

Odyssey Technologies Limited

CIN: L51909TN1990PLC019007

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the shareholders of Odyssey Technologies Limited will be held on Thursday, the 18th day of September 2014 at 3.00 p.m. at Siddhartha Hall, Hotel Goutham Manor, No.74, Mahatma Gandhi Road, Chennai -600 034 to transact the following business:

ORDINARY BUSINESS

Item No.1-Adoption of Financial Statements

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the reports of the Board of Directors and Auditors thereon.

Item No.2-Appointment of Auditors

To appoint M/s. B. B. Naidu & Co, Chartered Accountants, Chennai (Firm Registration No.002291S), the retiring Auditors of the company, as Statutory Auditors, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

"RESOLVED THAT M/s. B. B. Naidu & Co., Chartered Accountants, Chennai (Firm Registration No.002291S), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

Item No.3-Re-appointment of Mr. B. Robert Raja as Chairman and Managing Director, liable to retire by rotation, with effect from 1st April, 2014 up to 31st March,2017

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the special resolution passed in the 23rd AGM held on September 12, 2013 and pursuant to the provisions of Sections 2(54), 196, 197 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the re-appointment of Mr. B. Robert Raja as Chairman and Managing Director of the Company for a further period of three years with effect from 1st April,2014 up to 31st March,2017 , liable to retire by rotation, upon the terms and conditions including revision in remuneration as set out in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act,2013, hereto annexed, be and is hereby approved, confirmed and ratified."

"RESOLVED FURTHER THAT the authority be and is hereby granted to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement (including authority, from time to time, to determine the amount of salary and commission as also the type and amount of perquisites and other benefits payable to Mr. B.

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Nungambakkam, Chennai-600 034.

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Robert Raja), in such manner as may be agreed to between the Board of Directors and Mr. B. Robert Raja; provided however that the remuneration payable to him shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof."

"**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of Mr. B. Robert Raja, the remuneration payable to him by way of salary, allowances and perquisites shall not without the approval of Central Government (if required) exceed the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, or any amendment, modification, variation or re-enactment thereof."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the aforesaid resolutions."

Item No.4-Re-appointment of Mr.B.Antony Raja as a Whole-time Director, liable to retire by rotation, with effect from 1st April, 2014 up to 31st March,2017

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** in supersession of the special resolution passed in the 23rd AGM held on September 12, 2013 and pursuant to the provisions of Sections 2(94), 196, 197 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the re-appointment of Mr. B. Antony Raja as a Whole-time Director of the Company for a further period of three years with effect from 1st April, 2014 up to 31st March,2017, liable to retire by rotation, upon the terms and conditions including revision in remuneration as set out in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act,2013 ,hereto annexed, be and is hereby approved, confirmed and ratified."

"**RESOLVED FURTHER THAT** the authority be and is hereby granted to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement (including authority, from time to time, to determine the amount of salary and commission as also the type and amount of perquisites and other benefits payable to Mr. B. Antony Raja), in such manner as may be agreed to between the Board of Directors and Mr. B. Antony Raja; provided however that the remuneration payable to him shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof."

"**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of Mr. B. Antony Raja, the remuneration payable to him by way of salary, allowances and perquisites shall not without the approval of Central Government (if required) exceed the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, or any amendment, modification, variation or re-enactment thereof."

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"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the aforesaid resolutions."

Item No.5- Appointment of Mr.U. Rathish Babu as an Independent Director with effect from 1st April,2014 up to 31st March,2019

To consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. U. Rathish Babu (holding DIN 01843799), who was appointed as a Director of the Company liable to retire by rotation, and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act,2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years with effect from April 01,2014 up to March 31, 2019, not liable to retire by rotation."

Item No.6- Appointment of Mr.G.Rajasekaran as an Independent Director with effect from 1st April,2014 up to 31st March,2019

To consider and if thought fit to pass with or without modification the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. G. Rajasekaran (holding DIN 03194244), who was appointed as a Director of the Company liable to retire by rotation, and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act,2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years with effect from April 01,2014 up to March 31, 2019, not liable to retire by rotation."

Item No.7- Appointment of Mr.Kurilla Srinivas Rao as an Independent Director with effect from 1st April,2014 up to 31st March,2019

To consider and if thought fit to pass with or without modification the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with

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Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr.Kurilla Srinivas Rao (holding DIN 06554764), who was appointed as a Director of the Company liable to retire by rotation, and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act,2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years with effect from April 01,2014 up to March 31, 2019, not liable to retire by rotation.”

Registered Office:
A-E, 8th Floor,GEE GEE Emerald,
No.312, Valluvarkottam High Road,
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Chennai-600 034
Date : August 5, 2014

By order of the Board of Directors
For Odyssey Technologies Limited

K.V.Lakshmi
Company Secretary
Membership No.: A31062

Notes:

1. The Statement pursuant to Section 102 (1) 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 AGM 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.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the company, duly completed and signed, not less than forty-eight 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 Annual General Meeting 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 proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/Proxies are requested to bring the duly filled Attendance Slip enclosed herewith for attending the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

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6. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
7. The Register of Members and the Share Transfer Books of the company shall remain closed from Tuesday, September 16, 2014 to Thursday, September 18, 2014 (both days inclusive) for the Annual General Meeting.
8. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID Number on all correspondences with the Company. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc., to their respective Depository Participant (DP). Members holding shares in physical mode are requested to intimate the same to Registrar & Share Transfer Agents of the Company (RTA) M/s. **Cameo Corporate Services Limited**, "Subramanian Building", No.1, Club House Road, Chennai-600 002.
9. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with Depository Participant to enable us send you the communications via email.
10. Physical copies of Annual Report 2013-14 with Attendance Slip and Proxy Form are being sent to all the members of the Company holding shares in electronic mode as well as in physical form.
11. Members may also note that the Notice of the Twenty Fourth Annual General Meeting and the Annual Report 2013-14 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.
12. Shareholders are requested to bring their copy of Annual Report to the meeting.
13. Shareholders who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In addition, such members who hold shares in more than one folio are requested to write to the company immediately enclosing their share certificates for consolidation of their holdings in one folio.
14. All documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days during normal business hours up to the date of the Annual General Meeting.
15. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
16. Consequent upon the introduction of Section 72 of the Companies Act, 2013 shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13 to the Registrar and Share Transfer Agents, M/s. Cameo Corporate Services Limited. A nomination may be cancelled or varied by the shareholder who has made the nomination earlier by nominating any other person in place of the present nominee, by giving a notice of such cancellation or variation, to the company in Form SH-14. The said Forms SH-13 and SH-14 can also be downloaded from the web site of the company www.odysseytec.com.
17. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment / re-appointment at

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the Annual General Meeting are annexed with this Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA/Company.
19. **Instructions for e-voting:** The complete details of the instructions for e-voting is annexed to this Notice.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Item No.3-Appointment of Mr.B.Robert Raja as Chairman and Managing Director, liable to retire by rotation, with effect from 1st April,2014 up to 31st March,2017

At the 23rd Annual General Meeting of the Company held on 12th September, 2013 , the shareholders of the Company accorded approval by special resolution for the re-appointment of Mr. B. Robert Raja, Managing Director of the Company on non-rotational basis for a period of three years with effect from 31st May 2013. The terms and conditions of the above appointment was within the overall limits of Schedule XIII of the erstwhile Companies Act, 1956.

Pursuant to sub-section (13) of Section 149 of the Companies Act, 2013, the provisions of sub-sections (6) and (7) of Section 152 of the Act, in respect of retirement of Directors by rotation shall not be applicable to the Independent Directors. The present composition of Board of Directors of the Company that comprises of 3 Independent Directors, not being eligible to retire by rotation as per the provisions of the Companies Act, 2013 and 2 Executive Directors, who have been appointed on non-rotational basis under the provisions of the erstwhile Companies Act, 1956, makes it unviable to comply with the provisions relating to retirement by rotation as provided in sub-sections (6) and (7) of Section 152 of the Act. Under these circumstances, in order to ensure proper compliance of the Companies Act, 2013 and the Rules thereunder, and in supersession of the special resolution passed in the AGM held on September 12, 2013, it is proposed to reappoint Mr. B. Robert Raja as Chairman and Managing Director of the Company, liable to retire by rotation for a further period of three years with effect from 1st April,2014 up to 31st March,2017 upon the terms and conditions including revision in remuneration as recommended by the Nomination and Remuneration Committee.

Pursuant to the provisions of sub-section (4) of Section 196 of the Companies Act, 2013, appointment of Managing Director made at the Board meeting requires approval at the General Meeting by way of Special resolution and the same is put forth for the approval of shareholders in the ensuing Annual General Meeting.

The terms and conditions of the reappointment of the Chairman and Managing Director as set out in the draft agreement are shown below:

The remuneration payable to the Chairman and Managing Director is limited to a maximum of Rs.3,00,000/- per month(Rs.36,00,000/- per annum), which is inclusive of salary, allowances, perquisites and benefits. The perquisites and benefits shall be valued as per Income Tax Rules, 1962.

In addition, he shall be entitled to the following benefits:

a) Contribution to Provident fund, superannuation or annuity fund to the extent these either singly or put together are not taxable.

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b) Gratuity at the rate of 15 days salary for each completed year of service at the end of the tenure and

c) Encashment of unavailed leave at the end of the tenure.

Shareholders' approval is also being sought to empower the Board to vary the terms of employment from time to time on the exigencies of business, but within the limits prescribed by the Companies Act, 2013.

Minimum Remuneration: Notwithstanding anything contained herein, in the event of inadequacy or absence of profits in any year under Section 198 of the Companies Act, 2013, it is proposed to pay the said remuneration by way of minimum remuneration, where necessary with the approval of the Central Government.

The terms and conditions of the above appointment shall be within the overall limits of Section II of Part II of Schedule V to the Companies Act, 2013 as may be amended from time to time. Where in any financial year the Company has no profits, the above remuneration payable to the Chairman and Managing Director shall be treated as minimum remuneration payable in accordance with Section II of Part II of Schedule V to the Companies Act, 2013.

Wherein in any financial year the company has adequate profits, the remuneration payable to the Chairman and Managing Director shall be within the prescribed limit as laid down in Section I of Part II of Schedule V as amended from time to time.

The Chairman and Managing Director as long as he functions as such shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof.

The Chairman and Managing Director in addition to receiving such remuneration subject to the provisions of the Companies Act, 2013 be entitled to be reimbursed by the company in respect of any out of pocket expenses incurred by him in discharge of his bonafide functions / duties on behalf of the company.

The Chairman and Managing Director, Mr. B. Robert Raja shall have all powers and authorities which remain vested with him under the Companies Act, 2013 and Articles of Association of the company and subject as hereinafter provided the Chairman and Managing Director shall be entitled to the management and control of whole of the affairs of the company.

Information required under clause (iv) of proviso to paragraph B of Section II of Part II of Schedule V of the Companies Act, 2013.

I. General information:

(1) Nature of industry

The Company is engaged mainly in development of software products in the area of information security.

(2) Date or expected date of commencement of commercial production:

The Company has been in business for the past 24 years and focusing on information security vertical for the past 14 years.

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(3) In case of new companies, expected date of commencement of activities
Not applicable, as the company is an existing company.

(4) Financial performance based on given indicators

Rs. in lakhs

Sl.No.	Particulars	FY 2013-14*	FY 2012-13	FY 2011-12
01.	Revenue from Operations (Net)	766.30	567.50	436.88
02.	Profit before Tax	227.83	85.37	51.41
03.	Profit after Tax	210.92	84.93	51.71
04.	Share Capital	886.48	886.48	886.48
05.	Net Profit/(Loss) as computed under Section 198 of the Companies Act, 2013 (Section 198 of the erstwhile Companies Act, 1956)	308.10	126.42	90.71
06.	Rate of Dividend on Equity shares (%)	NA	NA	NA

*The particulars mentioned above for FY 2013-14 are subject to adoption of the audited accounts of the company for the year ended March 31, 2014 in ensuing AGM.

(5) Foreign investments or collaborations if any: NIL

II. Information about the appointee:

(1) Background details

A short write up about Mr B Robert Raja :

He has 17 years experience in various capacities in Government service and his designation was Deputy Commissioner of Income Tax at the time of leaving the service in 1992.

He has been actively involved in the field of Information Technology with particular reference to Information security. He has a rich research experience in the field of general computing, cryptography as well as experience in management. In Odyssey, in addition to his administrative duties, he also serves as a primary technology resource.

He has also spoken in several conferences at both national and international level on his chosen subject of Information Security.

(2) Past remuneration:

Rs. in Lakhs (per annum)

Sl.No.	Particulars	FY 2013-14	FY 2012-13	FY 2011-12
1.	Remuneration paid to Mr.B.Robert Raja, Managing Director	24.00	24.00	24.00

(3) Recognition or awards/ Job profile and his suitability

Mr. B. Robert Raja had briefly served in the Technology Committee of the Controller of Certifying Authorities of India.

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He had also participated in some high-profile investigations during his employment with the Government of India that called for a great deal of Cryptography related skills.

He has built a highly skilled team of research and development personnel for the Company over the years and has been setting the direction of the Company's technology and products.

His skill sets are recognized by the Industry and are relevant for generating customer trust that leads to customer acquisition for the company's products.

He has also steered the company during its financially difficult product development phase successfully and maintained the company's focus.

(4) Remuneration proposed:

Rs.3,00,000/- per month(Rs.36,00,000/- per annum) which is inclusive of Salary, allowances, perquisites and benefits. The perquisites and benefits are valued as per Income Tax Rules, 1962. In addition he is entitled for the following benefits:

- a. Contribution to Provident fund, superannuation or annuity fund to the extent these either singly or put together are not taxable.
- b. Gratuity at the rate of 15 days salary for each completed year of service at the end of the tenure and
- c. Encashment of unavailed leave at the end of the tenure

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Comparable experience profiles attract a minimum remuneration in excess of Rs.100 lakhs per annum in the Information Security Industry.

(6) Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any

Other than the remuneration stated above, Mr B. Robert Raja has no other pecuniary relationship directly or indirectly with the Company. He holds 4,99,955 shares in the Company.

Mr B. Robert Raja is related to Mr B. Antony Raja, who is also a Whole-time Director of the Company.

III. Other information:

(1) Reasons for losses or inadequate profits :

Odyssey is engaged in software product development in the area of information security with particular reference to PKI based Digital Signature technologies. Further, the entire

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development was undertaken in-house so that the resultant Intellectual Properties will be entirely owned by the Company.

Building such products from the ground-up is a challenging and time consuming task and any organization that is engaged in a comparable venture has to go through this first phase of 3-5 years.

Even after the product development, gaining the acceptance of the market for such mission-critical applications is again a significant task and takes anywhere from 1 to 5 years depending on the marketing spend and other factors.

Odyssey has largely been in these two early phases and have successfully crossed them with limited capital resources. The expenditure incurred during these two phases are reflected as losses in the books of the company.

2) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms :

The products have been continuously improved and market tested over the last few years and have shown steady market acceptance. The strategy followed so far has been the correct one as evidenced by the customer acceptance and increasing revenues. The steps that are required are to maintain and grow the technology and customer focus with rigorous discipline and consistency. The company has already been witnessing reasonable profits from the financial year 2008-09 onwards and the net profit made in the FY 2013-14 is Rs. 210.92 lakhs as compared to the net profit of Rs. 84.93 lakhs during the FY 2012-13. The company is expected to become more profitable in the coming years.

The necessary resolution set out in Item No.3 of this Notice is placed before the members for consideration and approval.

Mr. B Robert Raja is interested in this Resolution as it relates to his reappointment and remuneration. Mr B. Antony Raja, Whole-time Director of the Company is interested, as he is the brother of Mr B Robert Raja.

No other Director, Key Managerial Personnel or their relatives are interested in the Resolution set out in the Notice.

Item No.4-Appointment of Mr.B.Antony Raja as a Whole-time Director, liable to retire by rotation, with effect from 1st April,2014 up to 31st March,2017

At the 23rd Annual General Meeting of the Company held on 12th September,2013 , the shareholders of the Company accorded approval by special resolution for the re-appointment of Mr. B.Antony Raja, Whole-time Director of the Company on non-rotational basis for a period of three years with effect from 31st May 2013. The terms and conditions of the above appointment was within the overall limits of Schedule XIII of the erstwhile Companies Act,1956.

Pursuant to sub-section (13) of Section 149 of the Companies Act, 2013, the provisions of sub-sections (6) and (7) of Section 152 of the Act, in respect of retirement of Directors by rotation shall not be applicable to the Independent Directors. The present composition of Board of

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Directors of the Company that comprises of 3 Independent Directors, not being eligible to retire by rotation as per the provisions of the Companies Act,2013 and 2 Executive Directors, who have been appointed on non-rotational basis under the provisions of the erstwhile Companies Act,1956, makes it unviable to comply with the provisions relating to retirement by rotation as provided in sub-sections (6) and (7) of Section 152 of the Act. Under these circumstances, in order to ensure proper compliance of the Companies Act, 2013 and the Rules thereunder and in supersession of the special resolution passed in the AGM held on September 12, 2013, it is proposed to reappoint Mr. B. Antony Raja as a Whole-time Director of the Company, liable to retire by rotation for a further period of three years with effect from 1st April,2014 up to 31st March,2017 upon the terms and conditions including revision in remuneration as recommended by the Nomination and Remuneration Committee.

Pursuant to the provisions of the Companies Act,2013, appointment of Whole-time Director made at the Board meeting requires approval at the General Meeting by way of Special resolution the same is put forth for the approval of shareholders in the ensuing Annual General Meeting.

The terms and conditions of the reappointment of the Whole-time Director as set out in the draft agreement are shown below:

The remuneration payable to the Whole-time Director is limited to a maximum of Rs.2,00,000/- per month(Rs.24,00,000/- per annum), which is inclusive of salary, allowances, perquisites and benefits. The perquisites and benefits shall be valued as per Income Tax Rules, 1962.

In addition he shall be entitled to the following benefits:

- a) Contribution to Provident fund, superannuation or annuity fund to the extent these either singly or put together are not taxable.
- b) Gratuity at the rate of 15 days salary for each completed year of service at the end of the tenure and
- c) Encashment of unavailed leave at the end of the tenure.

Shareholders' approval is also being sought to empower the board to vary the terms of employment from time to time on the exigencies of business, but within the limits prescribed by the Companies Act, 2013.

Minimum Remuneration: Notwithstanding anything contained herein, in the event of inadequacy or absence of profits in any year under Section 198 of the Companies Act, 2013, it is proposed to pay the said remuneration by way of minimum remuneration, where necessary with the approval of the Central Government.

The terms and conditions of the above appointment shall be within the overall limits of Section II of Part II of Schedule V to the Companies Act, 2013 as may be amended from time to time. Where in any financial year the Company has no profits, the above remuneration payable to the Whole-time Director shall be treated as minimum remuneration payable in accordance with Section II of Part II of Schedule V to the Companies Act, 2013.

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Wherein in any financial year the company has adequate profits, the remuneration payable to the Whole-time Director shall be within the prescribed limit as laid down in Section I of Part II of Schedule V as amended from time to time.

The Whole-time Director as long as he functions as such shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof.

The Whole-time Director in addition to receiving such remuneration subject to the provisions of the Companies Act, 2013 be entitled to be reimbursed by the company in respect of any out of pocket expenses incurred by him in discharge of his bonafide functions / duties on behalf of the company.

Information required under clause (iv) of proviso to paragraph B of Section II of Part II of Schedule V of the Companies Act, 2013.

I. General information:

(1) Nature of industry

The Company is engaged mainly in development of software products in the area of information security.

(2) Date or expected date of commencement of commercial production:

The Company has been in business for the past 24 years and focusing on information security vertical for the past 14 years.

(3) In case of new companies, expected date of commencement of activities

Not applicable, as the company is an existing company.

(4) Financial performance based on given indicators

Rs.in lakhs

Sl.No.	Particulars	FY 2013-14*	FY 2012-13	FY 2011-12
01.	Sales	766.30	567.50	436.88
02.	Profit before Tax	227.83	85.37	51.41
03.	Profit after Tax	210.92	84.93	51.71
04.	Shareholders Funds	886.48	886.48	886.48
05.	Net Profit/(Loss) as computed under Section 198 of the Companies Act,2013 (Section 198 of the erstwhile Companies Act,1956)	308.10	126.42	90.71
06.	Rate of Dividend on Equity shares (%)	NA	NA	NA

*The particulars mentioned above for FY 2013-14 are subject to adoption of the audited accounts of the company for the year ended March 31, 2014 in ensuing AGM.

(5) Foreign investments or collaborations if any: NIL

II. Information about the appointee:

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(1) Background details

A short write up about Mr B.Antony Raja :

Mr B Antony Raja is a technocrat by training and has contributed to successful marketing of the products of the company which significantly enhanced the performance of the company.

He has over 23 years of experience in handling Finance, Administration, Human Resources and has been managing the day to day activities of the company since inception of the company.

(2) Past remuneration:

Sl.No.	Particulars	Rs. in Lakhs (per annum)		
		FY 2013-14	FY 2012-13	FY 2011-12
1.	Remuneration paid to Mr. B. Antony Raja, Whole-time Director	18.00	17.50	15.00

(3) Recognition or awards/ Job profile and his suitability

He has over 23 years of experience in handling Finance, Administration, Human Resources and managing the day to day activities of the company.

This has resulted in significant operational cost reduction especially when the company was undergoing severe cash flow problems.

(4) Remuneration proposed:

Rs.2,00,000/- per month(Rs.24,00,000/- per annum) which is inclusive of Salary, allowances, perquisites and benefits. The perquisites and benefits are valued as per Income Tax Rules, 1962. In addition he is entitled for the following benefits:

- Contribution to Provident fund, superannuation or annuity fund to the extent these either singly or put together are not taxable.
- Gratuity at the rate of 15 days salary for each completed year of service at the end of the tenure and
- Encashment of unavailed leave at the end of the tenure

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Comparable experience profiles attract a minimum remuneration in excess of Rs.50 lakhs per annum in the Information Security Industry.

(6) Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any

Other than the remuneration stated above, Mr B Antony Raja has no other pecuniary relationship directly or indirectly with the Company. He holds 1,02,000 shares in the Company.

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Mr B. Antony Raja is related to Mr B. Robert Raja, Chairman & Managing Director of the Company.

III. Other information:

(1) Reasons for losses or inadequate profits :

Odyssey is engaged in software product development in the area of information security with particular reference to PKI based Digital Signature technologies. Further, the entire development was undertaken in-house so that the resultant Intellectual Properties will be entirely owned by the Company.

Building such products from the ground-up is a challenging and time consuming task and any organization that is engaged in a comparable venture has to go through this first phase of 3-5 years.

Even after the product development, gaining the acceptance of the market for such mission-critical applications is again a significant task and takes anywhere from 1 to 5 years depending on the marketing spend and other factors.

Odyssey has largely been in these two early phases and have successfully crossed them with limited capital resources. The expenditure incurred during these two phases are reflected as losses in the books of the company.

2) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms :

The products have been continuously improved and market tested over the last few years and have shown steady market acceptance. The strategy followed so far has been the correct one as evidenced by the customer acceptance and increasing revenues. The steps that are required are to maintain and grow the technology and customer focus with rigorous discipline and consistency. The company has already been witnessing reasonable profits from the financial year 2008-09 onwards and the net profit made in the FY 2013-14 is Rs. 210.92 lakhs as compared to the net profit of Rs. 84.93 lakhs during the FY 2012-13. The company is expected to become more profitable in the coming years.

The necessary resolution is placed before the members for consideration and approval.

Mr. B.Antony Raja is interested in this Resolution as it relates to his reappointment and remuneration. Mr B.Robert Raja, Chairman and Managing Director of the Company is interested, as he is the brother of Mr B.Antony Raja.

No other Director, Key Managerial Personnel or their relatives are interested in the Resolution set out in the Notice.

Item No.5 to 7- Appointment of Mr. U.Rathish Babu, Mr.G.Rajasekaran and Mr.Kurilla Srinivas Rao as Independent Directors of the Company, with effect from 1st April,2014 up to 31st March,2019

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The company had, pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, appointed Mr. U.Rathish Babu, Mr. G.Rajasekaran and Mr. Kurilla Srinivas Rao as Independent Directors of the Company at various times, in compliance with the requirements of the clause.

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five consecutive years each and shall not be liable to retire by rotation at every AGM. The Board of Directors of the Company have decided to adopt the provisions with respect to appointment and tenure of Independent Directors as per the provisions of Companies Act, 2013 and the amended Listing Agreement.

Mr.U.Rathish Babu, Mr. G.Rajasekaran and Mr. Kurilla Srinivas Rao were appointed as Independent Directors of the Company, liable to retire by rotation and their term expires at this Annual General Meeting under the provisions of the erstwhile Companies Act,1956.

In terms of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and amended Clause 49 of the Listing Agreement ,Mr.U.Rathish Babu (DIN: 01843799), Mr. G.Rajasekaran (DIN: 03194244) and Mr.Kurilla Srinivas Rao (DIN: 06554764), being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors of the Company for five consecutive years with effect from April 01,2014 up to March 31, 2019, not liable to retire by rotation.

Notices have been received from Members proposing candidature of the above Directors for the office of Independent Director of the Company under the provisions of Section 160 of the Companies Act,2013, along with a deposit of Rs.1,00,000/- (Rupees One Lakh only) each, to be appointed under the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the amended Listing Agreement.

The Company has received from the three Independent Directors:

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- ii. Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act,2013, and
- iii. A declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act,2013.

The resolutions seek the approval of members for appointment of Mr.U. Rathish Babu, Mr. G.Rajasekaran and Mr. Kurilla Srinivas Rao as Independent Directors of the Company to hold office for five consecutive years with effect from April 01,2014 up to March 31, 2019, not liable to retire by rotation pursuant to Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

In the opinion of the Board of Directors, the Independent Directors proposed to be appointed, fulfill the conditions specified in the Companies Act,2013 and the Rules made thereunder and they are independent of Management.

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A copy of the draft Letter of Appointment of Independent Director, setting out terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on working days up to the date of Annual General Meeting.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Independent Directors.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board recommends the resolution set forth in Item No.'s 5 to 7 for the approval of the members.

A brief profile of the Independent Directors to be appointed at the Annual General Meeting are annexed with this Notice.

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Date : August 5,2014

By order of the Board of Directors
For Odyssey Technologies Limited

K.V.Lakshmi
Company Secretary
Membership No.: A31062

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DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Mr. B Robert Raja	Mr. B Antony Raja	Mr. G. Rajasekaran	Mr. Kurilla Srinivas Rao	Mr. U.Rathish Babu
Date of birth	Mar 03, 1955	Dec 17, 1958	Jan 23, 1953	Jun 16, 1951	May 2, 1966
Date of appointment on the Board	Oct 03, 1992	Apr 06, 1990	Aug 14, 2010	Apr 24, 2013	August 10, 2011
Date of last reappointment	May 31, 2013	May 31, 2013	Sep 12, 2013	-	Sep 26, 2012
Qualification	Bachelor of Business Administration (B.B.A) and an Ex-Indian Revenue Service (IRS) Officer	Diploma in Mechanical Engineering (D.M.E)	An ex-Indian Administrative Service (IAS) officer with over 26 years of experience in several senior positions.	B.Sc.,	Bachelors degree in Engineering – Instrumentation & Control Engineering in Bharathiar University. Senior Management Program from IIM, Bangalore
Brief profile	Detailed profile provided under Item No.3 of the explanatory statement to the notice.	Detailed profile provided under Item No. 4 of the explanatory statement to the notice.	Dynamic career of 26 years in the Indian Administrative Service (Kerala Cadre, 1983 Batch). Held vital positions such as District Collector of Trichur, Director of Sports and Youth Affairs, Director of Rajiv Gandhi National Institute of Youth Development (Govt. of India), Chairman, Kerala State Electricity Board, Regional Officer, Central Board of Film Certification, and Secretary to Govt. in Power, Transport, Labor, Culture, Information and Public Relations Departments. Distinguished as the only civil servant in India who has made	He was selected by the UPSC to the central secretariat service of the central government and served in various capacities in New Delhi from 1976 to 1998. From 1999 to 2007 he served as Under Secretary in the Ministry of Information and Broadcasting where he handled work relating to Budget and Accounts of the Ministry of I&B. Also dealt with administrative and financial matters of Prasara Bharati Corporation (All India Radio and Doordarshan). From 2008 to 2011 he served as Deputy	A pioneering entrepreneur in New media industry, Innovator in Entertainment and Education, Thought leader for creative content in New media & Entertainment and a strategic relationship mentor for businesses. Currently functioning as the CEO of AAT Academy (I) Ltd., which runs the world's largest brand in Media education - SAE College, leaders in business - London School of Economics & Political Science and Art and Design programs. Previously, he was the COO in ABM Pvt Ltd for 8 years where he was handling operations, specializing

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			won National and International Awards.	Secretary in the Ministry of Surface Transport and Ministry of Defence. He has also served as an Assistant Director in the Staff Selection Commission (Southern Region).	in large area networks, Fibre optic networks, Database server configuring for redundant networks and VSAT connectivity. He started his career as a Territory Manager in HCL-HP Ltd, specializing in Computer aided manufacturing and designing systems. He has handled large government institutions and specialized in handling solutions for Space applications, manufacturing technology and Naval Warfare simulation solutions.
Expertise in specific functional areas	General Computing, Cryptography.	Marketing, Finance, Legal & H.R.	Film making, Graphic arts and general administration	Accounts and Administration	Information Technology Software solutions for the Media & Entertainment Education industry.
List of outside Directorship held	1. Peirce Leslie India Limited 2. P L Agro Technologies Limited	NIL	BGR Energy Limited	NIL	1.AAT Academy India Limited 2. CMCS Collaboration Management and Control Solutions Private Limited 3.Magnus Media Private Limited 4.Aalaap Creez & Converse Private Limited 5.Access Atlantech UK Limited
Chairman/Member of the Committees of Board of Directors of the Company	NIL	Member - Audit Committee Member - Share Transfer & Investors Grievance Committee	Chairman - Remuneration Committee, Member- Audit Committee & Share Transfer & Investors Grievance Committee	Chairman - Audit Committee, Member - Remuneration Committee	Chairman- Share Transfer & Investors Grievance Committee, Member- Audit Committee & Remuneration Committee
Chairman/Member of the	Chairman -	None	None	None	None

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Committees of Board of Directors of other Companies in which Directorship is held	Audit Committee - Peirce Leslie India Limited				
No. of Shares held in the Company	4,99,955	1,02,000	NIL	NIL	1500

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Dear Member,

Sub: 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 of the Act, the Company is pleased to provide e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the 24th Annual General Meeting to be held on Thursday, the 18th day of September 2014 at 3.00 p.m. at Siddhartha Hall, Hotel Goutham Manor, No.74, Mahatma Gandhi Road, Chennai -600034 .

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, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.

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
12 th September, 2014, Friday, at 9:00 A.M. (IST)	14 th September, 2014, Sunday, at 6:00 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 (08th August, 2014) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The Members desiring to vote through electronic mode 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

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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	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. (Sequence number has been provided as Serial Number (SL.NO.) in the Address Label)➤ 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.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">➤ Please enter the DOB or Dividend Bank Details in order to login. If 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.

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(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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the same 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) 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 they have to create a compliance user 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 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 Custodians, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) 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

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24th Annual General Meeting-September 18, 2014

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)

Registered Address

Email Id

Folio No./Client ID

DP ID

I, We, being the member(s) ofshares of the above named company, hereby appoint

Name:E-mail:.....

Address:.....

.....Signature:.....

or failing him/her

Name:E-mail:.....

Address:.....

.....Signature:.....

or failing him/her

Name:E-mail:.....

Address:.....

.....Signature:.....

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Odyssey Technologies Limited

CIN: L51909TN1990PLC019007

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Thursday, the 18th day of September 2014 at 3.00 p.m. at Siddhartha Hall, Hotel Goutham Manor, No.74, Mahatma Gandhi Road, Chennai -600034 and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	For*	Against*
Ordinary business			
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Report of Board of Directors and Auditors for the financial year ended March 31,2014		
2.	Appointment of M/s. B B Naidu & Co. as the Auditors of the Company.		
Special business			
3.	Appointment of Mr.B.Robert Raja as Chairman and Managing Director, liable to retire by rotation, with effect from 1 st April,2014 up to 31 st March,2017.		
4.	Appointment of Mr.B.Antony Raja as Whole-time Director, liable to retire by rotation, with effect from 1 st April,2014 up to 31 st March,2017.		
5.	Appointment of Mr.U.Rathish Babu as an Independent Director of the Company, not liable to retire by rotation, with effect from 1 st April,2014 up to 31 st March,2019.		
6.	Appointment of Mr.G.Rajasekaran as an Independent Director of the Company, not liable to retire by rotation, with effect from 1 st April,2014 up to 31 st March,2019.		
7.	Appointment of Mr. Kurilla Srinivas Rao as an Independent Director of the Company, not liable to retire by rotation, with effect from 1 st April,2014 up to 31 st March,2019.		

Signed this.....day of2014.

Signature of Member

Signature of proxy holder(s)

Affix
revenue
stamp of not
less than
Rs.0.15

Notes:

- *1. Please put a “√” in the appropriate column against the respective resolutions indicated in the Box. If you leave the “For” or “Against” column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Regd. Off:A-E, 8th Floor, GEE GEE Emerald,No.312, Valluvarkottam High Road, Nungambakkam, Chennai-600 034.

Web: www.odysseytec.com, E-mail: investors@odysseytec.com,

Tel: +91 44 28221330, 28222455, 28218982, Fax: +91 44 2827 1559

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2. This Form of Proxy, in order to be effective, should be duly completed, signed, stamped and deposited at the Registered Office of the Company at A-E, 8th Floor, GEE GEE Emerald, No.312, Valluvarkottam High Road, Nungambakkam, Chennai-600 034 not later than FORTY EIGHT hours before the commencement of the Meeting.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 24th Annual General Meeting.

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Attendance Slip



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24th Annual General Meeting-September 18,2014

Registered Folio No./DP ID No./Client ID No.

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Number of shares held

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I/We certify that I am/We are Member(s)/Proxy for the member (s) of the Company.

I/We hereby record my/our presence at the 24th Annual General Meeting of the Company on Thursday, the 18th day of September 2014 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. Members are requested to bring their copies of the Annual Report to the AGM.

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