

**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 600 086 vide Firm Registration No: **P2016TN052400**, Company Secretaries in practice, have been appointed as the Secretarial Auditor for the financial year 2023-24, vide a resolution passed at its meeting held on 8th May 2023 by the Board of Directors 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 31st March 2024.

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 General Meeting of the Company held on 25th 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 read the minutes of the meetings of the Nomination and Remuneration Committee held during the year and noted that 28,300 equity shares of Rs.10/- each were allotted during the financial year ended 31st March 2024.

We have also examined relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder and such other documents required to issue 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: 20.04.2024

For B RAVI & ASSOCIATES
COMPANY SECRETARIES

B. Ravi



CS DR. B RAVI
FCS No.: 1810 CP No.: 3318
MANAGING PARTNER
Firm Registration Number: P2016TN052400
Peer Review Certificate Number: 930/2020
UDIN: F001810F000197236