

NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the shareholders of Odyssey Technologies Limited will be held on Wednesday, the 14th day of June, 2023 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, 2023, which comprise the Audited Balance Sheet as at March 31, 2023, 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, 2023 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, 2023, which comprise the Audited Balance Sheet as at March 31, 2023, 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, 2023 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. Robert Raja (DIN : 00754202), who retires by rotation and being eligible offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. B. Robert Raja [DIN : 00754202], 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 (DIN : 00754202) as Chairman and Managing Director, liable to retire by rotation, with effect from 1st April 2023 up to 31st March 2026.

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 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, 2023 up to 31st March, 2026, 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 (DIN : 00754523) as Whole-time Director & CFO, liable to retire by rotation, with effect from 1st April 2023 up to 31st March 2026.

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, 2023 up to 31st March, 2026, 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. 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.”

By order of the Board of Directors
For Odyssey Technologies Limited

Registered Office:

5th Floor, Dowlath Towers,
63, Taylors Road,
Kilpauk,
Chennai-600 010
Date : May 08, 2023

B.Purnima
Company Secretary &
Compliance Officer
Membership No.: ACS 30500

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has vide General Circular No.10/2022 dated 28th December 2022, read with General Circular No. 02/2021 dated 13th January 2021, General Circular No.20/2020 dated 5th May 2020, General Circular No.17/2020 dated 13th April 2020 and General Circular No. 14/2020 dated 8th April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing facility/ Other Audio Visual Means ("VC/OAVM"), on or before 30th September 2023, without the physical presence of the Members at a common venue. SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 ("SEBI Circular") has also provided certain relaxations from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"). In compliance with these MCA Circulars, SEBI Circulars, the Listing Regulations and the provisions of the Companies Act, 2013 ("the Act"), the 33rd AGM of the Company is being held through VC/OAVM.
2. Explanatory Statement pursuant to Section 102 of the Act relating to Item Nos. 3 and 4 of the Notice of the 33rd AGM, setting out material facts concerning each item of Special Business, Additional information pursuant to the Listing Regulations and SS-2 issued by ICSI in respect of Directors seeking re-appointment is annexed hereto. The Directors have furnished the requisite consents/declarations for their reappointment.
3. In terms of MCA Circulars, physical attendance of members has been dispensed with and therefore there is no requirement of appointment of proxies. Accordingly, 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 MCA 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. Since the 33rd AGM is being held through VC/OAVM, the Route Map is not annexed to this Notice.

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 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 8th June, 2023, 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. Other documents referred to in the notice, if any, will be available for electronic inspection. The members seeking to inspect such documents can send e-mail to investors@odysseytec.com.

8. The Register of Members and the Share Transfer Books of the company shall remain closed from Monday, 12th June 2023 to Wednesday, 14th June, 2023 (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 to send you the communications via email.
11. In line with aforesaid MCA Circulars and SEBI Circulars, the Annual Report including Notice of the 33rd 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 Thirty Third AGM and the Annual Report 2022-23 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 NSDL at www.evoting.nsdl.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. 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.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.odysseytec.com under investors section. It may be noted that any service request can be processed only after the folio is KYC Complaint.
15. SEBI vide its notification SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated listed companies shall henceforth issue securities in dematerialized mode only, while processing requests for transfer of securities including transmission and transposition. In view of this, in order to eliminate all risks associated with physical shares, members holding shares in physical form are requested to convert 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, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, 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 National Securities Depository Limited (NSDL) to provide e-voting facility for this year. 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 33rd Annual General Meeting and the Annual Report 2022-23 is also available on the NSDL's website: www.nsdl.co.in.

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

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

Commencement of e-voting	End of e-voting
11 th June 2023, Sunday, at 9:00 A.M. (IST)	13 th June 2023, 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 7th June 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL 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.

NSDL e-voting System- For Remote e-voting and e-voting during the AGM

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

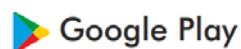
Login method for Individual shareholders holding securities in demat mode with NSDL

- Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added

services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **"Register Online for IDeAS Portal"** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

(a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

(b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

(c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

(a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

(b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

(c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

(d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to needamohan@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 investors@odysseytec.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 (investors@odysseytec.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF 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 Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting

on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (investors@odysseytec.com) before 8th June, 2023. The same will be replied by the company suitably.
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.

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, 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. 7th June 2023 and who have updated their PAN with the Company/DP, should follow the instructions as above mentioned 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 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 NSDL www.nsdl.co.in 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, 14th June 2023.

By order of the Board of Directors
For Odyssey Technologies Limited

Registered Office:

5th Floor, Dowlath Towers,
63, Taylors Road,
Kilpauk,
Chennai-600 010
Date : May 8, 2023

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 and 4 of the accompanying Notice:

Item No.3 : Re-appointment of Mr. B. Robert Raja (DIN : 00754202) as Chairman and Managing Director, liable to retire by rotation, with effect from 1st April, 2023 up to 31st March, 2026

The shareholders of the Company at their 30th Annual General Meeting of the Company ('AGM') held on 16th September 2020 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 2020 up to 31st March 2023, liable to retire by rotation, by passing a Special Resolution pursuant to the provisions of Sections 2(54), 196,197 and 203 read with Schedule V and other applicable Rules and provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of the above appointment were within the overall limits of Schedule V of the Companies Act, 2013.

The present tenure of Mr. B. Robert Raja, Chairman and Managing Director of the Company expires on 31st March, 2023. 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, 2023 up to 31st March, 2026 upon the terms and conditions including the remuneration as recommended by the Nomination and Remuneration Committee of Directors at their meeting held on 24th January 2023. Mr.B.Robert Raja will be turning 70 years of age in the final year of his proposed tenure of reappointment. Section 196 (3)(a) of the Companies Act, 2013 allows him to be reappointed as Chairman and Managing Director of the Company by passing a Special Resolution along with sufficient justification for such appointment as required in the explanatory statement.

Mr. B. Robert Raja's rich and vast experience, expertise in Information Technology industry coupled with the knowledge of general business management and his strong Board performance and his continuous association as a Director will be beneficial and to the best interest of the Company even after him attaining age of 70 years during the final year of his term of appointment.

Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that approval of shareholders for appointment/reappointment of a person on the Board of Directors (or as a manager) is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since Mr.B.Robert Raja's tenure of appointment commences from 01.04.2023, approval of shareholders is being sought for within 3 months from such date in this Annual General Meeting.

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, 2023 up to 31st March, 2026.

B. Remuneration :

The CMD shall be paid remuneration up to an amount not exceeding Rs.5,43,300/- per month (CTC of Rs.72,00,000/- per annum) during the period of his tenure effective from 1st April 2023 till 31st March, 2026, 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 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 33 years and focusing on information security vertical for the past 23 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 2022-23	FY 2021-22	FY 2020-21
1	Revenue from Operations (Net)	2419.30	2267.46	1659.07
2	Profit before Tax	565.22	637.14	235.49
3	Profit after Tax	436.61	459.72	193.14
4	Share Capital	1577.88	1574.62	1574.62
5	Net Profit as computed under Section 198 of the Companies Act, 2013	565.22	637.14	235.48
6	Rate of Dividend on Equity shares (%)	NA	NA	NA

(5) Foreign investments or collaborations if any: NIL

II. Information about the appointee:

(1) Background details:

He has over 16 years of experience in various capacities in Government service including the Indian Revenue Services and his designation was Deputy Commissioner of Income Tax at the time of leaving the service in 1992.

He has been actively involved for more than 30 years 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 2022-23	FY 2021-22	FY 2020-21
1	Remuneration paid to CMD	72.00	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.

(4) Remuneration proposed:

Rs.5,43,300/- per month(CTC of Rs.72,00,000/- per annum) during the period of his tenure effective from 1st April 2023 till 31st March, 2026, which is inclusive of Salary, allowances, perquisites and benefits . The perquisites and benefits are valued as per Income Tax Rules, 1962. In addition the CMD is entitled to the following benefits.

- Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable,
- Gratuity at the rate of 15 days salary for each completed year of service at the end of tenure,
- Encashment of unavailed leave at the end of the tenure,
- Use of Company's Car for official purposes, as per the rules of the Company, which shall not be considered as perquisite.
- Any other benefit as may be provided by the Company and agreed upon by the Board of Directors of the Company as per the Employment Rules of the Company, as may be amended from time to time.

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

market standards and the said remuneration, as enhanced, shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof.

(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 72,79,955 equity shares in the Company constituting 46.14% of paid up equity share capital of the company as on March 31, 2023.

Mr. B. Robert Raja is related to Mr. B. Antony Raja, who is 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. 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 resource intensive and time consuming task and Odyssey had undertaken that with a smaller capital base than is usual for such product development companies.

Product development, gaining market acceptance and then scaling the operations led to a slow but steady growth in revenues over the last two decades.

(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 2022-23 is Rs.436.61 lakhs as compared to the net profit of Rs.459.72 lakhs during the FY 2021-22. The company is expected to become more profitable in the coming years.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration of the CMD as specified above are now being placed before the members for their approval. The Board commends the Resolution at Item No.3 for approval by the members.

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

Item No.4 : Re-appointment of Mr. B. Antony Raja (DIN: 00754523) as Whole-time Director & CFO, liable to retire by rotation, with effect from 1st April, 2023 up to 31st March, 2026.

The shareholders of the Company at their 30th Annual General Meeting of the Company held on 16th September 2020 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 2020 up to 31st March 2023, liable to retire by rotation, by passing a Special resolution pursuant to the provisions of Sections 2(94), 196, 197 and 203 read with Schedule V and other applicable Rules and provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of the above appointment was within the overall limits of Schedule V of the Companies Act, 2013.

Since the present tenure of Mr. B. Antony Raja, Whole-time Director & CFO of the Company expires on 31st March, 2023, 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, 2023 up to 31st March, 2026 upon the terms and conditions including the remuneration as recommended by the Nomination and Remuneration Committee of Directors at their meeting held on 24th January 2023.

Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that approval of shareholders for appointment/reappointment of a person on the Board of Directors (or as a manager) is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since Mr.B.Antony Raja's tenure of appointment commences from 01.04.2023, approval of shareholders is being sought for within 3 months from such date in this Annual General Meeting.

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, 2023 up to 31st March, 2026.

B. Remuneration :

The WTD & CFO shall be paid remuneration up to an amount not exceeding Rs.3,78,300/- per month (CTC of Rs.50,00,000/- per annum) during the period of his tenure effective from 1st April 2023 till 31st March, 2026, 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:-

- a. Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable,
- b. Gratuity at the rate of 15 days salary for each completed year of service at the end of tenure,
- c. Encashment of unavailed leave at the end of the tenure,
- d. Use of Company's Car for official purposes, as per the rules of the Company, which shall not be considered as perquisite.
- e. Any other benefit as may be provided by the Company and agreed upon by the Board of Directors of the Company as per the Employment Rules of the Company, as may be amended from time to time.

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

C. Minimum Remuneration :

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

D. Nature of Duties:-

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

E. Other terms & conditions :

(i) The terms and conditions of the above appointment shall be within the overall limits of Section II of Part II of Schedule V to the Companies Act, 2013 as may be amended from time to time. Wherein in any financial year the company has adequate profits, the remuneration payable to the WTD & CFO shall be within the prescribed limit as laid down in Section I of Part II of Schedule V or any modification(s) thereto.

(ii) The WTD & CFO as long as he functions as such shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof.

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

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

I. General information:

(1) Nature of industry:

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

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

The Company has been in business for the past 33 years and focusing on information security vertical for the past 23 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 2022-23	FY 2021-22	FY 2020-21
1	Revenue from Operations (Net)	2419.30	2267.46	1659.07
2	Profit before Tax	565.22	637.14	235.49
3	Profit after Tax	436.61	459.72	193.14
4	Share Capital	1577.88	1574.62	1574.62
5	Net Profit as computed under Section 198 of the Companies Act, 2013	565.22	637.14	235.49
6	Rate of Dividend on Equity shares (%)	NA	NA	NA

(5) Foreign investments or collaborations if any: NIL

II. Information about the appointee:

(1) Background details:

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 32 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 2022-23	FY 2021-22	FY 2020-21
1	Remuneration paid to WTD & CFO	50.00	42.00	36.00

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

He has over 32 years of experience in handling Finance, Administration, Human Resources and managing the day to day activities of the company.

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

(4) *Remuneration proposed:*

Rs.3,78,300/- per month (CTC of Rs.50,00,000/- per annum) during the period of his tenure effective from 1st April 2023 till 31st March, 2026, which is inclusive of Salary, allowances, perquisites and benefits. The perquisites and benefits are valued as per Income Tax Rules, 1962. In addition WTD & CFO is entitled to the following benefits:-

- Contribution to Provident Fund, Superannuation or Annuity fund to the extent these either singly or put together are not taxable,
- Gratuity at the rate of 15 days salary for each completed year of service at the end of tenure,
- Encashment of unavailed leave at the end of the tenure,
- Use of Company's Car for official purposes, as per the rules of the Company, which shall not be considered as perquisite.
- Any other benefit as may be provided by the Company and agreed upon by the Board of Directors of the Company as per the Employment Rules of the Company, as may be amended from time to time.

Any time during the term of these three years, the remuneration payable to the WTD & CFO may be revised by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, based on the performance of the Company, performance of the WTD & CFO and his contributions to the growth of the Company and the market standards and the said remuneration, as enhanced, shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof.

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

Comparable experience profiles attract a minimum remuneration in excess of Rs.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 5,03,000 equity shares in the Company constituting 3.19% of paid up equity share capital of the company as on March 31, 2023.

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. 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 resource intensive and time consuming task and Odyssey had undertaken that with a smaller capital base than is usual for such product development companies.

Product development, gaining market acceptance and then scaling the operations led to a slow but steady growth in revenues over the last two decades.

(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 2022-23 is Rs.436.61 lakhs as compared to the net profit of Rs.459.72 lakhs during the FY 2021-22. The company is expected to become more profitable in the coming years.

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

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

By order of the Board of Directors
For Odyssey Technologies Limited

Registered Office:
5th Floor, Dowlath Towers,
63, Taylors Road,
Kilpauk,
Chennai-600 010
Date : May 8, 2023

B.Purnima
Company Secretary &
Compliance Officer
Membership No.: ACS 30500

**DETAILS OF THE DIRECTORS PROPOSED FOR RE-APPOINTMENT 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
Date of birth	March 3, 1955	December 17, 1958
Age	68 years	64 years
Qualifications	Bachelor of Business Administration (B.B.A) and an Ex-Indian Revenue Service (IRS) Officer	Diploma in Mechanical Engineering (D.M.E)
Brief profile	<p>He has over 16 years of experience in various capacities in Government service including the Indian Revenue Services 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 for more than 30 years 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 more than 32 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	General Computing, Cryptography.	Marketing, Finance, Legal & H.R.
Date of appointment on the Board of Directors	Oct 3, 1992	Apr 06, 1990
Date of last reappointment on the Board of Directors	April 1, 2020	April 1, 2020
No. of Board Meetings attended during the financial year 2022-23	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 33 rd AGM to be held on June 14, 2023.	The terms and conditions of re-appointment shall be as approved by the members in the 33 rd AGM to be held on June 14, 2023.

Name & Designation	Mr. B. Robert Raja Chairman & Managing Director	Mr. B. Antony Raja Whole-time Director & CFO
List of outside Directorships held	1. Peirce Leslie India Limited 2. P L Agro Technologies Limited	Nil
Chairman/Member of the Committees of Board of Directors of the Company	Member - Nomination and Remuneration Committee.	Member- Audit Committee Member- Stakeholders Relationship Committee
Chairmanship/ Membership of the Committees of Board of Directors of other Companies in which Directorship is held	None	None
Directorship in other listed entity (Category of Directorship)	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
No. & Percentage of Shares held in the Company	72,79,955 [46.14 %]	5,03,000 [3.19%]