



NOTICE

NOTICE is hereby given that the First Extraordinary General Meeting [“EGM”] of the Financial year 2016-17 of the shareholders of Odyssey Technologies Limited will be held on **Monday, the 31st day of October 2016 at 3.00 p.m.** at Siddhartha Hall, Hotel Goutham Manor, No.74, Mahatma Gandhi Road, Chennai -600 034 to transact the following business:

SPECIAL BUSINESS

Item No.1- To create and/or modify mortgage and/or charge on the assets of the Company

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of all earlier resolutions passed by the members of the Company and pursuant to Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) to create and/or modify mortgage, hypothecate, pledge, manage and/or charge any movable properties including securities issued/to be issued, and/or immovable properties of the Company, wherever situated both present and future or of whole or substantially the whole of the undertaking (s), in addition to the existing mortgages/charges/hypothecation created by the Company, in such form and manner and with such ranking and at such a time and on such terms as the Board may determine, of the Company together with the power to take-over the management of the business and concern of the Company in certain events of default in favour of any person including but not limited to Banks, (including HDFC Bank Ltd.), financial institutions, corporate bodies, and/or any other lending agencies or other persons (“the Lenders”) for the purpose of securing the borrowings availed/to be availed by the Company by way of loan (s), not exceeding Rs. 10,00,00,000 (Rupees Ten Crore only).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee or any Director as it may consider appropriate and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in order to give effect to this Resolution .”

Registered Office:
A-E, 8th Floor, Gee Gee Emerald,
No.312, Valluvarkottam High Road,
Nungambakkam,
Chennai-600 034
Date : 4th October, 2016

By order of the Board of Directors
For Odyssey Technologies Limited

K.V.Lakshmi
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Special Business set out in the Notice is annexed herewith.
2. Any member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself and such proxy need not be a member of this company. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the company, duly



- completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A Proxy Form for the EGM is enclosed herewith along with Notice.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
 4. Members, Proxies and Authorised Representatives are requested to bring the Attendance Slip enclosed herewith, duly completed and signed for attending the meeting.
 5. The Notice of the EGM along with Attendance Slip and Proxy Form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
 6. Members may also note that the Notice of the EGM will also be available on the Company's website www.odysseytec.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days.
 7. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days up to the date of the EGM.
 8. **Instructions for e-voting:**

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the Members to cast their votes electronically on the resolution set forth in this Notice.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility. The Company has appointed Mr. M. Damodaran, M. Damodaran & Associates, Practicing Company Secretary [FCS 5837, CP5081] to act as the Scrutinizer, for conducting the scrutiny of the votes cast.

Notice convening the EGM is also available on the CDSL's website: www.cdslindia.com.

The e-voting facility is available at the link: www.evotingindia.com

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
28 th October, 2016, Friday, at 9:00 A.M. (IST)	30 th October 2016, Sunday, at 5:00 P.M. (IST)

During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24/10/2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.

The Members desiring to vote through electronic mode [remote e-voting] may refer to the detailed procedure on e-voting given hereinafter.



- (i) Log on to the e-voting website : www.evotingindia.com
(ii) Click on “Shareholders” tab.
(iii) Now Enter your User ID
a) For CDSL: 16 digits beneficiary ID,
b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c) Members holding shares in Physical Form should enter Folio Number registered with the Company .
(iv) Next enter the Image Verification as displayed and click on Login.
(v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user kindly follow the steps given below.

For members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">➤ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.➤ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to log in. <ul style="list-style-type: none">➤ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvi) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions

- a. The remote e-voting shall not be allowed beyond the abovementioned date and time.
- b. Once the vote on the resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- c. Any person who have acquired shares and become members of the company after the despatch of the notice and holding shares as on cut-off date, i.e. 24/10/2016 and who have updated their PAN with the Company/DP, should follow the instructions as above mentioned in (i) to (xix) to vote through e-voting and those who have not updated their PAN with the Company/DP, can send a mail to investors@odysseytec.com and investor@cameoindia.com to obtain sequence number



- and they will have to follow the instructions as above mentioned in (i) to (xix) to vote through e-voting.
- d. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- e. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting through ballot form at the meeting.
- f. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- g. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.odysseytec.com and on the website of CDSL www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.

Registered Office:
A-E, 8th Floor, Gee Gee Emerald,
No.312, Valluvarkottam High Road,
Nungambakkam,
Chennai-600 034
Date : 04th October 2016

By order of the Board of Directors
For Odyssey Technologies Limited

K.V.Lakshmi
Company Secretary



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF
THE COMPANIES ACT, 2013**

Item No.1- To create and/or modify mortgage and/or charge on the assets of the Company

The Board of Directors of the Company had at their meeting held on 15th September 2016 approved purchase of property in Chennai costing Rs. 10.25 crore for accommodating the Registered Office cum R & D Centre of the Company at Chennai. In this regard, the Company has applied to HDFC Bank Ltd., Chennai for a Loan not exceeding Rs. 8 crore in order to finance the purchase of commercial property. Since, the amount proposed to be borrowed, together with the amounts already borrowed, does not exceed aggregate of paid up capital and free reserves of the Company, approval of shareholders under Section 180 (1) (c) is not required.

The said commercial property stipulated as a security for the credit facilities sanctioned by HDFC Bank, shall be mortgaged in favour of HDFC Bank by way of Equitable or Registered Mortgage as may be required by HDFC Bank. Therefore, pursuant to the provisions of Section 180 (1) (a) of the Companies Act 2013 read with the Rules made thereunder, consent of the shareholders of the Company by a special resolution is required to create and/or modify mortgage /charge on the assets of the company, against the borrowings, from time to time as per requirements.

The Board of Directors accordingly recommends the Special Resolution set forth in Item No. 1 of the accompanying Notice for approval of the members in terms of the requirements of Section 180 (1) (a) of the Companies Act 2013 read with the Rules made thereunder.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way, considered concerned or interested, financially or otherwise in this resolution, except as a member of the Company.

Registered Office:
A-E, 8th Floor, Gee Gee Emerald,
No.312, Valluvarkottam High Road,
Nungambakkam,
Chennai-600 034
Date : 4th October,2016

By order of the Board of Directors
For Odyssey Technologies Limited

K.V.Lakshmi
Company Secretary



ATTENDANCE SLIP

Extraordinary General Meeting to be held on 31st October 2016 at 3:00 P.M at Siddhartha Hall, Hotel Goutham Manor, No.74, Mahatma Gandhi Road, Chennai -600 034

Registered Folio No./Client ID :

DP ID No. :

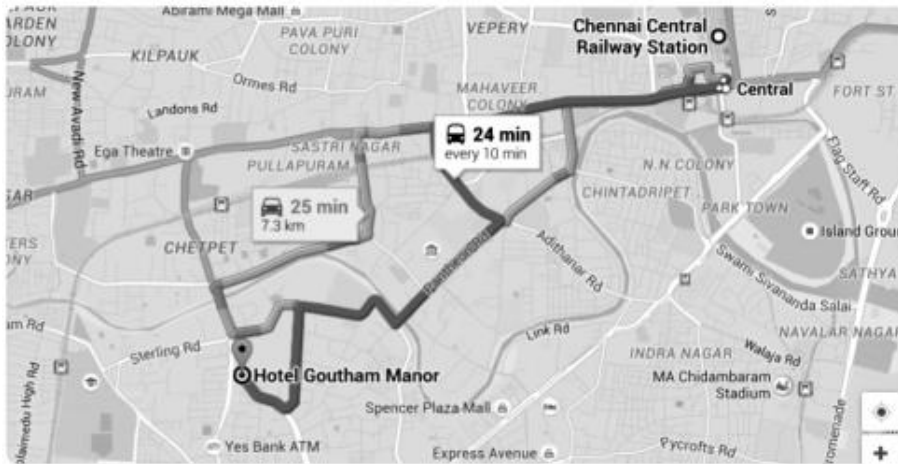
I/We certify that I am/We are Member(s)/Proxy for the member (s) of the Company holdingshares.
I/We hereby record my/our presence at the Extraordinary General Meeting of the Company on Monday, the 31st day of October 2016 at 3.00 p.m. at Siddhartha Hall, Hotel Goutham Manor, No.74, Mahatma Gandhi Road, Chennai -600034.

Name of the member/proxy
(in BLOCK letters)

Signature of the member/proxy

Note: Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Route map and Prominent Landmark of the Venue of the Extraordinary General Meeting of Odyssey Technologies Limited for easy reference



Prominent Landmark : Next to Sangeetha Hotel, Nungambakkam



PROXY FORM

Extraordinary General Meeting to be held on 31st October 2016 at 3:00 P.M at Siddhartha Hall, Hotel Goutham Manor, No.74, Mahatma Gandhi Road, Chennai -600 034

I/We,.....of being the member(s) of Odyssey Technologies Ltd, hereby appointofor failing him/herofas my/our Proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, the 31st day of October 2016 at 3.00 p.m. at Siddhartha Hall, Hotel Goutham Manor, No.74, Mahatma Gandhi Road, Chennai -600034 and any adjournment thereof.

Signed on thisday of2016
Regd Folio No/Client ID.....DP ID.....
Signed this.....day of2016.

Signature of Member

Signature of proxy holder(s)

Affix
revenue
stamp

A member intending to appoint a Proxy should complete the Proxy Form and deposit it at the Company's Registered Office at least 48 hrs before the meeting.