

**SCHEME OF AMALGAMATION**

**OF**

**CYBERNEME PRIVATE LIMITED**  
(CIN: U51909TN1990PTC019006)

**WITH**

**ODYSSEY TECHNOLOGIES LIMITED**  
(CIN: L51909TN1990PLC019007)

**AND**

**THEIR RESPECTIVE SHAREHOLDERS**  
**AND CREDITORS**

**(Under sections 230 to 232 read with section 66 and  
other applicable provisions of the Companies Act, 2013)**

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**/CERTIFIED TRUE COPY/  
For ODYSSEY TECHNOLOGIES LTD.**



**B. ANTONY RAJA**  
Whole-time Director



**A. PREAMBLE**

A.1 This Scheme of Amalgamation is presented under sections 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013, for the amalgamation of Cyberneme Private Limited (**'Transferor Company'**) with Odyssey Technologies Limited (**'Transferee Company'**) and their respective shareholders and creditors, and to provide for matters consequential or integral thereto.

**B. Background**

***Transferor Company***

- B.1. **Cyberneme Private Limited** (*hereinafter referred to as 'Transferor Company'*) was originally incorporated on 06.04.1990 under the name "RAS KINETRONICS PRIVATE LIMITED" under the Companies Act, 1956, as a private company limited by shares, and registered under the jurisdiction of the Registrar of Companies, Tamil Nadu, Chennai.
- B.2. The name of the Company was changed to "CYBERNEME PRIVATE LIMITED" and a Fresh Certificate of Incorporation Consequent on Change of Name was issued by the Registrar of Companies, Tamil Nadu, Chennai, on 09.02.2000.
- B.3. The Registered Office of the Transferor Company is situated at No. 203, "Akshaya Apartments," 48, P.C. Hostel Road, Chetpet, Chennai 600 031.
- B.4. The main objects of the Transferor Company as per its Memorandum of Association is as follows: -
- (a) To develop, buy, sell, import, export, distribute, maintain, alter or hire, buy or sell on hire purchase or instalment system software-controlled systems and all



kinds of Electronic Electrical and Electro-mechanical instruments and appliances for utilisation in all fields of human activity.

(b) To develop, buy, sell, import, export, distribute, maintain, alter or hire, buy or sell on hire purchase or instalment system, software for utilisation in all fields of human activity.

B.5. In pursuance of the above objects, the Transferor Company is actively engaged in technology research and Intellectual Property (IP) generation especially during the last decade, working primarily in the area of designing and prototyping hardware and software for healthcare, security, sensor networks and Internet of Things (IoT). The Transferor Company has made notable breakthroughs in asymmetric key usage in IoT devices and other stand-alone devices such as mobile phones and Smart TVs.

***Transferee Company***

B.6. **Odyssey Technologies Limited** (*hereinafter referred to as 'Transferee Company'*) was incorporated on 06.04.1990 as a private company limited by shares under the name "ODYSSEY TECHNOLOGIES PRIVATE LIMITED" under the Companies Act, 1956, and registered under the jurisdiction of the Registrar of Companies, Tamil Nadu, Chennai.

B.7. The Transferee Company was converted into a public company under section 44 of the Companies Act, 1956, and a Fresh Certificate of Incorporation Consequent on Change of Name was issued by the Registrar of Companies, Tamil Nadu, Chennai, on 11.11.1994.

B.8. The shares of the Transferee Company have been listed on BSE Limited since 16.05.1995.



B.9. The Registered Office of the Transferee Company is situated at 5<sup>th</sup> Floor, Dowlath Towers, 63 Taylors Road, Kilpauk, Chennai 600 010.

B.10. The main objects of the Transferee Company as per its Memorandum of Association is as follows:

(a) To develop, buy, sell, import, export, distribute, maintain, alter or hire, buy or sell on hire purchase or instalment system, software for utilisation in all fields of human activity.

(b) To develop, buy, sell, import, export, distribute, maintain, alter or hire, buy or sell on hire purchase or instalment system software-controlled systems and all kinds of Electronic and Electrical appliances for utilisation in all fields of human activity.

B.11. In pursuance of the above objects, the Transferee Company is engaged in the business of software applications for Public Key Infrastructures (PKI), and signer- and relying-party applications with the following products and solutions: -

- (a) Certificate lifecycle management solutions
- (b) Multi-factor authentication solutions for internet transactions and digital signatures for accountability
- (c) Bulk document solutions
- (d) Secure file transfer application
- (e) eSign and Aadhaar-dependent solutions

## C. RATIONALE OF THE SCHEME

C.1. The amalgamation of the Transferor Company with the Transferee Company would *inter alia* have the following benefits:

