

Date : 12th December, 2023

The Manager – Listing
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Dear Sir,

Sub : Disclosure of Voting Result – Postal Ballot Notice dated 30th October, 2023
Ref : Scrip Code - 530175

The Company had sought approval of the members for the following businesses:

- (i) Appointment of Mr.Alagappan Chandramouli (DIN: 02299091) as an Independent Director of the Company and;
- (ii) Appointment of Mr.S.Sendamarai Kannan (DIN: 09123907) as an Independent Director of the Company.

Details of voting results of the Postal Ballot, conducted through remote e-voting process, in respect of resolutions contained in the Postal Ballot Notice dated 30th October, 2023, is enclosed in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the Scrutinizer's Report on the e-voting.

The said resolutions are passed with the requisite majority on 11th December, 2023 (the last date for e-voting).

Kindly take the above information on record and confirm compliance.

Thanking you,

Yours truly,
For Odyssey Technologies Limited



B.Purnima
Company Secretary & Compliance Officer

Encl : As above

CERTIFIED TRUE COPY OF THE MINUTES OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT BY WAY OF REMOTE E-VOTING PROCESS BY MEMBERS OF ODYSSEY TECHNOLOGIES LIMITED ON MONDAY, THE 11TH DAY OF DECEMBER, 2023.

The notice of postal ballot dated 30th October, 2023 ('Notice') pursuant to section 110 read with Section 108 of the Companies Act, 2013, read with rule 20 and rule 22 of the Companies (Management and Administration) Rules, 2014, was sent by electronic mode to the members at their email addresses registered with the Depository Participant / the Company on 9th November, 2023 in compliance with General Circular Nos.14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No.10/2021 dated June 23, 2021, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"). The Notice was sent to all the members whose names appeared in the Register of Members / the List of Beneficial Owners maintained by the Company / depositories as on Wednesday, 8th November 2023.

The Board of Directors at its meeting held on 30th October, 2023 appointed Mr. A. Mohan Kumar, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. Pursuant to the provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and applicable MCA circulars, the Company had provided e-voting facility to its Members in respect of the businesses to be transacted through postal ballot as stated in the Notice. The Company availed the services of National Securities Depository Limited (NSDL) to provide e-voting facility to the Members. The remote e-voting period commenced on 12th November, 2023 (Sunday) at 9.00 AM and ended on 11th December, 2023 (Monday) at 5.00 PM.

After scrutiny of votes cast through e-voting facility as received upto 5.00 p.m. on Monday, 11th December, 2023 (being the last date fixed for e-voting), Mr. A. Mohan Kumar, Scrutinizer, confirmed vide e-mail that both Special resolutions had been passed on 11th December, 2023 and submitted his report on Tuesday, 12th December, 2023. Extract of the relevant portion of the Scrutinizer's report pertaining to each resolution is reproduced as below under the respective resolutions:

SPECIAL BUSINESS:

RESOLUTION NO.1

Special Resolution

APPOINTMENT OF MR.ALAGAPPAN CHANDRAMOULI (DIN : 02299091) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to provisions of sections 149,150,152,161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification 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 Securities and Exchange Board of India (“SEBI”) as amended from time to time and Articles of Association of the Company, upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the Nomination & Remuneration policy of the Company, Mr. Alagappan Chandramouli (DIN:02299091), appointed as Additional Director of the Company, categorised as Independent with effect from October 30, 2023 in terms of Section 161 of the Act, being eligible for appointment as Independent Director and who meets the criteria for independence as provided under Section 149(6) of the Act along with the rules framed thereunder and applicable SEBI Regulations and in respect of whom the Company has received notice in writing under section 160 of the Act, from a member proposing him as a Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation for a term of five consecutive years with effect from October 30, 2023 up to October 29, 2028.”

“RESOLVED FURTHER THAT Mr.B.Antony Raja, Whole-time Director & CFO of the Company and Ms.B.Purnima, Company Secretary & Compliance Officer of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

In favour of Resolution			Against Resolution			Invalid votes*	
No. of Members voted in E-voting	No. of votes cast (Shares)-E-voting	% of total number of valid votes cast	No. of Members voted in E-voting	No. of votes cast (Shares)-E-voting	% of total number of valid votes cast	No. of Members voted in E-voting	No. of votes cast (Shares)-E-voting
92	10071714	99.997	2	320	0.003	1	2075

The aforesaid Special Resolution was passed with requisite majority.

**The voting by the concerned director and his relatives has been considered invalid by the Scrutinizer as the director was interested in this resolution.*

RESOLUTION NO.2

Special Resolution

APPOINTMENT OF MR.S.SENDAMARAI KANNAN (DIN : 09123907) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to provisions of sections 149,150,152,161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification 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 Securities and Exchange Board of India (“SEBI”) as amended from time to time and Articles of Association of the Company, upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the Nomination & Remuneration policy of the Company, Mr. S.Sendamarai Kannan (DIN : 09123907), appointed as Additional Director of the Company,





categorised as Independent with effect from October 30, 2023 in terms of Section 161 of the Act, being eligible for appointment as Independent Director and who meets the criteria for independence as provided under Section 149(6) of the Act along with the rules framed thereunder and applicable SEBI Regulations and in respect of whom the Company has received notice in writing under section 160 of the Act, from a member proposing him as a Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation for a term of five consecutive years with effect from October 30, 2023 up to October 29, 2028.”

“RESOLVED FURTHER THAT Mr. B. Antony Raja, Whole-time Director & CFO of the Company and Ms.B.Purnima, Company Secretary & Compliance Officer of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

In favour of Resolution			Against Resolution			Invalid votes*	
No. of Members voted in E-voting	No. of votes cast (Shares)- E-voting	% of total number of valid votes cast	No. of Members voted in E-voting	No. of votes cast (Shares)- E-voting	% of total number of valid votes cast	No. of Members voted in E-voting	No. of votes cast (Shares) -E-voting
93	10073789	99.997	2	320	0.003	0	0

The aforesaid Special Resolution was passed with requisite majority.

B.ROBERT RAJA
CHAIRMAN

CERTIFIED TRUE COPY



B.PURNIMA
COMPANY SECRETARY



SCRUTINIZER REPORT FOR POSTAL BALLOT

OF

ODYSSEY TECHNOLOGIES LIMITED

TO,
THE CHAIRMAN,
M/s. ODYSSEY TECHNOLOGIES LIMITED,
5th FLOOR, DOWLATH TOWERS,
63, TAYLORS ROAD,
KILPAUK, CHENNAI - 600010.

Dear Sir,

SUB: PASSING OF RESOLUTIONS THROUGH POSTAL BALLOT IN TERMS OF SEC 110
OF THE COMPANIES ACT 2013

I, A. Mohan Kumar, Practicing Company Secretary, Chennai – 42, have been appointed as a Scrutinizer by the Board of Directors of M/s. Odyssey Technologies Limited at their meeting held on 30th October, 2023 for the purpose of scrutinizing the postal ballot through e-voting held from 12th November 2023, Sunday, at 9:00 A.M. (IST) to 11th December 2023, Monday, at 05:00 P.M.(IST) under the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and I submit my report as under:

Management Responsibility:

The Management is responsible for ensuring compliance under the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), for passing Ordinary/Special Resolutions in respect of items mentioned elsewhere in this report.

Scrutinizer's responsibility:

My responsibility as the Scrutinizer of the voting process, is restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare Scrutinizer's report of the votes cast in favour and against the resolution stated in the postal ballot notice, based on the reports generated from the E-voting system provided by the National Securities Depository Limited (NSDL), the service provider.

As per the information furnished to me by the Company and after the scrutiny of remote e-voting result, I submit hereunder:

1. The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on Wednesday, November 08, 2023 ("the cut-off date"), the Company completed dispatch of the Notice of Postal Ballot on Thursday, November 09, 2023 by E-Mail to the Members who had registered their email ids with the Company/ Depositories. The postal ballot notice was also made available on the Company's website at <https://www.odysseytec.com>.
2. The Public Advertisement with respect to dispatch of postal ballot was published on Friday, November 10, 2023 in English Newspaper "Trinity Mirror" & in Tamil Newspaper "Makkal Kural"
3. In terms of the aforesaid notice, Members were required to convey their assent or dissent, through remote e-voting system, on e-voting platform provided by National Securities Depository Limited (NSDL) from 12th November 2023, Sunday, at 9:00 A.M. (IST) to 11th December 2023, Monday, at 05:00 P.M.(IST).
4. 95 Members had cast their votes on the remote e-voting platform till 5:00 p.m, (IST) on 11th December 2023, Monday.
5. After the scrutiny of the remote e-voting result, we report that both the (Special) Resolutions as contained in the Notice of Postal Ballot dated October 30, 2023 have been passed with special majority.
6. A Summary of the postal ballot resolutions scrutinized is given below

S. NO	Resolutions	Nature of resolutions
1	To Approve the appointment of Mr. Alagappan Chandramouli as an Independent director of the company	Special
2	To Approve the appointment of Mr. S. Sendamarai Kannan as an Independent director of the company.	Special

The details of the number of remote e voting carried out by members and the valid/ invalid votes in respect of the above said resolution are given below:

RESOLUTION 1:-(SPECIAL RESOLUTION)**APPOINTMENT OF MR.ALAGAPPAN CHANDRAMOULI (DIN: 02299091) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

	Particulars	Voter count	No of votes	% of voting to the total valid votes
E - voting	Invalid	1	2075	NA
	In favour	92	10071714	99.997%
	Against	2	320	0.003%

The voting by the concerned director has been considered invalid as he is interested in this resolution.

Since **10071714** valid votes were in favour of aforesaid Special Resolution constituting **99.997%** of the total number net valid votes cast as per summary above (more than 75% majority), I hereby report that the above said resolution is passed as Special Resolution.

RESOLUTION 2:- (SPECIAL RESOLUTION)**APPOINTMENT OF MR. S.SENDAMARAI KANNAN (DIN:09123907) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

	Particulars	Voter count	No of votes	% of voting to the total valid votes
E - voting	Invalid	0	0	NA
	In favour	93	10073789	99.997%
	Against	2	320	0.003%

Since **10073789** votes were in favour of aforesaid Special Resolution constituting **99.997%** of the total number net valid votes cast as per the summary above (more than 75% majority), I hereby report that the above said resolution is passed as Special resolution.

3. You may accordingly declare the result of the voting by Postal Ballot (through e-voting process).

Custody of records:

All electronic data and relevant records of e-voting have been handed over to the Company Secretary for safekeeping.

Thank you,
Yours faithfully,

FOR MOHAN KUMAR & ASSOCIATES



A handwritten signature in black ink, appearing to be "A. Mohan Kumar".

Place: CHENNAI

Date: 12th December, 2023

A. MOHAN KUMAR

PRACTISING COMPANY SECRETARY

MEMBERSHIP NUMBER: FCS 4347

CERTIFICATE OF PRACTICE NUMBER: 19145

PEER REVIEW CERTIFICATE NUMBER: 2205/2022

UDIN: F004347E002911493

General information about company	
Scrip code	530175
NSE Symbol	
MSEI Symbol	
ISIN	INE213B01019
Name of the company	Odyssey Technologies Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	11-12-2023
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	A.Mohan Kumar
Firms Name	Mohan Kumar & Associates
Qualification	CS
Membership Number	4347
Date of Board Meeting in which appointed	30-10-2023
Date of Issuance of Report to the company	12-12-2023

Voting results	
Record date	08-11-2023
Total number of shareholders on record date	6708
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2



Resolution (1)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Special No Appointment of Mr.Alagappan Chandramouli (DIN:02299091) as an Independent Director of the Company				
Description of resolution considered								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8735552	8463707	96.8881	8463707	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8735552	8463707	96.8881	8463707	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	7071523	1608327	22.7437	1608007	320	99.9801	0.0199
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7071523	1608327	22.7437	1608007	320	99.9801	0.0199
Total		15807075	10072034	63.7185	10071714	320	99.9968	0.0032
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	2075



Note : The voting by the concerned director has been considered invalid as he is interested in this resolution.

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr.S.Sendamarai Kannan (DIN:09123907) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8735552	8463707	96.8881	8463707	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8735552	8463707	96.8881	8463707	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	7071523	1610402	22.7731	1610082	320	99.9801	0.0199
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7071523	1610402	22.7731	1610082	320	99.9801	0.0199
Total		15807075	10074109	63.7316	10073789	320	99.9968	0.0032
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

