



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the shareholders of Odyssey Technologies Limited will be held on Monday, the 10th day of September 2018 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, 2018, including the Audited Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the year ended on that date, Statement of Changes in Equity for the year and Statement of Cash Flows together with notes to financial statements for the year ended March 31, 2018, prepared in accordance with Indian Accounting Standards (Ind AS) 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. Antony Raja (DIN : 00754523), who retires by rotation and being eligible offers himself for re-appointment.

Registered Office:
5th Floor, Dowlath Towers,
63, Taylors Road,
Kilpauk,
Chennai-600 010
Date : August 2, 2018

By order of the Board of Directors
For Odyssey Technologies Limited
Sd/-
K.V.Lakshmi
Company Secretary
Membership No.: FCS 9726

Notes:

- 1. 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 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.



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

2. 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.
3. Members, Proxies and Authorised Representatives are requested to bring the Attendance Slip enclosed herewith, duly completed and signed for attending the meeting.
4. 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.
5. The Register of Members and the Share Transfer Books of the company shall remain closed from Saturday, 8th September, 2018 to Monday, 10th September, 2018 (both days inclusive) for the Annual General Meeting.
6. 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.
7. 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.
8. The Notice of the AGM along with the Annual Report 2017-18, 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.
9. Members may also note that the Notice of the Twenty Eighth AGM and the Annual Report 2017-18 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.
10. Shareholders are requested to bring their copy of Annual Report to the meeting.
11. 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.
12. 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.
 13. 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.
 14. 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.
 15. Additional information pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Annual General Meeting under Item No. 2 of this Notice is annexed to this Notice.
 16. 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 and Bank details to the RTA.
 17. SEBI, vide its Circular dated 20th April, 2018 has prescribed that all listed companies through their RTA shall take special efforts to collect copy of PAN and bank account details of all securities holders holding securities in physical form. In this regard, company has, through its RTA, sent the necessary communication to all its shareholders, holding shares in physical form for obtaining the relevant details as per the said Circular.
 18. SEBI, vide its Notification dated 8th June 2018, has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has prescribed that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed by the listed entity w.e.f December 5, 2018, unless the securities are held in dematerialized form with a Depository. Therefore, since transfer of securities shall be carried out in dematerialized form only w.e.f. December 5, 2018, shareholders holding shares in physical mode are requested to immediately dematerialize their shares. The Company has, through its RTA, sent the necessary communication to all the concerned shareholders in this regard.

19. 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



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

facility to the members to cast their votes electronically on all resolutions set forth in this Notice.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility. The Company has appointed Mr. A. Mohan Kumar, Mohan Kumar & Associates, Practicing Company Secretary [FCS 4347, COP No. 19145] to act as the Scrutinizer, for conducting scrutiny of the votes cast.

Notice convening the 28th Annual General Meeting and the Annual Report 2017-18 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
7 th September 2018, Friday, at 9:00 A.M. (IST)	9 th September 2018, Sunday, at 5:00 P.M. (IST)

During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3rd September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.

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

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

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

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



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

	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.



(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. 3rd September 2018 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 2, 2018

By order of the Board of Directors
For Odyssey Technologies Limited
Sd/-
K.V.Lakshmi
Company Secretary
Membership No.: FCS 9726



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DETAILS OF THE DIRECTOR PROPOSED FOR RE-APPOINTMENT PURSUANT TO REGULATION 36 (3) OF SEBI LISTING REGULATIONS

Name & Designation	Mr. B Antony Raja, Whole-time Director & CFO
Date of birth	Dec 17, 1958
Date of appointment on the Board	Apr 06, 1990
Date of last reappointment	April 01, 2017
Qualification	Diploma in Mechanical Engineering (D.M.E)
Brief profile	<p>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.</p> <p>He has over 27 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.</p> <p>He has also been actively involved in all matters of compliance by the company. This has been significantly demanding considering the changes in the statutory, legislative and regulatory environment in the last few years.</p>
Expertise in specific functional areas	Marketing, Finance, Legal & H.R.
List of outside Directorship held	NIL
Chairman/Member of the Committees of Board of Directors of the Company	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
No. & Percentage of Shares held in the Company	1,02,000 [1.15%]



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

ODYSSEY TECHNOLOGIES LIMITED

CIN: L51909TN1990PLC019007

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

**28th Annual General Meeting to be held on Monday, September 10, 2018 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

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



Odyssey Technologies Limited

[CIN : L51909TN1990PLC019007]

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 28th Annual General Meeting of the Company, to be held on Monday, the 10th day of September 2018 at 3.00 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 Audited Financial Statements of the Company for the year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the year ended on that date, Statement of Changes in Equity for the year and Statement of Cash Flows together with notes to financial statements for the year ended March 31, 2018, prepared in accordance with Indian Accounting Standards (Ind AS) and the reports of the Board of Directors and Auditors thereon.		
2.	Appointment of a Director in place of Mr. B. Antony Raja (DIN : 00754523), who retires by rotation and being eligible offers himself for re-appointment.		

Signed this.....day of2018.

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 and Notes, please refer to the Notice of the 28th Annual General Meeting.

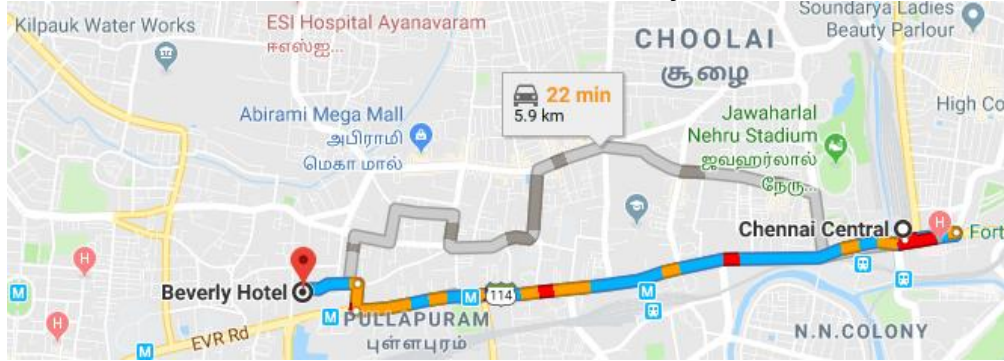


Odyssey Technologies Limited

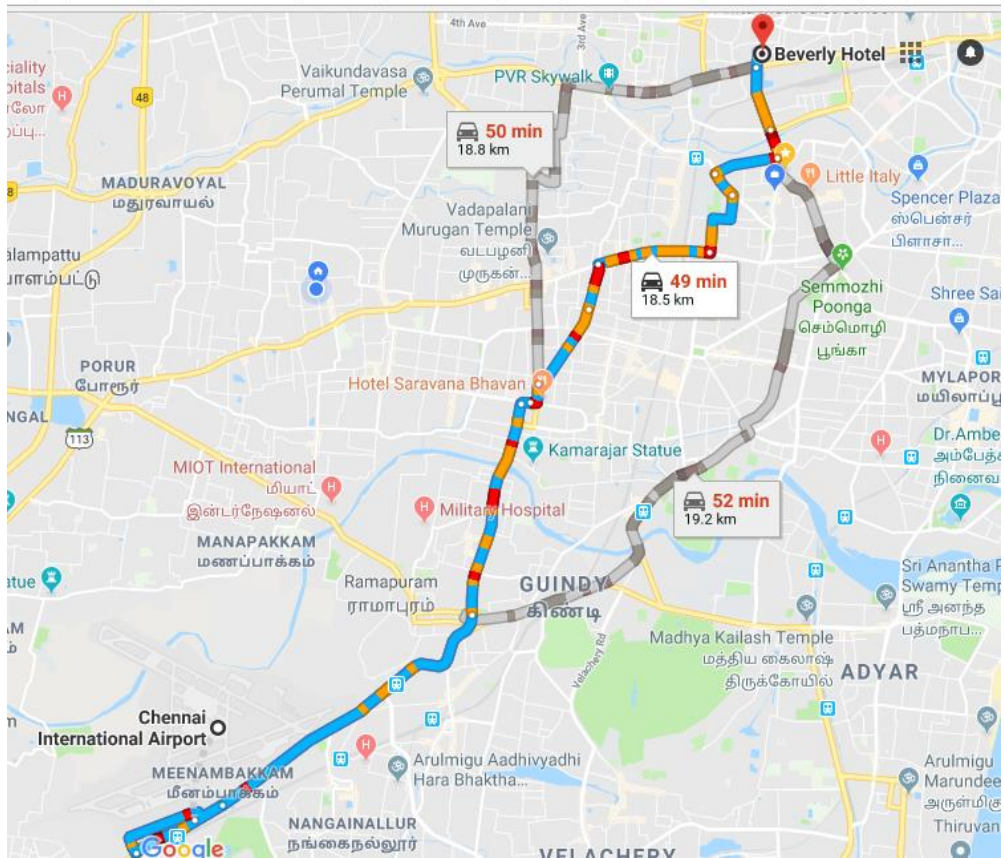
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Route map and Prominent Landmark of the Venue of the 28th Annual General Meeting of Odyssey Technologies Limited for easy reference

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.

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