



NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the shareholders of Odyssey Technologies Limited will be held on Wednesday, the 16th day of September 2020 at 3.00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business. The venue of the AGM shall be deemed to be the Registered Office of the Company at 5th Floor, Dowlath Towers, 63, Taylors Road, Kilpauk, Chennai-600010.

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, 2020, which comprise the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including the statement of other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution :

“**RESOLVED THAT** the Audited Financial Statements of the Company for the year ended March 31, 2020, which comprise the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including the statement of other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted”.

Item No.2-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.

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. B. Antony Raja [DIN : 00754523], who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation .”

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 2020 up to 31st March 2023.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 2(54), 152,196, 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 Requirements) Regulations, 2015, as may be amended from time to time and other



Odyssey Technologies Limited

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, 2020 up to 31st March, 2023, liable to retire by rotation, upon such terms and conditions 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 exceed the limits prescribed under Schedule V to the Companies Act, 2013, or any amendment, modification, variation or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, 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 2020 up to 31st March 2023.

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

"RESOLVED THAT pursuant to the provisions of Sections 2(94), 152,196, 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 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, 2020 up to 31st March, 2023, liable to retire by rotation, upon such terms and conditions 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,



Odyssey Technologies Limited

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 exceed the limits prescribed under Schedule V to the Companies Act, 2013, or any amendment, modification, variation or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, 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 5- Re-appointment of Dr.Rani Radhakrishnan (DIN: 07119784) as an Independent Director of the Company for a second term of five consecutive years commencing with effect from 19th March, 2020 up to 18th March, 2025.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Dr.Rani Radhakrishnan (DIN: 07119784), who was appointed as an Independent Director of the company by the shareholders at their Twenty fifth Annual General Meeting of the Company and who holds office up to 18th March, 2020 and is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing with effect from 19th March, 2020 upto 18th March, 2025."

"RESOLVED FURTHER THAT Mr. B. Antony Raja, Whole-time Director and CFO and Ms. B.Purnima, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary or desirable or expedient to give effect to the aforesaid resolution."



Odyssey Technologies Limited

Registered Office:
5th Floor, Dowlath Towers,
63, Taylors Road,
Kilpauk,
Chennai-600 010
Date : August 7, 2020

By order of the Board of Directors
For Odyssey Technologies Limited

Sd/-

B.Purnima

Company Secretary & Compliance Officer
Membership No.: ACS 30500

Notes:

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020, read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as "said Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to convene its ensuing 30th AGM through VC/OAVM and the Shareholders can attend and participate in the ensuing AGM through VC/OAVM.

2. Explanatory Statement pursuant to Section 102 of the Act relating to Items nos. 3 to 5 of the Notice of the 30th AGM, which are considered to be unavoidable by the Board of Directors of the Company, is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said Circulars read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ("said SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI"), THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Shareholders are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, hereinbelow). Such Corporate Shareholders are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting through VC/OAVM.

4. The facility for Shareholders to join the AGM in the VC/OAVM mode will be kept open to join 15 minutes before and 15 minutes after the scheduled time of the



Odyssey Technologies Limited

commencement of the Meeting. The Shareholders can join the AGM by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.

5. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 9th September, 2020, through Email to investors@odysseytec.com. The same will be replied by/on behalf of the Company suitably.
7. 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 electronically for inspection by the members during the Annual General Meeting.
8. The Register of Members and the Share Transfer Books of the company shall remain closed from Monday, 14th September, 2020 to Wednesday, 16th September, 2020 (both days inclusive) for the Annual General Meeting.
9. 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.
10. 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.
11. In view of the outbreak of the COVID-19 pandemic, due to difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including



Odyssey Technologies Limited

Notice of the 30th AGM of the Company *inter alia* indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Members may also note that the Notice of the Thirtieth AGM and the Annual Report 2019-20 will also be available on the Company's website www.odysseytec.com and website of the Stock Exchange, BSE Ltd., at www.bseindia.com. The Notice of the AGM shall also be available on the website of CDSL at www.evotingindia.com.

12. 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.
13. Additional information pursuant to Regulations 26 (4) and 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by ICSI in respect of the Directors seeking re-appointment at the Annual General Meeting under Item No.'s 2, 3,4 and 5 is annexed to this Notice. The Directors have furnished the requisite consents/declarations for their reappointment.
14. 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.
15. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1,2019 except in case of request received for transmission or transposition of securities. In view of this, in order to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agents, Cameo Corporate Services Ltd. for assistance in this regard.



16. 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, as amended, and MCA Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020, 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.

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, Practising Company Secretary [FCS 4347, COP No. 19145] to act as the Scrutinizer, for conducting scrutiny of the votes cast.

Notice convening the 30th Annual General Meeting and the Annual Report 2019-20 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
13 th September 2020, Sunday, at 9:00 A.M. (IST)	15 th September 2020, 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 9th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. A person who is not a member of the Company as on cut off date should treat the Notice for information purpose only.

Only those Shareholders, who will be present at the AGM through VC/OAVM facility and who had not cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. In the case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote through remote e-voting or voting during the AGM.

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

Shareholders who have already voted prior to the meeting date would not be entitled to vote during the AGM.

- (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,



Odyssey Technologies Limited

- 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 .
(OR)

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and click on Login.
(v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
(vi) If you are a first time user kindly follow the steps given below.

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

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

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



Odyssey Technologies Limited

- (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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.



Odyssey Technologies Limited

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior** to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior** to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time as appropriate for smooth conduct of the AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders



Odyssey Technologies Limited

shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@odysseytec.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- (xix) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder(022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

General Instructions

- a. The remote e-voting shall not be allowed beyond the abovementioned date and time.



Odyssey Technologies Limited

- b. Once the vote on the resolution is cast by the shareholder, whether partially or otherwise, 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 electronic despatch of the notice and holding shares as on cut-off date, i.e. 9th September 2020 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 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 and e-voting during the AGM .
- e. The Scrutinizer shall, immediately after the conclusion of voting during the general meeting, would count the votes cast during the meeting and through remote e-voting, 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.
- f. 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.
- g. Subject to the receipt of requisite number of votes through remote e-voting and voting during the meeting, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the meeting, i.e., Wednesday, 16th September 2020.

Registered Office:
5th Floor, Dowlath Towers,
63, Taylors Road,
Kilpauk,
Chennai-600 010
Date : August 7, 2020

By order of the Board of Directors
For Odyssey Technologies Limited
Sd/-
B.Purnima
Company Secretary & Compliance Officer
Membership No.: ACS 30500



EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item No.'s 3 to 5 of the accompanying 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, 2020 up to 31st March, 2023

The shareholders of the Company at their 27th Annual General Meeting of the Company ('AGM') held on 7th September 2017 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 2017 up to 31st March 2020, liable to retire by rotation, by passing an ordinary 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 were 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, 2020, 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, 2020 up to 31st March, 2023 upon the terms and conditions including the remuneration as recommended by the Nomination and Remuneration Committee of Directors at their meeting held on 6th February 2020.

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.

Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the approval of shareholders by special resolution if the aggregate annual remuneration payable to the Executive Directors who are promoters or members of the promoters group exceed 5% of Net profits of the listed entity (calculated as per Section 198 of the Act). Since, the remuneration payable to CMD and WTD & CFO exceeds the prescribed limit, approval by special resolution is being sought from the shareholders.

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, 2020 up to 31st March, 2023.

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



Odyssey Technologies Limited

tenure effective from 1st April 2020 till 31st March, 2023, 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, including the remuneration from time to time based 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



Odyssey Technologies Limited

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.

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 30 years and focusing on information security vertical for the past 20 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:

Sl.No.	Particulars	FY 2019-20*	FY 2018-19 (Restated)**	FY 2017-18
1.	Revenue from Operations (Net)	1764.73	1361.95	1365.56
2.	Profit before Tax	82.36	104.20	331.05
3.	Profit after Tax	45.35	64.22	240.88
4.	Share Capital	851.20	851.20	886.49
5.	Net Profit as computed under Section 198 of the Companies Act, 2013	82.36	104.20	331.05
6.	Rate of Dividend on Equity shares (%)	NA	NA	NA

*The particulars mentioned above for FY 2019-20 are subject to adoption of the audited accounts of the company for the year ended March 31, 2020 in the ensuing AGM. **The figures for the Financial Year 2018-19 have been restated in compliance with applicable Accounting Standards for giving effect to the amalgamation of Cyberneme Private Limited (Transferor Company) with Odyssey Technologies Limited (Transferee Company). Detailed notes pertaining to the restatement of figures have been provided in notes to the financial statements.



(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.

(2) *Past remuneration:*

(Rs. in Lakhs per annum)

Sl.No.	Particulars	FY 2019-20	FY 2018-19	FY 2017-18
1.	Remuneration paid to CMD	48.00	48.00	48.00

(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.



Odyssey Technologies Limited

(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 2020 till 31st March, 2023, 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.

- 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.

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.

(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. 1.2 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 as on March 31, 2020.

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.



Odyssey Technologies Limited

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.

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 2019-20 is Rs. 45.35 lakhs as compared to the restated net profit of Rs. 64.22 lakhs during the FY 2018-19. The reduced profit is a reflection of the increase in amortization on the intangible assets acquired by the Company through the amalgamation of Cyberneme Private Limited into the Company with an appointed date of December 1, 2018. The company is expected to become more profitable in the coming years due to increased synergies of the merged entity.

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, 2020 up to 31st March, 2023.

The shareholders of the Company at their 27th Annual General Meeting of the Company held on 7th September 2017 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 2017 up to 31st March 2020, liable to retire by rotation, by passing an ordinary 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.



Odyssey Technologies Limited

Since the present tenure of Mr. B. Antony Raja, Whole-time Director & CFO of the Company expires on 31st March, 2020, 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, 2020 up to 31st March, 2023 upon the terms and conditions including the remuneration as recommended by the Nomination and Remuneration Committee of Directors at their meeting held on 6th February 2020.

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.

Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the approval of shareholders by special resolution if the aggregate annual remuneration payable to the Executive Director who are promoters or members of the promoters group exceed 5% of Net profits of the listed entity (calculated as per Section 198 of the Act). Since, the remuneration payable to CMD and WTD & CFO exceeds the prescribed limit, approval by special resolution is being sought from the shareholders.

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, 2020 up to 31st March, 2023.

B. Remuneration :-

The WTD & CFO shall be paid remuneration up to an amount not exceeding Rs.3,00,000/- per month (Rs.36,00,000/- per annum) during the period of his tenure effective from 1st April 2020 till 31st March, 2023, 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 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:-



Odyssey Technologies Limited

- 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 prerequisite.
- 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.

(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.



Odyssey Technologies Limited

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

The Company has been in business for the past 30 years and focusing on information security vertical for the past 20 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 2019-20*	FY 2018-19 (Restated)**	FY 2017-18
1.	Revenue from Operations (Net)	1764.73	1361.95	1365.56
2.	Profit before Tax	82.36	104.20	331.05
3.	Profit after Tax	45.35	64.22	240.88
4.	Share Capital	851.20	851.20	886.49
5.	Net Profit as computed under Section 198 of the Companies Act, 2013	82.36	104.20	331.05
6.	Rate of Dividend on Equity shares (%)	NA	NA	NA

*The particulars mentioned above for FY 2019-20 are subject to adoption of the audited accounts of the company for the year ended March 31, 2020 in the ensuing AGM. **The figures for the Financial year 2018-19 have been restated in compliance with applicable Accounting Standards for giving effect to the amalgamation of Cyberneme Private Limited (Transferor Company) with Odyssey Technologies Limited (Transferee Company). Detailed notes pertaining to the restatement of figures have been provided in notes to the financial statements.

(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.

He has over 29 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:

Rs. in Lakhs (per annum)

Sl.No.	Particulars	FY 2019-20	FY 2018-19	FY 2017-18
1.	Remuneration paid to WTD & CFO	36.00	36.00	32.00



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

He has over 29 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.3,00,000/- per month (Rs.36,00,000/- per annum) during the period of his tenure effective from 1st April 2020 till 31st March, 2023, 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:-

- 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.

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.80 lakhs per annum in the Information Security Industry.

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

Other than the remuneration stated above, Mr. B Antony Raja has no other pecuniary relationship directly or indirectly with the Company. He holds 2,02,000 equity shares in the Company constituting 2.28% of paid up equity share capital of the company as on March 31, 2020.

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.

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 2019-20 is Rs. 45.35 lakhs as compared to the restated net profit of Rs. 64.22 lakhs during the FY 2018-19. The reduced profit is a reflection of the increase in amortization on the intangible assets acquired by the Company through the amalgamation of Cyberneme Private Limited into the Company with an appointed date of December 1, 2018. The company is expected to become more profitable in the coming years due to increased synergies of the merged entity.

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.



Item 5- Re-appointment of Dr.Rani Radhakrishnan (DIN: 07119784) as an Independent Director of the Company for a second term of five consecutive years commencing with effect from 19th March, 2020 up to 18th March, 2025.

Dr.Rani Radhakrishnan (DIN:07119784) was appointed as Independent Director of the Company at the 25th Annual General Meeting held on September 9, 2015 to hold office for five consecutive years with effect from 19th March, 2015 to 18th March, 2020.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Dr.Rani Radhakrishnan as Independent Director of the Company to hold office for a second term of five consecutive years with effect from 19th March, 2020 up to 18th March, 2025, not liable to retire by rotation.

The Board based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee, considers that, given her background, experience and contributions made by her during her tenure, the continued association of Dr.Rani Radhakrishnan would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Accordingly, pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, it is proposed to re-appoint Dr.Rani Radhakrishnan as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years with effect from 19th March, 2020 up to 18th March, 2025 on the Board of the Company.

The Company has received from Dr.Rani Radhakrishnan (DIN:07119784) :-

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

The Company has, in terms of Section 160(1) of the Act received in writing notice from a member, proposing her candidature for the office of Director.

In the opinion of the Board, Dr.Rani Radhakrishnan fulfills the conditions specified in the Act and SEBI Listing Regulations for re-appointment as Independent Director and is independent of the management of the Company. The terms and conditions of her re-appointment shall be open for inspection and made available electronically during the AGM.

In compliance with the provisions of Section 149, 152 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Dr.Rani Radhakrishnan as an Independent Director of the Company is now being placed before the Members for their approval by way of a Special Resolution.



Odyssey Technologies Limited

Dr.Rani Radhakrishnan has registered herself in the database of Independent Directors in compliance with Rule 6(1) and (2) of Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, as may be amended from time to time.

None of the Directors, Key Managerial Personnel, or their relatives, except Dr.Rani Radhakrishnan to whom the resolution relates, is interested or concerned in the Resolution.

The Board recommends the resolution set forth in Item No.5 for the approval of members.

Registered Office:
5th Floor, Dowlath Towers,
63, Taylors Road,
Kilpauk,
Chennai-600 010
Date : August 7, 2020

By order of the Board of Directors
For Odyssey Technologies Limited
Sd/-
B.Purnima
Company Secretary & Compliance Officer
Membership No.: ACS 30500



**Details of the Directors proposed for reappointment pursuant to Regulation 36
(3) of SEBI Listing Regulations and SS-2 issued by ICSI**

Name & Designation	Mr. B. Robert Raja Chairman & Managing Director	Mr. B. Antony Raja Whole-time Director & CFO	Dr. Rani Radhakrishnan Non-Executive, Independent Director
Date of birth	March 3, 1955	December 17, 1958	August 17, 1965
Age	65 years	61 years	54 years
Qualifications	Bachelor of Business Administration (B.B.A) and an Ex-Indian Revenue Service (IRS) Officer	Diploma in Mechanical Engineering (D.M.E)	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 close to two decades 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 management. In Odyssey, in addition to his administrative duties, he also serves as a primary technology resource.</p> <p>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. He has also been actively involved in architecting and building the next generation of technology products for the company.</p>	<p>He 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 29 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>	<p>She has a vast experience of more than two decades serving in various corporate hospitals in Chennai like Apollo Hospitals, Global Hospitals and Health City and Kauvery Hospitals.</p> <p>In pursuing her passion to provide excellent laboratory services, she has set up CREST Laboratories in Chennai for 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.</p> <p>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.	Marketing, Finance, Legal & H.R.	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



Odyssey Technologies Limited

			be immensely valuable to the Company
Date of appointment on the Board of Directors	Oct 3, 1992	Apr 06, 1990	March 19, 2015
Date of last reappointment on the Board of Directors	April 1, 2017	April 1, 2017	N.A
No. of Board Meetings attended during the financial year 2019-20	4 Meetings	4 Meetings	4 Meetings
Terms and conditions of appointment	The terms and conditions of re-appointment shall be as approved by the members in the 30 th AGM to be held on September 16, 2020.	The terms and conditions of re-appointment shall be as approved by the members in the 30 th AGM to be held on September 16, 2020.	The terms and conditions of re-appointment will be the same as approved by the members in the 25 th AGM held on September 9, 2015.
List of outside Directorships held	1. Peirce Leslie India Limited 2. P L Agro Technologies Limited 3. Cyberneme Private Limited	Nil	1. Crest Business & Health Care Private Limited
Chairman/ Member of the Committees of Board of Directors of the Company	Member of the Nomination and Remuneration Committee.	Member-Audit Committee Member-Stakeholders Relationship Committee	Chairperson- Stakeholders Relationship Committee
Chairmanship/ Membership of the Committees of Board of Directors of other Companies in which Directorship is held	None	None	None
Directorship in other listed entity (Category of Directorship)	None	None	None
Relationship with other Directors/KMP	He is the brother of Mr. B. Antony Raja, Whole-time Director and CFO.	He is the brother of Mr. B. Robert Raja, Chairman & Managing Director	Nil
No. & Percentage of Shares held in the Company	5,79,955 [6.54%]*	2,02,000[2.28%]*	Nil

* The figure given for number of shares held in Company is as on financial year ending March 31, 2020.

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

Registered Office:
5th Floor, Dowlath Towers,
63, Taylors Road,
Kilpauk,
Chennai-600 010
Date : August 7, 2020

By order of the Board of Directors
For Odyssey Technologies Limited
Sd/-
B.Purnima
Company Secretary & Compliance Officer
Membership No.: ACS 30500