

BOOK POST



Odyssey Technologies Ltd

To

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ODYSSEY TECHNOLOGIES LIMITED
Arjay Apex Centre, II Floor
No. 51, College Road, Chennai- 600006

Annual
Report
2011-2012

Board of Directors

Mr.B.Robert Raja
Chairman & Managing Director

Mr.B.Antony Raja
Whole-time Director

Mr.Gautam Jain

Mr.G.Rajasekaran

Mr.U.Rathish Babu

Company Secretary

Ms.S.Ramya

Registered Office

Arjay Apex Centre, II Floor
No. 51, College Road
Chennai - 600006
Phone : 91 44 2823 3495
Fax : 91 44 2827 1559
Email : investors@odysseytec.com
URL : <http://www.odysseytec.com>

Solicitors & Advocates

Mr. Muraleedhara Reddy
Ground Floor, New No. 21, Old No. 11,
Venkataraman Street, Chennai - 600 017.

Auditors

M/s. B B Naidu & Co.
MC-PARKWAY
122(New #36),Marshalls Road,
Egmore,Chennai- 8

Bankers

HDFC Bank
Tamilnad Mercantile Bank
Oriental Bank of Commerce

Registrar & Share transfer agents

M/s. Cameo Corporate Services Limited
"Subramanian Building"
1, Club House Road
Chennai - 600002
Phone : 91 44 28460390
Email : cameosys@satyam.net.in

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Notice

NOTICE is hereby given that the Twenty second Annual General Meeting of the shareholders of Odyssey Technologies Limited will be held on Wednesday, September 26, 2012 at 3.00 p.m. at Siddhartha Hall, Hotel Goutham Manor, No.74, Mahatma Gandhi Road, Chennai - 600034 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited statements of accounts of the company for the year ended March 31, 2012 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr U. Rathish Babu, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s B B Naidu & Co, Chartered Accountants, the retiring Auditors of the company, as Statutory Auditors, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification the following Resolution as a Special Resolution.

"RESOLVED THAT pursuant to Section 314(1)(b) of the Companies Act, 1956 read with Director's Relatives (Office or Place of Profit) Rules, 2003 and other applicable provisions if any, consent of the Company be and is hereby accorded for the appointment of Ms. Isabelle Raja, a relative of Mr. B. Robert Raja, Managing Director of the Company, as Assistant Vice President (Communications) with effect from 18-06-2012 with the monthly salary of Rs.107,692/- (CTC of Rs.14 lakhs per annum) together with the usual allowances and benefits, amenities and facilities including superannuation fund, retiring gratuity and provident fund benefits applicable to other employees occupying similar post in the company.

"RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the board of directors including a committee thereof, to sanction at their discretion increments as they may deem fit and proper to promote her to higher grades at their discretion provided that the monthly remuneration is less than Rs.2,50,000/- or such higher limit as may be prescribed in the Director's Relative (Office or place of profit) Rules 2003, where central Government approval is not required.

5. To consider and if thought fit to pass with or without modification the following Resolution as a Special Resolution.

"RESOLVED THAT in supersession of the Special Resolution passed at the Annual General Meeting held on 29/09/2010 and pursuant to the provisions of Section 198, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the Central Government and any applicable approvals, consents, permissions and sanctions of such authorities as required under any statute(s), rule(s), regulations or any law for the time being in force, or as may be amended from time to time, consent of the Company be and is hereby accorded for revision in the remuneration to Mr. B. Antony Raja, Whole-time Director of the Company with effect from 1st June 2012 till the expiry of the current tenure of his office as whole-time director on the terms and conditions as set out in the Explanatory Statement annexed to this notice.

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors to vary, alter, change, modify the terms and conditions of the appointment (remuneration) provided that the quantum does not exceed the ceiling limits prescribed under the Act read with the Rules as existing and to be amended from time to time based on the Profits of the Company or based on the Effective Capital of the Company as the case may be.

"RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board of Directors, including a Committee thereof to take all such steps as may be necessary, proper and expedient to give effect to these Resolutions."

"RESOLVED FURTHER THAT Ms. S. Ramya, the Company Secretary, be and is hereby authorized to file relevant forms with the Registrar of Companies and complete all other formalities required in this regard."

By order of the Board

Place: Chennai
Date : August 08, 2012

S Ramya
Company Secretary

Notes:

1. Details pursuant to clause 49 of the Listing Agreement with the Stock Exchanges in respect of Director seeking reappointment at the Annual General Meeting is separately annexed hereto for item 2 – reappointment of Director Mr. U. Rathish Babu is detailed under clause 2(b) of the Corporate Governance report.
2. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the special resolution seeking approval for appointment of a relative to director to hold the office or place of profit as Assistant Vice President



(Communications) is annexed hereto for item No.4 above.

3. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the special resolution seeking approval for revision of remuneration to Whole-time Director and the information required under clause (iv) of proviso to paragraph (1) (B) of section II of part II of Schedule XIII of the Companies Act, 1956 are annexed hereto for item No.5 above.

4. Any member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of this company. The instrument appointing proxies, nevertheless, should be deposited at the registered office of the company not later than forty-eight hours before the commencement of the meeting.

5. Shareholders are requested to bring their copy of Annual Report to the meeting.

6. Shareholders and proxies are requested to fill the Attendance Slip for attending the meeting.

7. In case of Joint Holders, where more than one person attend the meeting, only such holder whose name appears on top of the order, will be entitled to vote.

8. Shareholders who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In addition, such members who hold shares in more than one folio are requested to write to the company immediately enclosing their share certificates for consolidation of their holdings in one folio.

9. All documents referred to in the Notice are open for inspection at the registered office of the company on all working days during office hours up to the date of the Annual General Meeting.

10. The register of members and the share transfer books of the company shall remain closed from September 24, 2012 to September 26, 2012 both days inclusive.

11. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

12. Consequent upon the introduction of section 109A of the

Companies Act, 1956 shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Registrar and Share Transfer Agents, M/s. Cameo Corporate Services Limited. The said Form 2B can also be downloaded from the web site of the company www.odysseytec.com

13. Shareholders holding the shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address etc to their Depository Participant (DP). These changes will be automatically reflected in the company's records.

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956.

Item No: 4

Ms. Isabelle Raja, daughter of Mr. B. Robert Raja, was employed with Odyssey Technologies Limited from 2001 to 2007.

During her employment with the company, her contributions were found to be instrumental to the growth of the company. In July 2007 she resigned from employment in order to pursue her higher studies in the USA. She has successfully received Master's degree in Business Administration (MBA) from The Gordon Marshall School of Business, USC, Los Angeles, CA in 2009 and subsequently acquired rich work experience and expertise in the field of Information Technology from various assignments in USA. In order to utilize her rich experience, it has been proposed by the Board of Directors to appoint Ms. Isabelle Raja as Assistant Vice President (Communications), with the company effective 18/06/2012 and referred the same to the selection committee for its approval.

The Selection Committee of the Independent Directors and Experts approved the proposed appointment of Ms. Isabelle Raja as Assistant Vice President (Communications) at their meeting held on 04-05-2012.

In terms of the provisions of section 314(1)(b) read with Director's Relatives (Office or Place of Profit) Rules, 2003, the appointment of relative of Director of the company requires the approval of the Members by way of special resolution. Accordingly, necessary Special Resolution is placed before the members under Item no. 4 of the notice for consideration and approval.

Except Mr, B. Robert Raja, being the relative of the proposed appointee, none of the Directors of the Company is concerned or interested in the above said resolution.



Item No: 5

As the shareholders are aware Mr B Antony Raja was holding the office of Whole-time Director of the Company effective 30th May 2000 and the shareholders at the 20th Annual General Meeting held on 29th September 2010 reappointed him for a period of 3 years with effect from 30th May 2010 and approved his appointment and the terms and conditions including remuneration. The above appointment (remuneration) was as per the requirement of Section B of Part II of Schedule XIII.

Mr B Antony Raja, founder director of the Company is instrumental in marketing the products and effectively managing the day to day affairs of the company. Ever since he was appointed as Whole-time Director of the Company, in view of reducing the financial burden during the development phase of the company, the remuneration paid to him was far less than the remuneration paid to other executives in the same line of industry and experience. Taking into consideration the valuable contribution made by Mr B Antony Raja, the Industry Standards and his experience the Remuneration Committee has recommended revision in the remuneration payable to Mr B Antony Raja with effect from 1st June 2012 till the remaining period of his present tenure as Whole-time director, which the Board of directors of the Company has unanimously accepted and commend before the Shareholders under item No.5 of the notice for consideration and approval. Even though the previous approval of the shareholders empowers the Board to alter the remuneration based on the effective capital from time to time within the ceiling limits provided under the Act, the Board of directors as Good corporate governance recommend to the shareholders for their approval of the revision in remuneration payable to the Whole-time Director.

Quantum proposed to be paid during the period 1st June 2012 to 30th May 2013 to the Whole-time Director is Rs.1,45,750/- per month as against Rs.1,20,750/- per month (CTC of Rs. 18,00,000/- per annum as against Rs.15,00,000/- per annum) which is inclusive of Salary, allowances, perquisites and benefits. The perquisites and benefits are valued as per Income Tax Rules 1962. In addition he is entitled for 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 the tenure and
- Encashment of unavailed leave at the end of the tenure

Information required under clause (iv) of proviso to paragraph (1) (B) of Section II of Part II of Schedule XIII of the Companies Act 1956.

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 about 22 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

Particulars	Rs. Lakhs		
	FY2011-12*	FY2010-11	FY2009-10
Sales	436.88	531.50	342.27
Profit Before Tax	51.41	149.97	22.88
Profit After Tax	51.71	150.15	23.82
Shareholders Funds	886.48	886.48	886.48
Net Profit as Computed under Section 198 of the Companies Act, 1956	90.71	188.65	58.49
Rate of Dividend on Equity Shares (%)	NA	NA	NA

(5) Export performance and net foreign exchange collaborations:

Particulars	Rs. Lakhs		
	FY2011-12*	FY2010-11	FY2009-10
Foreign Exchange Earned	0.35	0.34	11.77
Foreign Exchange Used	3.73	1.87	3.23

* The particulars mentioned above for FY 2011-12 are subject to adoption of the audited accounts of the company for the year ended March 31,2012 in ensuing AGM.

(6) Foreign investments or collaborators 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 23 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.

(2) Past remuneration

Particulars	Rs. Lakhs		
	FY2011-12	FY2010-11	FY2009-10
Remuneration Paid to Mr. B Antony Raja, Whole-time Director	15.00	14.50	11.66

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

He has over 23 years of experience in handling Finance, Administration, Human Resources and managing the day to day activities of the company.

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

(4) Remuneration proposed

Rs.1,45,750/- per month (18 Lakhs per annum) which is inclusive of Salary, allowances, perquisites and benefits. The perquisites and benefits are valued as per Income Tax Rules 1962. In addition he is entitled for 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 the tenure and
- Encashment of unavailed leave at the end of the tenure

(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 of Rs 24 lakhs per annum for handling similar functions in the 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 1,02,000 shares in the Company.

Mr B Antony Raja is related to Mr B Robert Raja, Chairman & Managing Director of the company

III. Other information:**(1) Reasons for losses or inadequate profits :**

Odyssey is engaged in software product development in the area of information security with particular reference to PKI based Digital Signature technologies. Further, the entire development was undertaken in-house so that the resultant Intellectual Properties will be entirely owned by the Company.

Building such products from the ground-up is a challenging and time consuming task and any organization that is engaged in a comparable venture has to go through this first phase of 3-5 years.

Even after the product development, gaining the acceptance of the market for such mission-critical applications is again a significant task and takes anywhere from 1 to 5 years depending on the marketing spend and other factors.

Odyssey has largely been in these two early phases and have successfully crossed them with limited capital resources. The expenditure incurred during these two phases are reflected as losses in the books of the company.

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 made in the FY 2011-12 is Rs.51.71 lakhs. The company is expected to become more profitable in the coming years.

Mr. B Antony Raja is interested in this Resolution as it relates to his remuneration. Mr B Robert Raja is interested as he is the brother of Mr B Antony Raja. None of the other Directors are interested in the Resolution set out in the Notice.

The Explanatory Statement together with the accompanying notice may be treated as an abstract of the terms of payment of remuneration to him under Section 302(7) of the Companies Act, 1956.

By order of the Board

Place: Chennai
Date : August 08, 2012

S Ramya
Company Secretary



DIRECTORS' REPORT

The Directors are delighted to present their report on the business and operations of your Company along with the Annual Report and audited financial statements for the financial year 2011-12.

FINANCIAL HIGHLIGHTS

	<i>Rs. lakhs</i>	
	FY 2011-12	FY 2010-11
Revenue from operations	436.89	531.51
Other income	13.65	9.39
Total Revenue	450.54	540.90
Purchase of stock-in-trade	4.77	2.25
Employee benefits expense	278.02	251.13
Finance costs	4.07	1.88
Depreciation expense	11.56	13.45
Other expenses	100.71	122.22
Profit before tax	51.41	149.97
Tax expenses		
Deferred Tax (Asset)	(0.30)	(0.18)
Profit/(Loss) after tax	51.71	150.15
Total Loss carried forward	(1152.99)	(1204.71)

RESERVES AND SURPLUS

The net profit generated during the year has been added to general reserves which in turn has reduced the carried forward loss.

DIVIDEND

Dividend on equity shares of the company for the year ended March 31, 2012 could not be recommended by your Directors in view of the carried forward loss from the previous years.

BOARD OF DIRECTORS

During the year there was no change in the constitution of Board of Directors of the Company.

Mr. U.Rathish Babu, Independent Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to clause 49 of the listing agreement, a management discussion and analysis report is given as a part of this report.

CORPORATE GOVERNANCE

Pursuant to clause 49 of the listing agreement, a report on Corporate Governance along with the auditors certificate for its compliance is included as a part of the annual report.

FINANCIAL CONDITIONS AND RESULTS OF OPERATION

Management discussion and analysis report for the year under review, as stipulated in clause 49 of the listing agreement is given as a separate part of the annual report. It contains a detailed write up and explanation about the performance of the company.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outflow required to be disclosed under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given in the annexure forming part of the report.

PERSONNEL

During the year under review, there were no personnel employed in the company whose particulars have to be set out in the Directors Report as required by the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under section 217(2AA) of the Companies Act, 1956 with respect to Directors' responsibility statement, it is hereby confirmed that:

1. In the preparation of the annual accounts applicable accounting standards have been followed;
2. Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2012 and of the profit/(loss) of the Company for the year ended on that date.
3. Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. Directors have prepared the annual accounts of the Company on a going concern basis.
5. Proper systems are in place to ensure compliance with all laws applicable to the company.

FIXED DEPOSITS

The company has not accepted any fixed deposits during the year.

RESEARCH AND DEVELOPMENT

During the year a sum of Rs.2,91,905/- was spent by way of capital expenditure and Rs.2,14,74,084/- as revenue expenditure towards the company's in- house R&D efforts.

Details of ESOP as per SEBI guidelines

Particulars	ESOP 2001	ESOP 2003	ESOP 2004	ESOP 2006
Options granted	129950	175000	210000	331300
Pricing formula	As per scheme	As per scheme	As per scheme	As per scheme
Options vested as on March 31, 2012	0	0	0	16436
Total No. of shares arising as a result of exercise of option as on March 31, 2012	0	0	0	0
Options lapsed • On account of time and resignation of employees • On account of non acceptance	123755 970	154025 0	178375 0	314314 0
Options exercised by employees during the previous years	5225	20975	31625	550
Variation of terms of options	NA	NA	NA	NA
Money realized by exercise of options in the FY 2011-12	Nil	Nil	Nil	Nil
Total no. of options in force	0	0	0	16436
Employee wise details of options granted : Senior Managerial personnel	7200	8800	30000	24000

AUDITORS

Messers B B Naidu & Co, Chartered Accountants, Statutory Auditors of the company who hold office until the conclusion of the forthcoming annual general meeting have confirmed vide the declaration obtained from them under section 224(1)(B) of the Companies Act, 1956 that they are eligible for reappointment and the reappointment, if made would be within the prescribed limits as stated under that section.

Government Authorities, Customers, Vendors and Shareholders during the year under review, in aiding the smooth flow of operations. Continued dedication and sense of commitment shown by the employees at all levels during the year deserve special mention.

For and on behalf of the Board of Directors

ACKNOWLEDGEMENT

Your directors express their grateful appreciation for the assistance and cooperation received from the Banks,

Place: Chennai

Date : August 08, 2012

B Robert Raja

Chairman & Managing Director



ANNEXURE TO DIRECTORS' REPORT

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988.

A Conservation of energy:

- (a) Energy conservation measures taken:
1. The company is in the business of Information Technology products and belongs to software industry, which is at present not covered under the list of industries that is required to furnish information in Form A specified under the rule. Hence Form A containing the disclosure of particulars with respect to conservation of energy is not annexed.
 2. Electricity consumption of the company is controlled with efficient monitoring mechanisms and employee training in energy conservation.
 3. Electrical infrastructure in the company is fully geared to automatically conserve the valuable energy resources.
- (b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy: **None**
- (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:
Electricity consumption has always been under control with judicious consumption.
- (d) Total energy consumption and energy consumption per unit of production as per Form A of the annexure in respect of industries specified in the schedule thereto: **Not annexed, as the industry in which the company is engaged is not covered under the list specified by the law.**

B Technology absorption:

- (a) Efforts made in technology absorption are given in Form B annexed to this report.

C Foreign exchange earnings and outgo:

- (a) Total foreign exchange used and earned:
Total foreign exchange earnings during the year (in terms of INR) : Rs.35,135/-
Total foreign exchange used for operations (in terms of INR) : Rs.3,73,424/-
Total foreign exchange outflow as investments in subsidiary company : NA

FORM B**Form for disclosure of particulars with respect to absorption.****Research and development (R & D)****1. Specific areas in which R & D is carried out by the company:**

Odyssey's R & D labs in the registered office premises have been functional since 1999. Odyssey's entire focus is on Cryptographic Algorithms, Public Key Infrastructure and PKI enabled security applications.

2. Benefits derived as a result of the above R & D:

The entire range of products in Odyssey's offerings have been developed out of these in-house R & D efforts and Odyssey owns the IPR of all these world-class products.

3. Future plan of action:

Odyssey intends to continue to bring more innovation into the existing product range and also make the range suitable for a wider range of vertical segments than now

4. Expenditure on R & D:

- (a) Capital Rs. 2,91,905/- was spent during the year for purchase of various equipments and other infrastructure needed for the R&D.
- (b) Recurring Rs.2,14,74,084/-has been spent during the year for the functioning of R&D department. That includes cost of development, hardware & software support, port charges and Internet connectivity charges etc.
- (c) Total Rs. 2,17,65,989/-
- (d) Total R & D expenditure as a percentage of total turnover : 49.82 %

Technology absorption, adaptation and innovation

1. Efforts, in brief, made towards technology absorption, adaptation and innovation:

As Odyssey is itself in the business of technology, its entire efforts are geared towards absorbing and making usable technological advances as they emerge.

2. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.

Odyssey has developed and maintains a set of world-class security products as a result of its technology efforts.

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished: **NA**

- (a) Technology imported.
- (b) Year of import.
- (c) Has technology been fully absorbed?
- (d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to clause 49 of the listing agreement with the stock exchanges, details of the management discussion and analysis are given below:

INDUSTRY STRUCTURE AND DEVELOPMENT

The company operates in the information security industry with particular focus on Public Key Technologies including PKI and Digital Signature enabled solutions.

The digital signature based solutions market continued to develop at more or less the same pace as earlier years. The market for other multi-factor authentication solutions grew at a better rate than earlier years, with a number of smaller banks seeking to adopt these spurred on by security considerations and some regulatory pressure.

A larger number of government organizations showed awareness about security needs and willingness to move over to digital certificate based security solutions.

Beyond the initial stipulations for corporate income tax returns, the digital signature based return signing has not been mandated for any further class of tax-payers. The year saw a significant growth in the number of digital certificate users in the country. However unless newer classes of tax-payers are brought under this mandate, the certificate population growth on this account may flatten out at these increased levels.

A number of initiatives are under way by various state governments to adopt digital certificates for VAT and other tax administration. When these become operational in the next 24 months or so, it is expected to give a significant fillip to the solutions market.

The mobile security market continued to remain fragmented between warring operating systems. The fragments remain too small in the country for specific security solutions to obtain the needed volume.

OPPORTUNITIES AND CHALLENGES

As of now, the internet authentication continues to remain the biggest opportunity. As the certificate usage increases, new players are expected to enter the Certifying Authority market and that could present a significant opportunity to the Company as it remains one of the more stable provider of certificate management solutions. The fierce competition that was seen in this space ten years back has slowly thinned down owing to various mergers and acquisitions.

Security for cloud computing remains another major opportunity. The company is continuing its initiatives in this area but yet to launch any specific solutions in the market.

The company is also seeing more willingness among larger I.T.Providers and System Integrators to partner with the company to address large opportunities in the country.

The challenges in this area continue to be the price pressure owing to competition from some international players. We expect that enhancing the delivery capacity could also pose a significant challenge. The company is taking measures to improve its hiring and skilling methodology.

PRODUCT WISE PERFORMANCE

While a good portion of the revenue came from existing customers, the company saw some significant new customers during the year. Further, during the year, revenue from services grew faster than the revenue from license sale. This is primarily due to the company shifting over to a 'Pay As You Go' model for some of its products during the year. The company expects to move most of the remaining products too under this model over the next two years. This strategy would be in sync with the company's proposed extension into cloud and mobile markets. Further, this holds a greater attraction for several customers as it reduces the capex for them. For the company it would mean increased and more predictable revenues.

A number of customer additions during the year were also a result of the partner initiatives undertaken by the company.

There were five new customers who together contributed about 14% of the revenues. Of the total revenue of 43.69 million rupees, 30% came from product licenses or enhancements and 70% from Services, solution customization and maintenance services.

From a product stream perspective, Snorkel provided 42% of the revenue, AltaSigna 27%, Certrix 26%, Piper 3% and Taexpert 2%.

OUTLOOK

The outlook continues to be optimistic. The company's products and solutions have gained market acceptance and it has built a reputation as a competitive provider of reliable solutions.

RISKS AND CONCERNS

We continued to face problems in large opportunities owing to our physical and balance sheet size. Almost all of such opportunities during the year were addressed through partners. This has its own effect on margins and flexibility.

We do not accept or receive sensitive, customer-owned data into our control or premises. But our products are used for protecting such sensitive data by the customers and some risk associated with emerging cyber-threat models exists. We continue to be on our guard against such concerns and our



products are constantly reengineered to minimize these concerns.

INTERNAL CONTROL SYSTEMS

Internal control systems continued to function as effectively as in the past. Top management and the Board of Directors and the Committees thereof continue to be actively involved in ensuring that all controls work as desired.

FINANCIAL AND OPERATIONS PERFORMANCE

The financial performance from the products and services of the company showed a marginal improvement. The overall revenue was less than the preceding year as a one-of-its-kind copyright sale done during the preceding year was absent in this year.

The increase in the man power costs continued to have an impact on performance. Given that the company is engaged in the R & D space of a niche technology, this will be difficult to avoid. The company is confident that with the

increase in revenue, the proportion of this cost item will shrink over time.

The total expenditure during the year was Rupees 39.91million against Rupees 39.09 million of the earlier year.

The interest cost was up at Rupees 0.36 million as against Rupees 0.13 million in the earlier year.

RESEARCH AND DEVELOPMENT

We continue to heavily invest in terms of both monetary and other resources for continuing research. We believe that continuing research is absolutely essential for keeping our competitive edge.

HUMAN RESOURCES DEVELOPMENT

There were fifty six employees in the rolls of Odyssey as against fifty five at the end of last year. The staff compensation levels at the company are almost on par with the best in the domestic industry. Attrition levels have been under reasonable control.

CORPORATE GOVERNANCE REPORT

The detailed report on Corporate Governance for the financial year April 1, 2011 to March 31, 2012 as per Clause 49 of the Listing Agreement entered with Stock Exchanges is set out below.

1) Odyssey's philosophy on Code of Governance

The company in its practice manifests transparency, accountability and uprightness in all operations. Odyssey is committed to achieving the set standards in Corporate Governance.

2) Board of directors

a. Composition and category

The composition of the board of directors of the company as on 31st March 2012 was as under.

Name	Designation	Category	Directorships in other Companies	Chairpersonship & Membership of Committees of Board of other Companies
Mr. B. Robert Raja	Chairman & Managing Director	Promoter / Executive Director	Nil	Nil
Mr. B. Antony Raja	Whole-time Director	Promoter / Executive Director	Nil	Nil
Mr. Gautam Jain	Director	Independent, Non-executive Director	Nil	Nil
Mr. G. Rajasekaran	Director	Independent, Non-executive Director	1	Nil
Mr. U. Rathish Babu	Director	Independent, Non-executive Director	6	Nil

b. Details of the Director proposed for reappointment

Name of the Director	Mr. U. Rathish Babu
Date of birth	02-05-1966
Date of appointment on the Board	August 10, 2011
Date of last reappointment	-
Qualification	Bachelors degree in Engineering – Instrumentation & Control Engineering from Bharathiar University. Senior Management Program from IIM, Bangalore.

Odyssey Technologies Limited



Brief profile	Started his career with HCL-HP Ltd where he was handling large Government institutions on specialized software applications. He later started his own company as a system integrator specializing in large area networks and fiber optic networks. Currently functioning as the CEO of Access Atlantech Edutainment Ltd, which runs the world's largest brand in media education – SAE College International. He brings 20 years of rich technology and business experience in the fields of information and media technologies.
Expertise in specific functional areas	Information Technology Software solutions for the Media & Entertainment Education industry.
List of outside Directorships held	1. Nestech Consulting Private Limited 2. Magnus Media Private Limited 3. Access Atlantech, UK 4. Collaboration Management & Control Solutions Private Limited 5. Access Atlantech Edutainment Limited 6. Aalaap Creez & Converse Private Limited.
Chairman/Member of the Committees of Board of Directors of the Company	Chairman – Remuneration Committee Member – Audit Committee
Chairman/Member of the Committees of Board of Directors of other Companies in which Directorship is held	None
No. of Shares held in the Company	1500

c. Board Meetings and Related Information

During the year four meetings of the board of directors were held on May 6, 2011, August 10, 2011, November 3, 2011 and January 20, 2012.

d. The attendance particulars of each Director at the Board Meetings for the financial year 2011-12.

Directors	No. of Board meetings attended during the year	Last AGM Attended
Promoter/Executive Directors		
Mr. B. Robert Raja	4	Yes
Mr. B. Antony Raja	4	Yes
Independent Directors		
Mr. Gautam Jain	3	No
Mr. G. Rajasekaran	4	Yes
Mr. U. Rathish Babu	3	Yes

e. Details of membership in the committee of Directors

Name	Committee	Profile	Meetings held	Meetings attended
Mr.B.Robert Raja	-	-	-	-
Mr.B.Antony Raja	Share transfer & Investor Grievance Committee	Member	4	4
	Audit Committee	Member	4	4
*Mr. Gautam Jain	Remuneration Committee	Chairman	-	-
	Audit Committee	Member	4	2
Mr. G. Rajasekaran	Share transfer & Investor Grievance Committee	Chairman	4	4
	Audit Committee	Chairman	4	4
	Remuneration Committee	Member	-	-
Mr. U. Rathish Babu	Remuneration Committee	Chairman	-	-
	Audit Committee	Member	4	2

* Mr. Gautam Jain, ceased to be the Chairman of Share Transfer & Investor Grievance Committee w.e.f 6th May 2011 and ceased to be the member of Audit Committee and Chairman of the Remuneration Committee w.e.f.3-11-2011

Odyssey Technologies Limited



f. Details of Shares held by the Directors

Name of the Director	No. of Shares
Mr.B.Robert Raja	3,75,700
Mr.B.Antony Raja	1,02,000
Mr.G. Rajasekaran	NIL
Mr.Gautam Jain	NIL
Mr. U Rathish Babu	1,500

g. Board meeting - other information

The Company holds at least four meetings of the Board of Directors every year. Minimum of seven days notice is given to all the Directors in the Board with a detailed Agenda enabling them to come prepared on the meeting day. Such meetings are normally held at the registered office of the company in Chennai.

The Board in its meetings reviews, analyses and approves the business plan, budgets, capex, quarterly results and limited review by auditors, minutes of the meetings of sub-committees, regulatory notices and reply, agreements and business partnerships entered into with others, statutory compliances, internal rules, regulations, formalities, ethics & procedures and other matters in ordinary course of business.

Minutes of the proceedings of such board meetings are promptly recorded and circulated to all the members for their comments. Within 30 days from the conclusion of the meeting such proceedings are entered in the Minutes book and signature of the Chairman is obtained on it. Such entered Minutes are usually approved in the next meeting of the Board of Directors.

3) Audit Committee**Composition and terms of reference.**

The Audit Committee had three members: Mr. G. Rajasekaran, Independent, Non-executive director was the Chairman of the committee, Mr. U. Rathish Babu, Independent Director & Mr. B Antony Raja, Promoter / Executive Director were the other members. All the members of the Audit Committee are financially literate.

During the year under review, Mr. Gautam Jain, ceased to be a member of Audit Committee w.e.f 03-11-2011.

The terms of reference of the Committee broadly comprise, among others

- Overall review of the Company's periodical financial statements; financial reporting process; disclosure policies and ensuring that they are appropriate, accurate and credible, compliance with legal and

other requirements relating to financial statements.

- Recommending the appointment of external auditors and fixation of audit fee and also approval for payment for other services.

- Periodic reviewing of the adequacy of the internal audit; internal controls and discussions with the external auditors thereon, etc.

Meetings and Attendance during the year.

During the year the committee met on May 6, 2011, August 10, 2011, November 3, 2011 and January 20, 2012. The attendance particulars are given below:

Name of the Director	No. of meetings attended
Mr. G. Rajasekaran	4
Mr. Gautam Jain	2
Mr. B.Antony Raja	4
Mr. U Rathish Babu	2

4) Remuneration Committee

Remuneration Committee of the board of directors consists of two members. Mr. U. Rathish Babu, Independent Director is the Chairman of the committee and Mr. G. Rajasekaran, Independent Director is the member.

During the year under review, Mr. Gautam Jain, ceased to be the chairman of Remuneration Committee w.e.f 03-11-2011.

Such Remuneration Committee (also called Compensation Committee) has been constituted to recommend and review the remuneration package of the Managing/Whole-time Directors and employees, based on performance and other criteria. Remuneration policy of the company is directed towards rewarding performance based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice.

a) Details of remuneration to Directors during the year

The aggregate value of salary and perquisites for the year ended March 31, 2012 paid to the Executive Directors are as follows:

Mr B.Robert Raja Chairman & Managing Director	Rs. 24,00,000
Mr B.Antony Raja Whole-time Director	Rs. 15,00,000

The break-up of the above aggregate is detailed below:

	B.Robert Raja	B.Antony Raja
Category	Promoter Director	Promoter Director
*Relationship with directors	Relative of Mr.B.Antony Raja	Relative of Mr.B.Robert Raja
Salary (paid during the year)	19,80,000	10,80,000
Allowances (paid during the year)	4,05,000	3,69,000
Commission / Incentives	0	0
Other annual components	15,000	51,000
Deferred benefits	0	0
Stock options granted during the year	0	0
Sitting fees	0	0

*There are no inter-se relationships between the other Board members.

b) Sitting fee paid to Non-executive Directors

	G. Rajasekaran	U. Rathish Babu
Sitting fees	12,000	9,000

There was no other payment apart from the above to any of the directors.

5) Share Transfer & Investor Grievance Committee

Share Transfer & Investor Grievance Committee is now under the chairmanship of Mr. G. Rajasekaran, Independent Director and the other member of the committee is Promoter / Executive Director Mr. B Antony Raja. During the year the committee met on four times viz. 4th August 2011, 18th October 2011, 12th December 2011 and 18th January 2012.

The company has not received any complaints from the shareholders during the year under review.

Ms.Ramya S, Company Secretary is the Compliance officer as stipulated by the listing agreement.

6) General Body Meetings**a) Location and time of Annual General Meetings held in last 3 years**

Year	AGM	Location	Date	Time
2009	19th	Sri P Obul Reddy Hall, Vani Mahal, T Nagar, Chennai - 600 017	30-09-2009	3.00 p.m.
2010	20th	Siddhartha Hall, Hotel Goutham Manor, No. 74, Mahatma Gandhi Road, Chennai - 600 034	29-09-2010	3.00 p.m.
2011	21st	Siddhartha Hall, Hotel Goutham Manor, No. 74, Mahatma Gandhi Road, Chennai - 600 034	28-09-2011	3.00 p.m.

b) Gist of special resolutions passed in the AGM held during the last three years**AGM held on 30-09-2009**

- Revision in remuneration of Mr.B.Robert Raja, Managing Director with effect from 1st June 2009 from Rs.1,50,000/- per month to Rs.2,00,000/- per month till the expiry of the tenure of his office as Managing Director.
- Revision in remuneration of Mr.B.Antony Raja, Whole-time Director with effect from 1st June 2009 from Rs.83,333/- per month to Rs.1,00,000/- per month till the expiry of the tenure of his office as Whole-time Director.

AGM held on 29-09-2010

- The existing Article 89 of the Articles of Association of the company was deleted and a new article was inserted in its place.
- Reappointment of Mr. B Robert Raja as Managing Director with effect from 30-05-2010 for a period of three years.
- Reappointment of Mr. B Antony Raja as Whole-time Director with effect from 30-05-2010 for a period of three year.

AGM held on 28-09-2011

- NIL -

c) There were no matters requiring approval of the members through Postal Ballot in the year under review**d) No special resolution is currently proposed to be conducted through Postal Ballot.****7) Disclosures**

- Disclosures have been made in the respective financial statements presented in the Annual Report, on materially significant related party transactions i.e. transactions of the company of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc., The company did not undertake any transaction with any related party having potential conflict with the interests of the company at large.

- The Company has complied with statutory requirements and no penalty or stricture has been imposed on the company by the stock exchanges or Securities and Exchange Board of India (SEBI) or any other statutory authority on any matter related to the capital markets during the last three years.

- The Company has a whistle blower policy, which provides an avenue for employees to raise concerns of any violations of Code of Conduct, incorrect or misrepresentation of any financial statements and reports, unethical behavior, etc. The policy provides adequate safeguards to employees reporting such violations to the Company. No employee has been denied access to the Audit Committee.

- The company has fully complied with the applicable mandatory requirements of Clause 49 of the listing agreements entered with Stock Exchanges.



e) The Ministry of Corporate Affairs, Government of India had issued the Corporate Governance Voluntary Guidelines 2009 ("the Guidelines"). The objective of these Guidelines is to encourage companies to voluntarily adopt best practices in Corporate Governance. The Guidelines focuses on matters relating to functions of the Board, Audit Committee, Auditors' role and Secretarial Compliance. The Corporate Governance framework of the Company already encompasses a significant portion of the recommendations contained in the Guidelines.

8) CEO/CFO Certification

As required by clause 49 of the Listing Agreement, the certificate obtained from Mr. B Robert Raja, Chairman & Managing Director and Mr. B Antony Raja, Whole-time Director was placed before the Board of Directors at their meeting held on 8th August 2012

9) Means of communication

a) The Quarterly reports in the prescribed format are published in the News papers ('News Today' – English and 'Malai Sudar' – Tamil) as required by the Listing Agreements entered with the Stock Exchanges.

b) Company's quarterly financial results and press releases are posted on the company's website www.odysseytec.com

c) The detailed Management Discussion and Analysis Report forms part of the annual report for the year.

d) The company has also posted information relating to its financial results and distribution of share holding on a quarterly basis for the Financial year 2011-12 on Corporate Filing & Dissemination System on website – <http://corpfilings.co.in>.

e) The details of directors are also updated on Direct Database <http://www.directorsdatabase.com> a Corporate Governance initiative of the Bombay Stock Exchange Limited

10) General shareholder information

a) Annual General Meeting

Number : Twenty Second AGM
Date and time : 26th September, 2012 at 3.00 p.m.
Venue : Siddhartha Hall, Hotel Goutham Manor, No.74, Mahatma Gandhi Road, Chennai -600034

Financial Calendar for the year ending 31st March 2013

Tentative Calendar:
First quarter results - First week of August 2012
Second quarter results - Last week of October 2012

Third quarter results - Last week of January 2013
Fourth quarter results - Last week of April 2013

b) Date of book closure

September 24, 2012 to September 26, 2012, both days inclusive

c) Dividend payment date

The company has not proposed to pay any dividend for the year under review.

d) Listing on stock exchanges

Equity shares of the company are listed in Bombay and Madras stock exchanges.
(listing fee for FY 2012-13 has been paid to both the exchanges)

e) Stock code

BSE Scrip name - ODYSSEYTEC
Scrip code - 530175

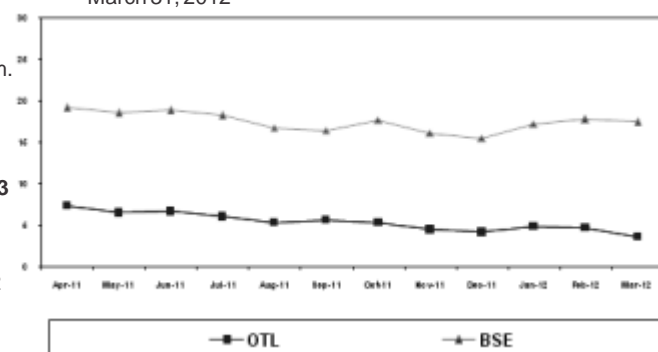
MSE Scrip name - ODYSSEYTEC
Demat ISIN INE213B01019

f) Market price data (BSE par value of share: Rs. 10)

Month	Month's High Price (Rs.)	Month's Low Price (Rs.)
April 11	8.59	5.72
May 11	7.58	6.00
June 11	7.55	5.65
July 11	7.58	5.93
August 11	6.55	5.00
September 11	6.25	5.28
October 11	6.25	4.66
November 11	5.60	3.31
December 11	4.50	3.00
January 12	4.89	3.52
February 12	5.77	4.19
March 12	5.39	3.26

g) Relative movement chart

The chart below gives the relative movement of the closing price of the Company's share and relative to the closing price of the BSE Sensex. The period covered is April 01, 2011 to March 31, 2012



h) Share transfer registrars

M/s Cameo Corporate Services Limited
"Subramanian Building"
1, Club House Road
Chennai 600 002
Phone: 91 44 2846 0390
Fax: 91 44 2846 0129
Email: cameosys@satyam.net.in

Any correspondence regarding share transfers, share certificates, change of address etc. can be sent to Registrar and Share Transfer Agents.

i) Share transfer system

At present, transfers of shares received in physical form are processed and the share certificates are returned within a period of 20 to 25 days from the date of receipt, subject to the documents being valid and complete in all respects.

j) Reconciliation of Share Capital Audit

A qualified Practicing Company Secretary, Mr M Damodaran has carried out reconciliation of Share Capital Audit for every quarter to reconcile the share capital held with depositories and in physical form with the issued / listed capital. The audit confirms that the total issued / paid-up / listed share capital is in agreement with the aggregate total number of shares in physical form and the total number of the dematerialized shares held with NSDL and CDSL.

k) Distribution of shareholding as on March 31, 2012

No. of shares	No. of holders	Percentage	No. of shares held	Percentage
Up to 500	3206	70.87	624156	7.04
501-1000	562	12.42	494035	5.57
1001-2500	362	8.00	626379	7.07
2501-5000	179	3.96	675209	7.62
5001-10000	95	2.10	706154	7.97
10001-20000	58	1.28	860167	9.70
20001-30000	17	0.38	413159	4.66
30001-40000	11	0.24	377805	4.26
40001-50000	6	0.13	272346	3.07
50001-100000	20	0.44	1483642	16.74
100001 & above	8	0.18	2331823	26.30
Total	4524	100.00%	8864875	100.00%

l) Shareholding per category as on March 31, 2012

Category	Physical shares	Demat shares	Total shares	Percent
Shareholding of Promoter & Promoter Group				
Individuals / Hindu Undivided Family	0	1513402	1513402	17.07
Bodies Corporate	0	305150	305150	3.44
Promoter group	0	1818552	1818552	20.51
Public Shareholding				
Foreign investors	0	18389	18389	0.21
Corporate Bodies	2900	946227	949127	10.71
Individuals	159980	5918827	6078807	68.57
Other than Promoters	162880	6883443	7046323	79.49
Total	162880	8701995	8864875	100.00

m) Dematerialization of shares and liquidity

Nearly 98% of the paid up equity share capital of the company has been dematerialized up to March 31, 2012. Trading in equity shares of the company is permitted only in dematerialized form, as per notification issued by SEBI.

n) Declaration as required under Clause 49 (I)(D)(ii) of the Stock Exchange Listing Agreement

All Directors and Senior Management Personnel of the Company have affirmed compliance with Odyssey's Code of Business Conduct and Ethics for the financial year ended March 31, 2012

o) Office location

Registered office
Arjay Apex Centre, II Floor,
No. 51, College Road, Chennai 600 006

p) Address for correspondence

i) Investor correspondence
For transfer/dematerialization of shares, change of address and any other query in relation to the shares of the company, for the shares held in physical form (concerned DP can be approached for shares held in demat form):

M/s Cameo Corporate Services Limited
"Subramanian building"
1, Club House Road, Chennai - 600 002
Phone: 91 44 2846 0390
Email: cameosys@satyam.net.in

ii) For any query on annual report

Secretarial Department
Odyssey Technologies Limited
Arjay Apex Centre, II Floor
No. 51, College Road, Chennai-600 006
Phone: 91 44 28233495
Fax: 91 44 28271559
Email: investors@odysseytec.com

AUDITORS' REPORT ON CORPORATE GOVERNANCE

To
The Members
Odyssey Technologies Limited

We have examined the compliance of conditions of Corporate Governance by **Odyssey Technologies Limited** for the year ended on 31st March 2012, as stipulated in Clause 49 of the Listing Agreement of the said company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2012, no investor grievances are pending against the Company as per the records maintained by the Shareholders / Investor's Grievance Committee.

We further state that such compliance 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.

For M/s. B.B. Naidu & Co.
Chartered Accountants
Regn.No: 002291S

Chennai
August 08, 2012

(A. Sekar)
Partner
M.No : 18784



AUDITORS' REPORT

To
The Members
Odyssey Technologies Limited

1. We have audited the attached Balance Sheet of **Odyssey Technologies Limited** as at 31st March 2012, and also the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies, (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanation given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
 - (iii) The Balance sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on 31st March 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2012;
 - b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date;

For M/s. B.B. Naidu & Co.
Chartered Accountants
Regn.No: 002291S

Chennai
August 08, 2012

(A.Sekar)
Partner
M.No: 18784



ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in paragraph 3 of our report of even date:

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) During the year, the Company has not disposed off a substantial part of the fixed assets of the Company.
2. (a) The Company has taken loans from Companies, firms or parties listed in the register maintained under Section 301 of the Companies Act, 1956 during the year and they have been repaid in full during the year. The terms and conditions of such loans were not *prima facie* prejudicial to the interest of the Company.
- (b) The Company has not granted any advances to parties listed in the register maintained under Section 301 of the Companies Act, 1956.
3. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to fixed assets and with regard to the services rendered. During the course of our audit, no major weakness has been noticed in the internal controls.
4. (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the registers maintained under Section 301 and exceeding the value of five lakh rupees in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
5. During the year the company has not accepted deposits from the public.
6. In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
7. The Central Government has not prescribed the maintenance of cost records for the company under Section 209(1)(d) of the Companies Act, 1956.
8. (a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Customs Duty, Excise-Duty, Cess and other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Service Tax, Customs Duty and Excise Duty were outstanding, as at 31st March 2012 for a period of more than six months from the date they became payable.
9. The accumulated losses of the Company are more than fifty percent of its net worth. The Company has not incurred any cash losses during the financial year covered by our audit and has not incurred cash losses in the immediately preceding financial year.
10. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, banks or debenture holders.
11. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
12. In our opinion, the provisions of Clause 4(xiii) of the Companies (Auditor's Report) Order 2003 are not applicable as the Company is not a Chit Fund or a Nidhi / Mutual Benefit Fund / Society.
13. Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained for the dealing or trading in shares, securities, debentures and other investments. We also report that the Company has held the shares, securities, debentures and other securities in its own name.

14. The Company has not given any guarantee for loans taken by others from bank or financial institutions.
15. During the year the Company has not obtained any term loan.
16. According to the Cash Flow Statement and other records examined by us and the information and explanations given to us on an overall basis, funds raised on short-term basis, *prima facie*, have not been used during the year for long-term investment, other than temporary deployment pending application.
17. The Company has not made preferential allotment of shares to parties covered in the register maintained under Section 301 of the Act.
18. During the period covered by our audit report, the Company has not issued any debentures.
19. The Company has not raised any money by way of public issues during the year.
20. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.
21. In our opinion and according to the information given to us, the provisions of Clause 4(ii) of the said Order are not applicable to the company.

For M/s. B.B. Naidu & Co.
Chartered Accountants
Regn.No: 002291S

Chennai
August 08, 2012

(A. Sekar)
Partner
M.No : 18784



Annual Report 2011 -2012

BALANCE SHEET AS AT MARCH 31, 2012

Particulars	Notes	Amount in Rs.	
		As at Mar 31, 2012	As at Mar 31, 2011
A EQUITY AND LIABILITIES			
I Shareholders' funds			
(a) Share capital	2	88,648,750	88,648,750
(b) Reserves and surplus	3	(55,239,079)	(60,410,530)
		33,409,671	28,238,220
II Non-Current liabilities			
(a) Long-term borrowings	4	271,634	19,591
(b) Other long-term liabilities	5	2,591,576	2,914,647
(c) Long-term provisions	6	2,996,478	3,095,777
		5,859,688	6,030,015
III Current liabilities			
(a) Short-term borrowings	7	135,288	199,755
(b) Trade payables	8	1,651,647	3,618,082
(c) Other Current liabilities	9	882,828	862,434
		2,669,763	4,680,271
Total		41,939,122	38,948,506
B ASSETS			
I Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		3,648,371	3,869,729
(ii) Intangible assets		739,357	858,819
(b) Deferred tax assets	11	164,609	134,073
(c) Long-term loans and advances	12	1,412,252	1,534,564
(d) Other non-current assets	13	16,243,886	15,847,409
		22,208,475	22,244,594
II Current assets			
(a) Trade receivables	14	6,533,811	7,352,891
(b) Cash and cash equivalents	15	670,058	(703,521)
(c) Short-term loans and advances	16	4,578,571	4,333,292
(d) Other current assets	17	7,948,207	5,721,250
		19,730,647	16,703,912
Total		41,939,122	38,948,506

Summary of Significant Accounting Policies 1

The accompanying notes form an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

for B B Naidu & Co
Chartered Accountants
Regn No: 002291S

B Robert Raja
Chairman & Managing Director

B Antony Raja
Whole-time Director

A Sekar
Partner
M.No : 18784

S Ramya
Company Secretary

Place: Chennai
Date: 08th August 2012

Odyssey Technologies Limited



Annual Report 2011 -2012

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2012

Particulars	Notes	Amount in Rs.	
		Year ended Mar 31, 2012	Year ended Mar 31, 2011
I INCOME			
(a) Revenue from operations (gross)	18	43,688,964	53,680,662
Less: Excise duty		-	529,882
Revenue from operations (net)		43,688,964	53,150,780
(b) Other income	19	1,365,057	939,118
Total revenue		45,054,021	54,089,898
II EXPENSES			
(a) Purchase of stock-in-trade	20	477,125	225,011
(b) Employee benefits expense	21	27,802,204	25,113,208
(c) Finance costs	22	407,182	188,032
(d) Depreciation and amortisation expense	10	1,155,860	1,344,989
(e) Other expenses	23	10,070,735	12,221,545
Total expenses		39,913,106	39,092,785
III PROFIT / (LOSS) BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX		5,140,915	14,997,113
Exceptional items		-	-
IV PROFIT / (LOSS) BEFORE EXTRAORDINARY ITEMS AND TAX		5,140,915	14,997,113
Extraordinary items		-	-
V PROFIT / (LOSS) BEFORE TAX		5,140,915	14,997,113
Tax expense			
(a) Current tax		-	-
(b) Deferred tax (Asset)		(30,536)	(18,023)
		(30,536)	(18,023)
VI PROFIT / (LOSS) FOR THE YEAR		5,171,451	15,015,136
VII EARNINGS PER SHARE			
Basic and Diluted from continuing and total operations	26	0.58	1.69

Summary of Significant Accounting Policies 1

The accompanying notes form an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

for B B Naidu & Co
Chartered Accountants
Regn No: 002291S

B Robert Raja
Chairman & Managing Director

B Antony Raja
Whole-time Director

A Sekar
Partner
M.No : 18784

S Ramya
Company Secretary

Place: Chennai
Date: 08th August 2012

Odyssey Technologies Limited



Note :1 Summary of Significant Accounting Policies**A Basis of accounting**

The accounts and financial statements have been prepared under historical cost convention in accordance with the Generally Accepted Accounting Principles and Practices in India and the provisions of the Indian Companies Act, 1956. Accrual system of accounting is generally followed to record income and expenditure.

B Presentation and disclosure of financial statements

During the year ended 31st March 2012, the revised Schedule VI notified under the Companies Act, 1956 has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

C Depreciation

Depreciation on fixed assets is provided on written down value method at the rates and in the manner as prescribed in Schedule XIV of the Companies Act, 1956.

D Research and Development

Research and Development expenses of revenue in nature are charged to profit and loss statement. Expenses of capital in nature are carried to Fixed Assets on which Depreciation at the applicable rates are charged.

E Revenue Recognition

Revenue is recognized in the books on the basis as stipulated under Accounting Standard 9 issued by the Institute of Chartered Accountants of India.

F Fixed Assets

Fixed Assets are stated at their cost inclusive of the expenditure incurred on acquisition, installation and upgradation. Sale and scrap of fixed assets is adjusted for the net written down value on the date of sale. Balance is taken to profit/(loss) on sale and scrap of assets.

G Foreign currency transactions

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of transaction. Income or expenditure arising out of exchange fluctuation is recognized in the profit and loss account.

H Investments

The company has no investments as on the balance sheet date.

I Retirement benefits

Retirement benefits are provided by charge to revenue including provision for gratuity determined as per the Gratuity Act, 1972.

J Related party transactions

Disclosure has been made separately for all the transactions with related parties as specified under Accounting Standard 18 issued by the Institute of Chartered Accountants of India.

K Earnings Per Share

Basic Earnings Per Share is calculated based on the weighted average number of shares outstanding during the year per AS 20 of the ICAI.

L Deferred taxation

Provision for current tax is made as 'Nil' in view of the accumulated loss from previous years. Deferred tax resulting from 'timing difference' that are temporary in nature, being the difference between the depreciation as per the Companies Act and Income tax Act, has been made. As the depreciation under the Companies Act is more than the one under Income tax Act, deferred tax asset has been made in the balance sheet.

M ESOP accounting

Accounting for the existing ESOP outstanding has been made in line with the SEBI regulations where the options lapsed and not vested were adjusted against ESOP outstanding.

A. EQUITY AND LIABILITIES**I.SHAREHOLDERS' FUNDS**

Particulars	Amount in Rs.	
	As at Mar 31, 2012	As at Mar 31, 2011
Note 2: Share Capital		
(a) Authorised capital		
150,00,000 equity shares of Rs.10/- each	150,000,000	150,000,000
(b) Issued,subscribed and fully paid up		
88,64,875 equity shares of Rs. 10/- each	88,648,750	88,648,750
(c) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period		
There is no change in the holding pattern of the Share Capital during the year 2011-12.		
(d) Rights, Preferences and restrictions		
The company has only one class of equity shares having a par value of Rs.10/- per share. Each member is entitled to one vote by show of hands and while on poll, every shareholder is entitled to vote in proportion to their holdings.		
(e) Shareholding of shareholders holding more than 5% of shares		
'NIL' for the FY 2011-12 and FY 2010-11		
Note 3: Reserves and Surplus		
(a) Capital reserves	2,881,900	2,881,900
(b) Securities premium account	57,178,091	57,178,091
(c) Surplus / (Deficit) in Statement of Profit and Loss		
(i) Opening balance	(120,470,521)	(135,485,657)
(ii) Add: Profit / (Loss) for the year	5,171,451	15,015,136
(iii) Closing balance	(115,299,070)	(120,470,521)
Total	(55,239,079)	(60,410,530)
II. NON-CURRENT LIABILITIES		
Note 4: Long-term borrowings		
(a) Deferred payment liabilities		
(i) Secured by Hypothication of cars ¹	271,634	19,591
Total	271,634	19,591
¹ Repayable in EMIs to HDFC Bank Ltd that falls due after 12 months.		
Note 5: Other long-term liabilities		
(a) Trade Payables	2,358,997	2,682,068
(b) Interest accrued on other payables	232,579	232,579
Total	2,591,576	2,914,647
Note 6: Long-term provisions		
(a) Provision for employee benefits:		
(i) Provision for gratuity	2,996,478	3,095,777
Total	2,996,478	3,095,777



Particulars	Amount in Rs.	
	As at Mar 31, 2012	As at Mar 31, 2011
III. CURRENT LIABILITIES		
Note 7: Short-term borrowings		
(a) Deferred payment liabilities		
(i) Secured by Hypothication of cars ²	135,288	199,755
Total	135,288	199,755
² Repayable in EMIs to HDFC Bank Ltd that falls due within 12 months.		
Note 8: Trade payables		
(a) Dues to Micro, Small and Medium Enterprise	-	-
(b) Dues to others	1,651,647	3,618,082
Total	1,651,647	3,618,082
Note 9: Other current liabilities		
(a) Statutory remittances (Contributions to PF,ESIC,Sales tax,TDS)	834,015	761,830
(b) Employees Stock Option Outstanding	48,813	100,604
Total	882,828	862,434



ASSETS	Gross Block			Depreciation			Net Block		
	As at April 1, 2011	Additions	Deletions	As at April 1, 2011	Depreciation for the year	Deletions	Other adjustments	As at March 31, 2012	As at March 31, 2011
A. TANGIBLE ASSETS									
(a) Plant and Equipment	21,122,737	299,667	7,182,046	19,156,796	628,415	7,170,346	-	1,625,493	1,965,941
(b) Furniture and Fixtures	6,607,086	-	-	5,553,407	190,716	-	-	862,963	1,053,679
(c) Vehicles	2,092,914	490,773	-	1,445,250	186,478	-	-	951,959	647,664
(d) Office equipment	1,013,416	36,300	119,336	810,971	30,789	119,336	-	207,956	202,445
Total	30,836,153	826,740	7,301,382	26,966,424	1,036,398	7,289,682	-	3,648,371	3,869,729
Previous year	31,316,884	830,187	1,310,918	30,836,153	1,206,225	1,295,337	-	3,869,729	4,261,548
B. INTANGIBLE ASSETS									
(a) Software (IPR)	5,000,000	-	-	4,141,181	119,462	-	-	739,357	858,819
Total	5,000,000	-	-	4,141,181	119,462	-	-	739,357	858,819
Previous year	5,000,000	-	-	4,002,417	138,764	-	-	858,819	997,583

Depreciation relating to continuing operations:

Particulars	Year ended 31 Mar 2012	Year ended 31 Mar 2011
Depreciation for the year on tangible assets	1,036,398	1,206,225
Depreciation for the year on intangible assets	119,462	138,764
Total depreciation relating to continuing operations	1,155,860	1,344,989

Note 10: Statement of depreciation on Fixed Assets



B. ASSETS**I. NON CURRENT ASSETS**

	<i>Amount in Rs.</i>	
	As at Mar 31, 2012	As at Mar 31, 2011
Note 11: Deferred Tax Asset		
Opening Balance	134,073	94,793
Add : Deferred Tax Asset during the year	30,536	39,280
Total	164,609	134,073
Note 12: Long-term loans and advances		
(a) Security deposits	1,085,532	1,098,532
Unsecured, considered good		
(b) Prepaid expenses	88,432	78,600
(c) Preliminary Expenses		
(i) Amortised amalgamation expenses	238,288	357,432
Total	1,412,252	1,534,564
Note 13: Other non-current assets		
(a) Trade receivables	4,020,886	3,529,409
Outstanding for a period exceeding six months		
Unsecured, considered good		
(b) Fixed deposits with Bank	12,223,000	12,318,000
(Offered as margin for Bank Guarantee)		
Total	16,243,886	15,847,409
II CURRENT ASSETS		
Note 14: Trade receivables		
(a) Outstanding for a period exceeding six months	275,750	801,488
Unsecured, considered good		
(b) Other trade receivables	6,258,061	6,551,403
Unsecured, considered good		
Total	6,533,811	7,352,891
Note 15: Cash and cash equivalents		
(a) Cash on hand	333,267	268,058
(b) Balances with banks		
(i) In Current accounts	336,791	746,535
(ii) In Overdraft accounts	-	(1,718,114)
Total	670,058	(703,521)
Note 16: Short-term loans and advances		
(a) Security deposits	1,662,416	1,456,224
Unsecured, considered good		
(b) Loans and advances to employees	52,600	24,000
Unsecured, considered good		
(c) Prepaid expenses	688,388	515,500
(d) Other loans and advances		
(i) Inter corporate deposits	2,000,000	2,000,000
(e) Preliminary Expenses		
(i) Amortised amalgamation expenses	119,144	119,144
(f) Balances with government authorities		
Unsecured, considered good		
(i) VAT credit receivable	4,169	20,099
(ii) Service Tax credit receivable	51,854	198,325
Total	4,578,571	4,333,292



	<i>Amount in Rs.</i>	
	As at Mar 31, 2012	As at Mar 31, 2011
Note 17: Other current assets		
(a) Interest accrued on deposits	87,683	87,266
(b) TDS on receipts	7,860,524	5,633,984
Total	7,948,207	5,721,250
I. INCOME		
Note 18: Revenue from operations		
(a) Gross income from licensed software products	13,154,502	20,831,271
Less : Excise duty	-	529,882
Net income from licensed software products	13,154,502	20,301,389
(b) Income from services	30,499,327	17,815,328
(c) Income from sale of copyrights	-	15,000,000
(d) Export Income	35,135	34,063
Total	43,688,964	53,150,780
Note 19: Other Income		
(a) Interest income		
(i) Interest from banks on deposits	1,273,717	861,463
(ii) Interest on income tax refund	85,276	77,191
(b) Net gain on foreign currency transactions and translation	6,064	-
(c) Miscellaneous Income	-	464
Total	1,365,057	939,118
II EXPENSES		
Note 20: Purchase of Stock-in trade		
(a) Purchase of Hardware	477,125	225,011
Total	477,125	225,011
Note 21: Employee benefits expense		
(a) Salaries and wages	27,311,910	24,457,180
(b) Contributions to provident and other funds	156,797	149,849
(c) Expense on employee stock option	(51,791)	(91,199)
(d) Staff welfare expenses	385,288	597,378
Total	27,802,204	25,113,208
Note 22: Finance costs		
(a) Interest expense	364,610	131,985
(b) Other borrowing costs	42,572	52,868
(c) Net (gain)/Loss on foreign currency transactions	-	3,179
Total	407,182	188,032



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	Amount in Rs.	
	As at Mar 31, 2012	As at Mar 31, 2011
Note 23: Other expenses		
(a) Power and fuel	619,437	607,669
(b) Rent	3,674,398	3,382,294
(c) Repairs and maintenance		
(i) Building	234,360	200,061
(ii) Vehicle	520,959	366,296
(iii) Computers and other Machineries	331,357	188,395
(d) Payments to auditors		
(i) For statutory audit	50,000	50,000
(ii) For taxation matters	25,000	25,000
(iii) For other services	6,067	43,569
(e) Travel Foreign	441,941	223,017
(f) Travel Inland	838,940	659,081
(g) Service Charges Paid	650,000	-
(h) Consultancy Fee	900,000	900,000
(i) Bad debts	-	1,285,799
(j) Software Development Charges	-	2,400,000
(k) Other Expenses	1,778,276	1,890,364
Total	<u>10,070,735</u>	<u>12,221,545</u>

Note 24: Related party disclosure (AS 18)

(i) Key Management Personnel		
Mr.B Robert Raja		
Mr.B Antony Raja		
(ii) Transactions with Key Management Personnel		
(a) Loan from Directors		
Opening Balance	-	-
Received during the year	2,585,644	1,175,061
Repaid during the year	2,585,644	1,175,061
Balance at the end of the year	-	-
(b) Interest on Loan		
Paid during the year	57,818	13,094

Note 25: Remuneration to Directors

(i) Managing Director	2,400,000	2,400,000
(ii) Whole-time Director	1,500,000	1,450,000
	<u>3,900,000</u>	<u>3,850,000</u>

Note 26: Disclosure on Earning per share (AS 20)

Net Profit as per P & L Statement	5,171,451	15,015,136
Number of shares	8,864,875	8,864,875
Basic and diluted earning per share	<u>0.58</u>	<u>1.69</u>



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	Amount in Rs.	
	As at Mar 31, 2012	As at Mar 31, 2011
Note 27: Disclosure on Accounting for Intangible Assets (AS 26)		
Gross amount at the beginning of the year	5,000,000	5,000,000
Additions during the year	-	-
Gross amount at the end of the year	5,000,000	5,000,000
Gross depreciation at the beginning of the year	4,141,181	4,002,417
Depreciation during the year	119,462	138,764
Gross depreciation at the end of the year	4,260,643	4,141,181
Net amount at the beginning of the year	858,819	997,583
Net amount at the end of the year	739,357	858,819

Note 28: Expenditure on Scientific research and Development

(a) Revenue Expenditure	21,474,084	21,993,066
(b) Capital Expenditure	291,905	728,432
Total	<u>21,765,989</u>	<u>22,721,498</u>

Note 29: Expenditure in Foreign Currency

(a) Travel abroad	322,472	135,057
(b) Web Maintenance	50,952	52,164
Total	<u>373,424</u>	<u>187,221</u>

Note 30: Disclosure under the Micro Small and Medium Enterprises Development Act, 2006

Company has not received any information from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence, disclosures relating to amount unpaid as at the year end as required under that Act have been stated as 'NIL'. However, no interest has been paid / payable on such outstanding if any, during the year.

Note 31: ESOP

Under ESOP 2006 issue, out of 331,300 options granted to the employees, 32,874 options were vested but 16,438 stands lapsed since not exercised as on March 31, 2012 and hence written off as ESOP compensation expenses. Further, 1000 options were written off as ESOP compensation expenses due to resignation in the year under review.

Note 32: Previous year's figures

Preparation of financial statements as per revised Schedule VI has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.



CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2012

Amount in Rs.

	As at Mar 31, 2012	As at Mar 31, 2011
A. Cash flow from operating activities		
Net Profit before tax, per profit and loss statement	5,140,915	14,997,113
<i>P&L adjustments:</i>		
Depreciation & Amortisation	1,155,860	1,253,790
Interest & Finance charges	407,182	188,032
Other income	(1,365,057)	(939,118)
Provision, Loss on sale of investment ,non cash items	11,700	15,581
Bad Debts	-	1,285,799
Operating profit before changes in working capital	209,685	1,804,084
	5,350,600	16,801,197
<i>Balance sheet adjustments:</i>		
Trade and other receivables	(1,832,318)	(2,313,271)
Trade and other payables	(2,368,412)	(2,432,946)
	(4,200,730)	(4,746,217)
Net Cash provided by operating activities	1,149,870	12,054,980
B. Cash flow from investing activities		
Purchase of fixed assets	(826,740)	(830,187)
Fixed Deposits with Bank	(95,000)	(10,340,000)
Interest received	1,365,057	939,118
Net cash (used) in investing activities	443,317	(10,231,069)
C. Cash flow from financing activities		
Proceeds from borrowings	187,575	-
Repayment of borrowings	-	(3,557,022)
Interest paid	(407,182)	(188,032)
Net cash (used) in financing activities	(219,607)	(3,745,054)
D. Net increase in cash and cash equivalents	1,373,580	(1,921,143)
Cash and cash equivalents at the beginning of the year	(703,521)	1,217,622
Cash and cash equivalents at the end of the year (Note No.15)	670,058	(703,521)

Per our report of even date

for B B Naidu & Co
Chartered Accountants
Regn No: 002291S

A Sekar
Partner
M.No : 18784

Place: Chennai,
Date: 08th August 2012



For and on behalf of the Board of Directors

B Robert Raja
Chairman & Managing Director

S Ramya
Company Secretary

B Antony Raja
Whole-time Director

Odyssey Technologies Limited

**Odyssey Technologies Limited**

Registered Office : Arjay Apex Centre, II Floor, No. 51, College Road, Chennai - 600006

Name of the Shareholder / Proxy

<p>22nd Annual General Meeting 26th September, 2012 at 3.00 p.m.</p> <p>Siddhartha Hall Hotel Goutham Manor, No.74, Mahatma Gandhi Road, Chennai -600034</p>
--

Admission Slip	
Please hand over this admission slip at the entrance of the meeting hall	
Folio	Holding
DP ID	Client ID
<input type="checkbox"/> Member	<input type="checkbox"/> Proxy

I hereby register my presence at the meeting

Signature of the member / proxy :

**Odyssey Technologies Limited**

Registered Office : Arjay Apex Centre, II Floor, No. 51, College Road, Chennai - 600006

I / We

.....

of.....

in the district of being a member / members of

ODYSSEY TECHNOLOGIES LIMITED hereby appoint

of..... in the district of or

failing him.....of.....in the

district of as my / our proxy to vote for me / is and on my / our behalf at the 22nd Annual General Meeting of the company to be held on Wednesday, the 26th September, 2012 and at any adjournment thereof

Signed this day of 2012

Proxy form must reach company's registered office not later than 48 hours before the commencement of the meeting.

For office use only	
Proxy No.	Date of receipt

Re. 1/- Revenue Stamp

Signature

Odyssey Technologies Limited