

**Quarterly Compliance Report on Corporate Governance**

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

2. Quarter ending : **30th September 2016**

**I. Composition of Board of Directors**

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/Independent /Nominee)	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 6 months	1	1	Nil
Mr.	G. Rajasekaran	AACPR8239C & 03194244	Independent - Non- Executive Director	01/04/14	2 years 6 months	2	1	Nil
Mr.	Kurilla Srinivas Rao	ABXPR7847J & 06554764	Independent - Non- Executive Director	01/04/14	2 years 6 months	1	1	1
Dr.	Rani Radhakrishnan	AFZPR5132E & 07119784	Independent - Non- Executive Director	19/03/15	1 year 6 months	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)
2nd May 2016, 25th May 2016	18th July 2016, 15th September 2016	58

**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 July 2016	Yes, All members of Audit Committee were present	25th May 2016	53
Stakeholders Relationship Committee- Nil	-	25th May 2016	-

**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	N.A.
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**

**Annexure - III**

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

<b>I. Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website	46(2)	Yes (Business Responsibility Report not applicable for the Company)
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Name  
Designation

**K V Lakshmi**  
**Company Secretary / Compliance Officer**