

**Quarterly Compliance Report on Corporate Governance**

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

2. Quarter ending : **31st March 2018**

**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 (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.	B.Robert Raja	AEIPR5688H & 00754202	Executive Director	01-04-17	-	1	Nil	Nil
Mr.	B.Antony Raja	AAMPA3477D & 00754523	Executive Director	01-04-17	-	1	2	Nil
Mr.	U.Rathish Babu	AAPPB6719A & 01843799	Non-Executive Independent Director	01-04-14	48 months	1	1	Nil
Mr.	G. Rajasekaran	AACPR8239C & 03194244	Non-Executive Independent Director	01-04-14	48 months	2	1	Nil
Mr.	Kurilla Srinivas Rao	ABXPR7847J & 06554764	Non-Executive Independent Director	01-04-14	48 months	1	1	1
Dr.	Rani Radhakrishnan	AFZPR5132E & 07119784	Non-Executive Independent Director	19/03/15	36 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)
09.11.2017	30.01.2018	81

**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- 30.01.2018	Yes, 3 members were present	09.11.2017	81
Stakeholders Relationship Committee- Nil	Yes, 3 members were present	09.11.2017	-

**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  
Designation  
Date

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

05/04/2018



**Annexure - II**

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

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

23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of Independent Directors	25(3) & (4)	Yes
25	Familiarization of Independent Directors	25(7)	Yes
26	Memberships in Committee	26(1)	Yes
	Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management		
27	Personal	26(3)	Yes
28	Disclosure of shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of Directors and Senior Management	26(2) & (5)	Yes
<b>III Affirmations :</b>			
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  
Date

*K.V. Lakshmi*  
  
**K V Lakshmi**  
**Company Secretary & Compliance Officer**  
*05/04/2018*