

**Quarterly Compliance Report on Corporate Governance**

1. Name of Listed Entity : Odyssey Technologies Limited

2. Quarter ending : 31st December 2017

I. Composition of Board of Directors								
Title	Name of the Director	DIN	Category	Date of Appointment in current term / cessation	Tenure (in months)	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. / Ms.)			(Chairperson/Executive/Non-Executive/Independent/Nominee)					
Mr.	B.Robert Raja	00754202	Executive Director	01-04-17	-	1	Nil	Nil
Mr.	B.Antony Raja	00754523	Executive Director	01-04-17	-	1	2	Nil
Mr.	U.Rathish Babu	01843799	Non-Executive Independent Director	01-04-14	45 months	1	1	Nil
Mr.	G. Rajasekaran	03194244	Non-Executive Independent Director	01-04-14	45 months	2	1	Nil
Mr.	Kurilla Srinivas Rao	06554764	Non-Executive Independent Director	01-04-14	45 months	1	1	1
Dr.	Rani Radhakrishnan	07119784	Non-Executive Independent Director	19/03/15	33 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)
03.08.2017	09.11.2017	97

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- 09.11.2017	Yes, All members of Audit Committee were present	03.08.2017	97
Stakeholders Relationship Committee- 09.11.2017	Yes, All members of the Stakeholders Relationship Committee were present	03.08.2017	-

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  
Designation  
Date

K V Lakshmi  
Company Secretary & Compliance Officer



05/01/2018