



Odyssey Technologies Limited

CIN: L51909TN1990PLC019007

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the shareholders of Odyssey Technologies Limited will be held on Wednesday, the 9th day of September 2015 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, approve and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, 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 Director

To appoint a Director in place of Mr. B.Robert Raja (DIN : 00754202), who retires by rotation and being eligible offers himself for re-appointment.

Item No.3-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.4-Appointment of Dr. Rani Radhakrishnan as an Independent Director with effect from 19th March, 2015 up to 18th March, 2020, not liable to retire by rotation

To consider and if thought fit, to pass, 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 [as may be amended from time to time] ,Dr. Rani Radhakrishnan (holding DIN 07119784), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 19, 2015 and who holds office up to the date of ensuing Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 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 her 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 March 19,2015 up to March 18,2020, not liable to retire by rotation.”

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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Registered Office:
A-E, 8th Floor, GEE GEE Emerald,
No.312, Valluvarkottam High Road,
Nungambakkam,
Chennai-600 034
Date : August 3, 2015

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 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 and 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.
6. The Register of Members and the Share Transfer Books of the company shall remain closed from Monday, September 7, 2015 to Wednesday, September 9, 2015 (both days inclusive) for the Annual General Meeting.
7. 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

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- 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.
8. The Company is concerned about the environment and utilizes natural resources in a sustainable way. Members who have not registered their e-mail addresses so far or who would like to update their email addresses already registered, are requested to register/ update their email address with their DP (in respect of shareholders who hold shares in dematerialized form) and with RTA (for those who hold shares in physical form) to enable us send you the communications via email.
 9. The Notice of the AGM along with the Annual Report 2014-15, Attendance Slip and Proxy Form are 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.
 10. Members may also note that the Notice of the Twenty Fifth AGM and the Annual Report 2014-15 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.
 11. Shareholders are requested to bring their copy of Annual Report to the meeting.
 12. 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.
 13. 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.
 14. 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.
 15. Pursuant to 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.
 16. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment /re-appointment at the Annual General Meeting are annexed with this Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.

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17. 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.

18. **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 and Clause 35B of Listing Agreement, 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 25th Annual General Meeting to be held on Wednesday, the 9th day of September 2015 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 [FCS 5837, CP5081] to act as the Scrutinizer, for conducting the scrutiny of the votes cast.

Notice convening the 25th Annual General Meeting and the Annual Report 2014-15 is available on the Company's website www.odysseytec.com and has also been hosted on 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 |
|---|--|
| 6 th September, 2015, Sunday, at 9:00 A.M. (IST) | 8 th September, 2015, Tuesday, 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 2nd September, 2015 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 [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.

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(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.

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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 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) **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.

(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.

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. 2nd September, 2015 and who have updated their PAN with the Company/DP, should follow the instructions as above mentioned in (i) to (xviii) 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

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- and they will have to follow the instructions as above mentioned in (i) to (xviii) 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 Limited ("BSE"), where the shares of the Company are listed.

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Date : August 3,2015

By order of the Board of Directors
For Odyssey Technologies Limited

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

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

Item No.4- Appointment of Dr. Rani Radhakrishnan as an Independent Director with effect from 19th March, 2015 up to 18th March, 2020

Pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 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) , Clause 49 of the Listing Agreement (as may be amended from time to time), Article 87 of Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee, Board of Directors of the Company, at their meeting held on March 19, 2015 had appointed Dr. Rani Radhakrishnan [DIN: 07119784] as an Additional Director (Independent) of the Company to hold office with effect from March 19, 2015 up to the date of the ensuing Annual General Meeting of the Company.

As per the provisions of the Companies Act, 2013 and Listing Agreement, with respect to appointment and tenure of an Independent Director, an Independent Director 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.

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, Dr. Rani Radhakrishnan [DIN: 07119784], being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director of the Company for five consecutive years with effect from March 19,2015 up to March 18, 2020, not liable to retire by rotation.

Notice has been received from a member of the Company proposing candidature of the above Director 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), 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 Dr.Rani Radhakrishnan:

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Section 152 (5) of the Companies Act, 2013 and 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 she is not disqualified under sub-section (2) of Section 164 of the Companies Act,2013,
- iii. Notice of Interest by Director in Form MBP-1 pursuant to Section 184 (1) of the Companies Act, 2013 read with Rule 9 (1) of Companies (Meetings of Board and its Powers) Rules, 2014 disclosing interest in any contract or arrangement which may be entered into with such bodies corporate or firm and

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- iv. A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for appointment of Dr. Rani Radhakrishnan [DIN: 07119784] as an Independent Director of the Company to hold office for five consecutive years with effect from March 19,2015 up to March 18, 2020 , 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 Director proposed to be appointed, fulfills the conditions specified in the Companies Act,2013 and the Rules made there under and she is independent of Management.

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 her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of the Independent Director.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than the Independent Director herself for her appointment, are concerned or interested, financially or otherwise, in this Resolution. The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

A brief profile of the Independent Director proposed to be appointed at the Annual General Meeting is annexed with this Notice.

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Date : August 3,2015

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 [DIN: 00754202] | Dr.Rani Radhakrishnan [DIN: 07119784] |
| Date of birth | March 03, 1955 | August 17, 1965 |
| Date of appointment on the Board | October 03, 1992 | March 19, 2015 |
| Date of last reappointment | April 1, 2014 | N.A. |
| Qualification | Bachelor of Business Administration (B.B.A) and an Ex-Indian Revenue Service (IRS) Officer | A qualified clinical pathologist by training, she completed her MBBS from Kasturba Medical College, Mangalore and her post-graduation in pathology from the same institution. |
| Brief profile | <p>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.</p> <p>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 its management. In Odyssey, in addition to his administrative duties, he also serves as a primary technology resource.</p> <p>He has also spoken in several conferences at both national and international level on his chosen subject of Information Security.</p> | <p>She has a vast experience of two decades serving in various corporate hospitals in Chennai like Apollo Hospitals, Global Hospitals and Health City and Kauvery Hospitals. In pursuing her passion to provide excellent laboratory services, she has set up CREST Laboratories in Chennai providing niche diagnostic services and thereby filling the existing quality gaps in the laboratory and diagnostic services in the city of Chennai and its surroundings. She had also been responsible for setting up clinical laboratories and blood transfusion services that meets national and global standards and ensured that these laboratories were accredited by the national accreditation bodies.</p> |
| Expertise in specific functional areas | General Computing, Cryptography. | Entrepreneurial skills and Administrative skills (comprising of management skills, communication skills, ability to plan, co-ordinate, organize, and research effectively) coupled with the unique perspective, understanding and empathy she can bring to the table will be immensely valuable to the Company |
| List of outside Directorship held | 1. Peirce Leslie India Limited 2. P L Agro Technologies Limited | Nil |
| Chairman/Member of the Committees of Board of Directors of the Company | None | Chairperson- Stakeholders Relationship Committee* |
| Chairman/Member of the Committees of Board of Directors of other Companies in which Directorship is held | None | None |
| No. of Shares held in the Company | 4,99,955 | Nil |

*Owing to the reconstitution of Stakeholders Relationship Committee, Dr. Rani Radhakrishnan was appointed as Chairperson of the Committee w.e.f. May 5, 2015 vide a circular resolution passed by the Board on May 5, 2015.

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25th Annual General Meeting-September 9 ,2015

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) | <input type="text"/> |
| Registered Address | <input type="text"/> |
| Email Id | <input type="text"/> |
| Folio No./Client ID | <input type="text"/> |
| DP ID | <input type="text"/> |

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

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



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 25th Annual General Meeting of the Company, to be held on Wednesday, the 9th day of September 2015 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 31,2015 | | |
| 2. | Appointment of a Director in place of Mr. B.Robert Raja (DIN : 00754202), who retires by rotation and being eligible offers himself for re-appointment | | |
| 3. | Appointment of M/s. B B Naidu & Co. as the Statutory Auditors of the Company. | | |
| Special business | | | |
| 4. | Appointment of Dr. Rani Radhakrishnan as an Independent Director with effect from 19 th March, 2015 up to 18 th March,2020, not liable to retire by rotation | | |

Signed this.....day of2015.

Signature of Member

Signature of proxy holder(s)

Affix
revenue
stamp

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.
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,Nungmbakkam, 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 25th Annual General Meeting.

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Attendance Slip



Odyssey Technologies Limited

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25th Annual General Meeting-September 9,2015

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 25th Annual General Meeting of the Company on Wednesday, the 9th day of September 2015 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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Odyssey Technologies Limited

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Route map and Prominent Landmark of the Venue of the 25th Annual General Meeting of Odyssey Technologies Limited for easy reference



Prominent Landmark : Next to Sangeetha Hotel, Nungambakkam

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