

**Compliance Certificate on  
Odyssey Technologies Limited  
Employees Stock Option Scheme- 2019 ("ESOP-2019")**

**Pursuant to Regulation 13 of the Securities and Exchange Board of India  
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021**

To  
The Members,  
**ODYSSEY TECHNOLOGIES LIMITED**  
CIN: L51909TN1990PLC019007  
5th Floor, Dowlath Towers,  
63, Taylors Road, Kilpauk,  
Chennai- 600010.

Dear Members,

**We, B RAVI & ASSOCIATES, represented by its Managing Partner CS Dr B Ravi**, having its office at Old No 16, New No 42, Rathinam Street, Gopalapuram, Chennai 600086 vide Firm Registration No: **P2016TN052400**, Company Secretaries in practice, have been appointed as the Secretarial Auditor for the financial years **April 1, 2025 till March 31, 2030.**, vide a resolution passed at the 35<sup>th</sup>AGM held on 18.06.2025 of ODYSSEY TECHNOLOGIES LIMITED (hereinafter referred to as 'the Company'), having CIN: L51909TN1990PLC019007 and having its registered office at 5th Floor, Dowlath Towers, 63, Taylors Road, Kilpauk, Chennai-600010.

This certificate is issued pursuant to Regulation 13 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations") for the year ended 31<sup>st</sup> March 2026.

**Management Responsibility:**

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems, to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively and also to ensure the authenticity of documents and information furnished.



*B. Ravi*

## Verification:

The Company has implemented Odyssey Technologies Limited Employees Stock Option Scheme-2019 ("ESOP-2019") in accordance with the Regulations and the Special Resolution passed by the members at the 29<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September, 2019 authorizing the Board of Directors to issue employee stock options to employees as defined in the Scheme.

For the purpose of verifying the compliance of the Regulations, we have examined ESOP-2019 Scheme furnished by the Company, the Articles of Association of the Company and the Resolutions passed at the meeting of the Board of Directors, Nomination and Remuneration Committee and the Shareholders at the General Meeting.

We have also reviewed the documentation pertaining to the circular resolution passed by the **Nomination and Remuneration Committee** of the Board of Directors on **April 23, 2025**. This resolution authorized the allotment of **37,800 equity shares** (face value of Rs. 10/- each) at an exercise price of **Rs. 15/- per share**, pursuant to the **ESOP-2019 Scheme**.

We have examined relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder and such other documents required issuing this certificate.

## Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented ESOP-2019 Scheme in accordance with the applicable provisions of the Regulations and Resolution of the Company in the General Meeting.

## Assumption & Limitation of Scope and Review:

1. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
2. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
3. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

Place: Chennai  
Date: 01.04.2026

Signature:   
Name of Company Secretary in practice: CS Dr. B Ravi  
FCS No.: 1810 CP No.: 3318  
**MANAGING PARTNER**  
**B RAVI & ASSOCIATES**  
Firm Registration Number: P2016TN052400  
Peer Review Certificate Number: 6835/2025  
**UDIN: F001810H000002118**

