



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the shareholders of Odyssey Technologies Limited will be held on Thursday, the 7th day of September 2017 at 3.00 p.m. at Beverly Hotel, 1st Floor, 17, Rajarathinam Road, Kilpauk, Chennai-600 010 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, 2017, including the Audited Balance Sheet as at March 31, 2017, 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 Statutory Auditors of the Company

To appoint M/s. Sekar & Co., Chartered Accountants, Chennai (Firm Registration No.016269S) as Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of Thirty-second (32nd) Annual General Meeting to be held in the financial year 2022 and to authorize the Board of Directors to fix their remuneration.

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act,2013 (including any statutory modification(s) or re-enactment(s) of the Act and/ or the Rules thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors, M/s. Sekar & Co., Chartered Accountants, Chennai (Firm Registration No.016269S), be and is hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s. B. B. Naidu & Co., Chartered Accountants, Chennai (Firm Registration No. 002291S), to hold office for a period of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of Thirty-second (32nd) Annual General Meeting of the Company to be held in the financial year 2022, (subject to ratification of their appointment by members at every Annual General Meeting if so required under the Act), 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, 2017 up to 31st March, 2020

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197 and 203 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

Requirements) Regulations, 2015, as may be amended from time to time and other applicable Rules and 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 [DIN : 00754202] as Chairman and Managing Director of the Company for a further period of three years with effect from 1st April,2017 up to 31st March,2020 , 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 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, allowances, perquisites and other benefits payable to Mr. B. Robert Raja as recommended by the Nomination and Remuneration Committee) , 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 of Directors be and is hereby authorized to do all such acts, deeds, matters 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 Whole-time Director & CFO, liable to retire by rotation, with effect from 1st April, 2017 up to 31st March, 2020

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 2(94), 196, 197 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time and other applicable Rules and 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 [DIN : 00754523] as Whole-time Director & CFO of the Company for a further period of three years with effect from 1st April, 2017 up to 31st March,2020, 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 of the Companies Act,2013 ,hereto annexed, be and is hereby approved, confirmed and ratified."



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

"**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, allowances, perquisites and other benefits payable to Mr. B. Antony Raja as recommended by the Nomination and Remuneration Committee), 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."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters 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- Reclassification of certain members of Promoter Group from "Promoter and Promoter Group" category to "Public shareholding" category

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Regulation 31A (2) read with Regulation 31A (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, and such other provisions of Companies Act, 2013 as may be applicable and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for reclassification of the following members of the Promoter Group, holding a total of 38,900 equity shares of the Company constituting 0.43% of total paid-up equity share capital of the Company, from the category of "Promoter and Promoter Group" to "Public shareholding" category :-

Sl. No.	Names of members of the promoter group
1	Mrs. M Ranjitham
2	Mrs. Veronica
3	Mr. Christopher A Raja
4	Mrs. J Sornamary
5	Mrs. Mary Indra
6	Mrs. Arul Mary Paulraj
7	Mrs. B Ubahara Mary



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

“RESOLVED FURTHER THAT the aforesaid individuals, presently classified as members of the Promoter Group, who are seeking reclassification, do not directly or indirectly, exercise any control over the affairs of the Company and hold minimal shares, i.e., totaling only 38,900 equity shares constituting 0.43% of the total paid up equity share capital of the Company and they do not, directly or indirectly, participate in the management or any policy decisions of the Company and they neither have any representation on the Board of Directors of the Company nor any special rights and are not involved in the day to day management of affairs of the company in any manner.”

“RESOLVED FURTHER THAT members of the Promoters Group who are seeking reclassification shall be subject to the following conditions :-

- (a) such members of the Promoter Group shall not, directly or indirectly, exercise control, over the affairs of the entity.
- (b) increase in the level of public shareholding pursuant to reclassification of such members of the Promoter Group shall not be counted towards achieving compliance with minimum public shareholding requirement under Rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“LODR Regulations”].
- (c) Disclose the event of such re-classification to the stock exchange as a material event in accordance with the provisions of the LODR regulations.
- (d) SEBI may relax any condition for re-classification in specific cases, if it is satisfied about non-exercise of control by the outgoing promoter or its persons acting in concert.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters 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.”

Registered Office:
5th Floor, Dowlath Towers,
63, Taylors Road,
Kilpauk,
Chennai-600 010
Date : August 3, 2017

By order of the Board of Directors
For Odyssey Technologies Limited

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

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning Item No.'s 2 to 5 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.**



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

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 50 members and holding in aggregate not more than 10% 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 appointing the Proxy in order to be effective, should be deposited at the Registered Office of the company, duly completed and signed, not less than 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 and Authorised Representatives are requested to bring the Attendance Slip enclosed herewith, duly completed and signed 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 Tuesday, 5th September, 2017 to Thursday, 7th September, 2017 (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 pertaining 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.
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 2016-17, 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



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

- 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 Seventh AGM and the Annual Report 2016-17 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. Shareholders desirous of making nominations are requested to submit their requests in Form SH-13. The said Form can be downloaded from the web site of the company www.odysseytec.com [under "Investors" section]. Shareholders holding shares in physical form and electronic form may submit the same to the RTA, M/s. Cameo Corporate Services Limited and to their respective depository participant respectively.
 16. Additional information pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking re-appointment at the Annual General Meeting under Item No.'s 3 & 4 of this Notice is annexed to this Notice. The Directors have furnished the requisite consents/declarations for their re-appointment.
 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, as may be amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice.



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

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 scrutiny of the votes cast.

Notice convening the 27th Annual General Meeting and the Annual Report 2016-17 is also available on the CDSL's website: www.cdslindia.com.

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

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

Commencement of e-voting	End of e-voting
4 th September 2017, Monday, at 9:00 A.M. (IST)	6 th September 2017, Wednesday, 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 31st August 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.

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

(i) Log on to the e-voting website : www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company .

(iv) Next enter the Image Verification as displayed and click on Login.

(v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

For members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">➤ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.➤ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

	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. ➤ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

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

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

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

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

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

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

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

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

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

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



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

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

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions

- a. The remote e-voting shall not be allowed beyond the abovementioned date and time.
- b. Once the vote on the resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- c. Any person who have acquired shares and become members of the company after the despatch of the notice and holding shares as on cut-off date, i.e. 31st August 2017 and who have updated their PAN with the Company/DP, should follow the instructions as above mentioned in (i) to (xix) to vote through e-voting and those who have not updated their PAN with the Company/DP, can send a mail to investors@odysseytec.com and investor@cameoindia.com to obtain sequence number and they will have to follow the instructions as above mentioned in (i) to (xix) to vote through e-voting.
- d. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

- e. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting through ballot form at the meeting.
- f. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- g. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.odysseytec.com and on the website of CDSL www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.

Registered Office:
5th Floor, Dowlath Towers,
63, Taylors Road,
Kilpauk,
Chennai-600 010
Date : August 3, 2017

By order of the Board of Directors
For Odyssey Technologies Limited

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



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 2 to 5 of the accompanying Notice:

Item No.2-Appointment of Statutory Auditors of the Company

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

The shareholders of the Company had, at their 26th Annual General Meeting of the Company held on 30th August 2016 appointed M/s B. B. Naidu & Co., Chartered Accountants, Chennai (Firm Registration No. 002291S) as Statutory Auditors of the Company to hold office from the conclusion of 26th Annual General Meeting until the conclusion of 27th Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors. M/s B. B. Naidu & Co. have been holding office as Statutory Auditors of the Company for more than 10 years, prior to the commencement of the Companies Act, 2013.

As per the provisions of Section 139 (2) of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Second proviso to Section 139 (2) of the Companies Act, 2013 provides a company with a transition period of three years from the commencement of the Act to comply with the provisions of Section 139 (2) of the Act. In view of the above, M/s B.B. Naidu & Co. can continue as the Auditors of the Company only up to the conclusion of this Annual General Meeting ('AGM'), having completed their term as per the provisions of Section 139 of the Act.

The Board of Directors have, based on the recommendation of the Audit Committee, at its meeting held on 15th May 2017, proposed the appointment of M/s. Sekar & Co., [Firm Registration No. 016269S] as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the 32nd AGM to be held in the financial year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act).

M/s Sekar & Co. have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 2 of the Notice.



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, 2017 up to 31st March, 2020

The shareholders of the Company at their 24th Annual General Meeting of the Company ('AGM') held on 18th September 2014 had accorded approval for the re-appointment of Mr. B. Robert Raja, Chairman and Managing Director of the Company for a period of three years with effect from 1st April 2014 up to 31st March 2017, liable to retire by rotation, by passing a special resolution pursuant to the provisions of Sections 2(54), 196,197 and 203 read with Schedule V and other applicable Rules and provisions of the Act. The terms and conditions of the above appointment was within the overall limits of Schedule V of the Companies Act, 2013.

Since the present tenure of Mr. B. Robert Raja, Chairman and Managing Director of the Company expires on 31st March, 2017, 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, 2017 up to 31st March, 2020 upon the terms and conditions including revision in remuneration as recommended by the Nomination and Remuneration Committee of Directors at their meeting held on 24th January 2017.

Pursuant to the provisions of Section 196 (4) of the Companies Act, 2013, appointment of a Managing Director and the terms and conditions of such appointment and remuneration payable shall be approved by the Board of Directors at a meeting, which shall be subject to the approval of the shareholders by a resolution at the ensuing general meeting of the company.

The main terms and conditions of the re-appointment of Mr. B. Robert Raja, [hereinafter referred to as "CMD"] are given below:

A. Tenure of re-appointment :-

The re-appointment of CMD, liable to retire by rotation shall be for a further period of three years with effect from 1st April, 2017 up to 31st March, 2020.

B. Remuneration :-

The CMD shall be paid remuneration up to an amount not exceeding Rs.4,00,000/- per month (Rs.48,00,000/- per annum) during the period of his tenure effective from 1st April 2017 till 31st March, 2020, which is inclusive of salary, allowances, perquisites and benefits. The perquisites and benefits shall be valued as per Income Tax Rules, 1962.

Any time during the term of these three years, the remuneration payable to the CMD may be revised by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, based on the performance of the Company, performance of the CMD and his contributions to the growth of the Company and the market standards and the said remuneration, as enhanced, 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.



The CMD, in addition to receiving such remuneration, subject to the provisions of the Companies Act, 2013 shall 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 and in addition he is 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 tenure,
- c. Encashment of unavailed leave at the end of the tenure,
- d. Use of Company's Car for official purposes, as per the rules of the Company, which shall not be considered as perquisite.
- e. Any other benefit as may be provided by the Company and agreed upon by the Board of Directors of the Company as per the Employment Rules of the Company, as may be amended from time to time.

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.

C. Minimum Remuneration:-

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the CMD, the Company has no profits or its profits are inadequate, the above remuneration shall be treated as minimum remuneration payable , subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

D. Nature of Duties:-

The CMD shall have all powers and authorities which remain vested with him under the Companies Act, 2013 and Articles of Association of the company and the CMD shall be entitled to the management and control of whole of the affairs of the company.

E. Other terms & conditions:-

(i) 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. Wherein in any financial year the company has adequate profits, the remuneration payable to the CMD shall be within the prescribed limit as laid down in Section I of Part II of Schedule V or any modification(s) thereto.

(ii) The CMD 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.

(iii) The appointment may be terminated by either party (the Company or the CMD) by giving to the other party three calendar months' prior notice in writing of such termination or the Company paying three month's remuneration in lieu of the notice.



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

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 27 years and focusing on information security vertical for the past 17 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 2016-17*	FY 2015-16	FY 2014-15
1.	Revenue from Operations (Net)	1191.19	1042.47	1015.18
2.	Profit before Tax	388.73	382.61	380.33
3.	Profit after Tax	259.51	256.11	290.87
4.	Share Capital	886.49	886.49	886.49
5.	Net Profit as computed under Section 198 of the Companies Act, 2013	448.74	442.62	449.28
6.	Rate of Dividend on Equity shares (%)	NA	NA	NA

*The particulars mentioned above for FY 2016-17 are subject to adoption of the audited accounts of the company for the year ended March 31, 2017 in the 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, CMD :

He has 20 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.



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

(2) Past remuneration:

Sl.No.	Particulars	Rs. in Lakhs (per annum)		
		FY 2016-17	FY 2015-16	FY 2014-15
1.	Remuneration paid to CMD	36.00	36.00	36.00

(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.

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.

He has also been actively involved in architecting and building the next generation of technology products for the company.

(4) Remuneration proposed:

Rs.4,00,000/- per month(Rs.48,00,000/- per annum) during the period of his tenure effective from 1st April 2017 till 31st March, 2020, which is inclusive of Salary, allowances, perquisites and benefits . The perquisites and benefits are valued as per Income Tax Rules, 1962. In addition the CMD is entitled to 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 tenure,
- Encashment of unavailed leave at the end of the tenure,
- Use of Company's Car for official purposes, as per the rules of the Company, which shall not be considered as perquisite.
- Any other benefit as may be provided by the Company and agreed upon by the Board of Directors of the Company as per the Employment Rules of the Company, as may be amended from time to time.

Any time, during the term of these three years, the remuneration payable to the CMD may be revised by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, based on the performance of the Company, performance of the CMD and his contributions to the growth of the Company and the market standards and the said remuneration, as enhanced, 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.



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

(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. 1 crore 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 5,79,955 equity shares in the Company constituting 6.54% of paid up equity share capital of the company.

Mr. B. Robert Raja is related to Mr. B. Antony Raja, who is also a Whole-time Director & CFO 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 has 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 for the FY 2016-17 is Rs. 259.51 lakhs as compared to the net profit of Rs. 256.11 lakhs during the FY 2015-16. The company is expected to become more profitable in the coming years.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration of the CMD as specified above are now being placed before the members for their



approval. The Board commends the Resolution at Item No.3 for approval by the members.

Except Mr. B. Robert Raja and his brother Mr. B. Antony Raja [Whole-time Director & CFO of the Company], none of the other Directors and Key Managerial Personnel of the Company or their relatives are interested in the Resolution set out in the Notice.

Item No.4- Re-appointment of Mr. B. Antony Raja as Whole-time Director & CFO, liable to retire by rotation, with effect from 1st April, 2017 up to 31st March, 2020

The shareholders of the Company at their 24th Annual General Meeting of the Company held on 18th September 2014 had accorded approval for the re-appointment of Mr. B. Antony Raja, Whole-time Director of the Company for a period of three years with effect from 1st April 2014 up to 31st March 2017, liable to retire by rotation, by passing a special resolution pursuant to the provisions of Sections 2(94), 196, 197 and 203 read with Schedule V and other applicable Rules and provisions of the Act. The terms and conditions of the above appointment was within the overall limits of Schedule V of the Companies Act, 2013.

Since the present tenure of Mr. B. Antony Raja, Whole-time Director of the Company expires on 31st March, 2017, it is proposed to reappoint Mr. B. Antony Raja as Whole-time Director & CFO of the Company, liable to retire by rotation for a further period of three years with effect from 1st April, 2017 up to 31st March, 2020 upon the terms and conditions including revision in remuneration as recommended by the Nomination and Remuneration Committee of Directors at their meeting held on 24th January 2017.

Pursuant to the provisions of Section 196 (4) of the Companies Act, 2013, appointment of a Whole-time Director and the terms and conditions of such appointment and remuneration payable shall be approved by the Board of Directors at a meeting, which shall be subject to the approval of the shareholders by a resolution at the ensuing general meeting of the company.

The main terms and conditions of the re-appointment of Mr. B. Antony Raja, [hereinafter referred to as "WTD & CFO"] are given below:

A. Tenure of re-appointment :-

The re-appointment of WTD & CFO, liable to retire by rotation, shall be for a further period of three years with effect from 1st April, 2017 up to 31st March, 2020.

B. Remuneration :-

The WTD & CFO shall be paid remuneration up to an amount not exceeding Rs.2,66,667/- per month (Rs.32,00,000/- per annum) during the period of his tenure effective from 1st April 2017 till 31st March, 2020, which is inclusive of salary, allowances, perquisites and benefits. The perquisites and benefits shall be valued as per Income Tax Rules, 1962.

Any time during the term of these three years, the remuneration payable to the WTD & CFO may be revised by the Board of Directors of the Company on the



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

recommendation of the Nomination and Remuneration Committee, based on the performance of the Company, performance of the WTD & CFO and his contributions to the growth of the Company and the market standards and the said remuneration, as enhanced, 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.

The WTD & CFO of the Company in addition to receiving such remuneration, subject to the provisions of the Companies Act, 2013 shall 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 and in addition he is 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 tenure,
- c. Encashment of unavailed leave at the end of the tenure,
- d. Use of Company's Car for official purposes, as per the rules of the Company, which shall not be considered as perquisite.
- e. Any other benefit as may be provided by the Company and agreed upon by the Board of Directors of the Company as per the Employment Rules of the Company, as may be amended from time to time.

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.

C. Minimum Remuneration:-

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the WTD & CFO, the Company has no profits or its profits are inadequate, the above remuneration shall be treated as minimum remuneration payable, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

D. Nature of Duties:-

The WTD & CFO shall, subject to the supervision and control of the Board of Directors perform such duties as shall from time to time be entrusted to him by the Board and the CMD.

E. Other terms & conditions:-

(i) 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. Wherein in any financial year the company has adequate profits, the remuneration payable to the WTD & CFO shall be within the prescribed limit as laid down in Section I of Part II of Schedule V or any modification(s) thereto.



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

(ii) The WTD & CFO 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.

(iii) The appointment may be terminated by either party (the Company or the WTD & CFO) by giving to the other party three calendar months' prior notice in writing of such termination or the Company paying three month's remuneration in lieu of the notice.

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 27 years and focusing on information security vertical for the past 17 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 2016-17*	FY 2015-16	FY 2014-15
01.	Revenue from Operations (Net)	1191.19	1042.47	1015.18
02.	Profit before Tax	388.73	382.61	380.33
03.	Profit after Tax	259.51	256.11	290.87
04.	Share Capital	886.49	886.49	886.49
05.	Net Profit as computed under Section 198 of the Companies Act, 2013	448.74	442.62	449.28
06.	Rate of Dividend on Equity shares (%)	NA	NA	NA

*The particulars mentioned above for FY 2016-17 are subject to adoption of the audited accounts of the company for the year ended March 31, 2017 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.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.



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

He has over 26 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.

He has also been actively involved in all matters of compliance by the company. This has been significantly demanding considering the changes in the legislative and regulatory environment in the last few years.

(2) Past remuneration:

Sl.No.	Particulars	Rs. in Lakhs (per annum)		
		FY 2016-17	FY 2015-16	FY 2014-15
1.	Remuneration paid to WTD & CFO	24.00	24.00	24.00

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

He has over 26 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.2,66,667/- per month (Rs.32,00,000/- per annum) during the period of his tenure effective from 1st April 2017 till 31st March, 2020, which is inclusive of Salary, allowances, perquisites and benefits. The perquisites and benefits are valued as per Income Tax Rules, 1962. In addition WTD & CFO is entitled to 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 tenure,
- Encashment of unavailed leave at the end of the tenure,
- Use of Company's Car for official purposes, as per the rules of the Company, which shall not be considered as perquisite.
- Any other benefit as may be provided by the Company and agreed upon by the Board of Directors of the Company as per the Employment Rules of the Company, as may be amended from time to time.

Any time during the term of these three years, the remuneration payable to the WTD & CFO may be revised by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, based on the performance of the Company, performance of the WTD & CFO and his contributions to the growth of the Company and the market standards and the said remuneration, as enhanced, 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.

(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.60 lakhs per annum in the Information Security Industry.



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

(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 equity shares in the Company constituting 1.15% of paid up equity share capital of the company.

Mr. B. Antony Raja is related to Mr. B. Robert Raja, CMD 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 has 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 for the FY 2016-17 is Rs. 259.51 lakhs as compared to the net profit of Rs.256.11 lakhs during the FY 2015-16. The company is expected to become more profitable in the coming years.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration of the WTD & CFO as specified above are now being placed before the members for their approval. The Board commends the Resolution at Item No.4 for approval by the members.

Except Mr. B. Antony Raja and his brother Mr. B. Robert Raja [CMD of the Company], none of the other Directors and Key Managerial Personnel of the Company or their relatives are interested in the Resolution set out in the Notice.



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

Item No.5- Reclassification of certain members of Promoter Group from “Promoter and Promoter Group” category to “Public shareholding” category

Regulation 31A read with Regulation 31A (7) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 permits all entities falling under promoter and promoter group to re-classify themselves as public shareholders, subject to the fulfillment of the conditions stipulated in the said Regulations. In this regard, the Company has received representations/applications from the following members of the Promoter Group :-

Sl. No.	Names of members of the promoter group	Number of shares	% of total shareholding
1	Mrs. M Ranjitham	13000	0.15
2	Mrs. Veronica	7400	0.08
3	Mr. Christopher A Raja	7400	0.08
4	Mrs. J Sornamary	4100	0.05
5	Mrs. Mary Indra	3000	0.03
6	Mrs. Arul Mary Paulraj	2000	0.02
7	Mrs. B Ubahara Mary	2000	0.02
	Total	38900	0.43

vide their respective letters dated 3rd May 2017 to reclassify them from the category of “Promoter and Promoter Group” to “Public shareholding” category as their shareholding is very minimal, i.e. totaling only 38,900 equity shares, constituting 0.43% of the total paid up equity share capital of the Company and they neither jointly/severally exercise any control over the affairs of the Company directly or indirectly nor take part in the management or policy decisions of the Company. Further, these members of the promoter group do not have any representation on the Board of Directors of the Company or any special rights and they are not involved in the day to day management of affairs of the Company. The said applications of the shareholders have been verified by the Board after considering all aspects including eligibility.

Therefore, after considering the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and other applicable provisions, if any and subject to the approval of Stock Exchange and/or SEBI as the case may be, Board of Directors approved their request for re-classification of shareholding from the category of “Promoter and Promoter Group” to “Public shareholding” category and commends the Resolution at Item No.5 for approval by the members.

None of the Directors other than Mr. B. Robert Raja and Mr. B. Antony Raja and their relatives, Key Managerial Personnel or their relatives are interested in the Resolution set out in the Notice.

Registered Office:
5th Floor, Dowlath Towers,
63, Taylors Road,
Kilpauk,
Chennai-600 010
Date : August 3, 2017

By order of the Board of Directors
For Odyssey Technologies Limited

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



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

DETAILS OF THE DIRECTORS PROPOSED FOR REAPPOINTMENT PURSUANT TO REGULATION 36 (3) OF SEBI LISTING REGULATIONS

Name & Designation	Mr. B Robert Raja, Chairman & Managing Director	Mr. B Antony Raja, Whole-time Director & CFO
Date of birth	Mar 03, 1955	Dec 17, 1958
Date of appointment on the Board	Oct 03, 1992	Apr 06, 1990
Date of last reappointment	April 01, 2014	April 01, 2014
Qualification	Bachelor of Business Administration (B.B.A) and an Ex-Indian Revenue Service (IRS) Officer	Diploma in Mechanical Engineering (D.M.E)
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.
Expertise in specific functional areas	General Computing, Cryptography.	Marketing, Finance, Legal & H.R.
List of outside Directorship held	1. Peirce Leslie India Limited 2. P L Agro Technologies Limited 3. Cyberneme Private Limited	NIL
Chairman/Member of the Committees of Board of Directors of the Company	NIL	Member – Audit Committee Member –Stakeholders Relationship Committee
Chairman/Member of the Committees of Board of Directors of other Companies in which Directorship is held	None	None
No. & Percentage of Shares held in the Company	5,79,955 [6.54%]	1,02,000 [1.15%]



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

**27th Annual General Meeting to be held on Thursday, September 7, 2017 at 3:00 P.M.
BEVERLY HOTEL, 1ST FLOOR, 17, RAJARATHINAM ROAD, KILPAUK, CHENNAI-600 010
ATTENDANCE SLIP**

Registered Folio No. : or
Client ID No.....DP ID No.
Name of the shareholder (s)

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

.....
Signature of the member (s)/proxy

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Admission Slip and hand it over at the entrance of the meeting hall.
2. Name of the Proxy in BLOCK letters(in case a Proxy attends the meeting)
- 3.Those who hold shares in Demat form shall quote their Client ID and DP ID No.

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]

CIN: L51909TN1990PLC019007
Name of the Company : Odyssey Technologies Limited
Regd Off: 5th Floor, Dowlath Towers, 63, Taylors Road, Kilpauk, Chennai-600 010.

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

1. Name:E-mail:.....
Address:.....
Signature:.....or failing him/her

2. Name:E-mail:.....
Address:.....
Signature:.....or failing him/her

3. Name:E-mail:.....
Address:.....
Signature:.....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Thursday, the 7th day of September 2017 at 3.00



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

p.m. at Beverly Hotel, 1st Floor, 17, Rajarathinam Road, Kilpauk, Chennai-600 010 and at 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 31,2017		
2.	Appointment of Statutory Auditors of the Company		
Special Business			
3.	Re-appointment of Mr. B. Robert Raja as CMD, liable to retire by rotation, with effect from 1 st April, 2017 up to 31 st March, 2020		
4.	Re-appointment of Mr. B. Antony Raja as a WTD & CFO, liable to retire by rotation, with effect from 1 st April, 2017 up to 31 st March, 2020		
5.	Reclassification of certain members of Promoter Group from "Promoter and Promoter Group" category to "Public shareholding" category		

Signed this.....day of2017.

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. The voting may be either for or against any of the aforesaid resolutions.
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 not later than 48 hours before the commencement of the Meeting.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting.

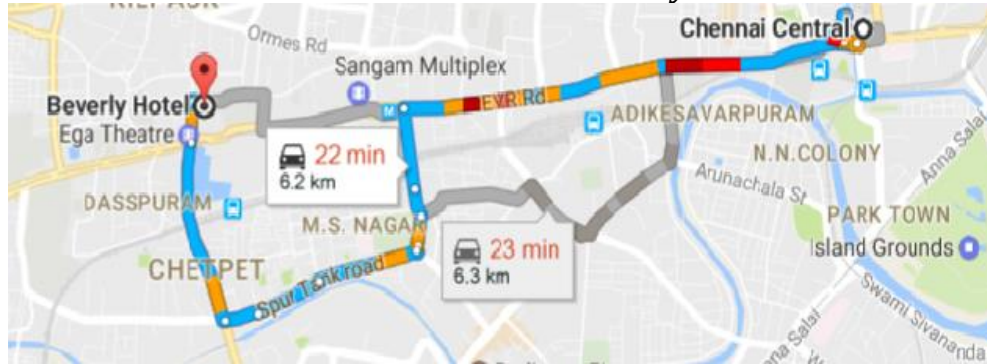


Odyssey Technologies Limited

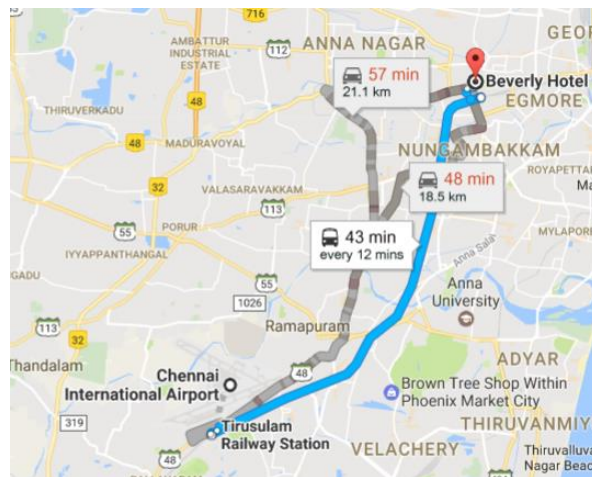
[CIN : L51909TN1990PLC019007]

Route map and Prominent Landmark of the Venue of the 27th Annual General Meeting of Odyssey Technologies Limited for easy reference

From Chennai Central Railway Station :



From Chennai International Airport :



Prominent Landmark : Near Ega Theatre, Kilpauk

Regd. Off: 5th Floor, Dowlath Towers, 63, Taylors Road, Kilpauk, Chennai-600 010.

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

Tel: +91 44 2645 0082/83