mr.B.Antony Raja	Member-Promoter -Executive

III. Meeting of Board of Directors

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 meetings (in number of days)
6th November, 2015	18th January,2016	72 days

IV. Meeting of Committees

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
Audit Committee-18th January, 2016	Yes, All members of Audit Committee were present	6th November, 2015	72 days
Stakeholders Relationship Committee- No meeting was held in the relevant quarter	-	6th November, 2015	-

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 :
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and disclosure requirements) Regulations,2015.
- 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.
- The report submitted in the previous quarter has been placed before Board of Directors.

Name **K V Lakshmi**
 Designation **Company Secretary & Compliance Officer**

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of Independent Directors	Yes	
Composition of various Committees of Board of Directors	Yes	
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	
Details of establishment of Vigil Mechanism/Whistle Blower Policy	Yes	
Criteria of making payments to Non-Executive Directors	Yes	
Policy of dealing with Related Party Transactions	Yes	
Policy for Determining 'Material' Subsidiaries	Yes	
Details of Familiarization Programmes imparted to Independent Directors	Yes	
Contact information of the Designated Officials of the listed entity who are responsible for assisting and handling Investor Grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and / or their Associates	N.A.	
New name and the old name of the listed entity	N.A.	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	N.A.
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit committee for all Related Party Transactions	23(2), (3)	Yes
Approval for material Related Party Transaction	23(4)	N.A.
Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committee	26(1)	Yes
Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personal	26(3)	Yes
Disclosure of shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & (5)	Yes
III Affirmations :		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied- N.A (Policy framed)		

Name
Designation

K V Lakshmi
Company Secretary & Compliance Officer