

# ODYSSEY FINANCIAL SERVICES LIMITED

## **F I F T H** ANNUAL REPORT

### **1999-2000**

For ODYSSEY FINANCIAL SERVICES LTD.

  
DIRECTOR / AUTHORISED SIGNATORY

**BOARD OF DIRECTORS**

Mrs. Nalini Prabhu - Chairman

Mr. Hemanshu Mehta

Mr. Zaki Khaleeli

**Registered Office**

Asian House, 3rd Floor,  
118, Mody Street, Fort,  
Mumbai - 400 001.

**Branch Office**

No. 9, 14th Main Road,  
Vasanth Nagar,  
Bangalore - 560 052.

**Auditors**

Rao Srinivasan & Associates  
Chartered Accountant

**Bankers**

Corporation Bank

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### **NOTICE TO THE MEMBER**

Notice is hereby given that the 5th Annual General Meeting of the Members of M/S. ODYSSEY FINANCIAL SERVICES LIMITED will be held on 28th Day of August, 2000 at 3.30 p.m. at the Kanji Khetshi Bhatia Hall, 1st Floor, 65, Mint Road, Fort, Mumbai - 400 001 to transact, with or without modification(s) as may be permissible, the following business :-

#### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the audited profit & Loss Account of the Company for the year ended 31st March, 2000 and the audited Balance Sheet as on that date, together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hemanshu Mehta who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Nalini Prabhu who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Lalit Kumar Dangi & Co., Chartered Accountants as Statutory auditors of the company in place of M/s. Rao Srinivasan & Associates, Chartered Accountants and pass the following resolution as a special resolution

#### **RESOLVED THAT :**

M/s. Lalit Kumar Dangi & Co., Chartered Accountants be and are hereby appointed as Auditors of the company to fill casual vacancy caused by resignation of M/s. Rao Srinivasan & Associates, Chartered Accountants and to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company and Authorise Board of Directors to fix their remuneration.

#### **SPECIAL BUSINESS :**

To consider and if thought fit, to pass, with or without modifications, the following resolutions :

5. AS SPECIAL RESOLUTION :-

**"RESOLVED THAT** the name of the Company be changed from ODYSSEY FINANCIAL SERVICES LIMITED TO ODYSSEY CORPORATION LIMITED."

**FURTHER RESOLVED THAT** the Memorandum and Articles of Association of the Company be altered accordingly.

6. AS A SPECIAL RESOLUTION :-

**RESOLVED THAT** pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (the Act) the existing Articles of Association of the Company be and are hereby altered in the manner and to the extent set out below :

The following new Clauses be inserted as Articles 17A, 17B and 17C after Article 17 in the Articles of Association of the Company.

#### **17A : DEMATERIALISATION OF SECURITIES :**

1. For the purpose of this Article :  
"SEBI" means the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992.

"Depositories Act" means the Depositories Act, 1996, including any statutory modifications or re-enactment thereof for the time being in force.

"Depository" means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

"Bye-laws" means bye-laws made by a Depository under Section 26 of the Depositories Act.

"Beneficial Owner" means a person whose name is recorded as such with a Depository.

"Member" means the duly registered holder from time to time of the shares of the Company and includes every person whose name is entered as Beneficial Owner in the records of the Depository.

"Participant" means a person registered as such under section 12(1A) of the Securities and Exchange Board of India Act, 1992.

"Record" includes the records maintained in the form of books or stored in Computer or in such other form as may be determined by regulations made by SEBI in relation to the Depositories Act.

"Regulations" means the regulations made by SEBI.

Words imparting the singular number only include the plural number and vice versa.

Words imparting persons include corporations.

Words and expressions used and not defined in the Act but defined in the Depositories Act, shall have the same meanings respectively assigned to them in that Act.

2. Either the company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, as amended from time to time or any statutory modifications thereto or re-enactment thereof.
3. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing securities, dematerialise its securities held in the Depositories and/or offer its fresh securities in a dematerialised form pursuant to the Depositories Act, and the rules framed thereunder, if any.
4. Every person subscribing to or holding securities of the Company shall have the option to receive, security certificates or to hold the securities or with a Depository. If a person opts to hold his security with Depository, the company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottees as the Beneficial Owner of the security.
5. All securities held by Depository shall be dematerialised and be in fungible form. Nothing contained in Section 153, 153A, 153B, 187B, 187C and 372 of the Act, shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owner.
6.
  - a) Notwithstanding anything to the contrary contained in the Act, or these Articles, a Depository shall be deemed to be registered owner for the purpose of effecting transfer of ownership of security on behalf of the Beneficial Owner.
  - b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the security held by it.
  - c) Every person holding securities of the company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a member

of the company. The Beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.

7. Except as ordered by a Court of competent jurisdiction or as required by law, the company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or where the name appears as the Beneficial Owner of shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami trust or equitable, contingent, future or partial interest in any share, or (except only as is these Articles otherwise expressly provided) any right in respect of a share other than absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has express or implied notice thereof, but the Board shall be entitled at their sole discretion to register any share in the joint names of any two or more persons or the survivors of them.
8. Every Depository shall furnish to the company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bylaws and the company in that behalf.
9. Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the company shall cancel such certificate and substitute in its records the name of Depository as the registered owner in respect of the said securities and shall also inform then Depository accordingly.
10. If a Beneficial Owner seeks to opt out of a Depository in respect of any security, the Beneficial Owner shall inform the Depository accordingly.  
The Depository shall on receipt of information as above make appropriate entries in its records and shall inform the company.  
The company shall within thirty (30) days of the receipt of intimation from the Depository and on fulfillment of such conditions and payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner of the transferee as the case may be.
11. Notwithstanding anything in the act, or these Articles to the contrary, where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the company by means of electronic mode or by delivery of floppies or discs.
12. Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien or shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares in physical form subject to the provisions of the Depository Act.
13. Notwithstanding anything in the Act, or these Articles where securities are dealt with by a Depository, the company shall intimate the details thereof to the Depository immediately on allotment of such securities.
14. The shares in the capital shall be numbered progressively according to their several denominations provided, however, that the provision relating to progressive numbering shall not apply to the shares of the company which are dematerialised or may be dematerialised in future or issued in future in dematerialised form. Except in the manner herein before mentioned, no share shall be sub-divided. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.

15. The company shall cause to keep a Register and index of Members and Register and index of Debenture holders in accordance with Section 151 and 152 of the Act respectively, and the Depositories Act, with details of shares and debentures held in material and dematerialised forms in any media as may be permitted by law including in any form of electronic media. The Register and index of Beneficial Owners maintained by a Depository under Section 11 of the Depositories Act, shall be deemed to be Register and index of Members and Register and index of Debentures holders, as the case may be, for the purpose of the Act. The company shall have the power to keep in any state or country outside India a branch Register of Members resident in that state or country.
16. The company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form.

#### **17B : NOMINATION FACILITY :**

1. Every shareholders or debenture holder of the company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be prescribed under the Act.
2. Where the Shares or Debentures of the company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be prescribed under the Act.
3. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares or debentures, the nominee shall, on the death of shareholder or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or as the case may be, all the joint holders, in relation to such share or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be prescribed under the Act.
4. Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures to make the nomination to appoint any person to become entitled to shares in, or debentures of the company in the manner prescribed under the Act, in the event of his death, during the minority.

#### **17C : TRANSMISSION OF SECURITIES :**

1. A nominee, upon production of such evidence as hereinafter, may elect, either
  - a. To register himself as holder of the share or debenture as the case may be, either
  - b. To make such transfer of the share or debenture, as the deceased shareholder or debenture holder, as the case may be, could have made.
2. If the nominee elects to be registered as holder of the share or debenture, himself, as the case may be, he shall deliver or send to the company, a notice in writing signed by him stating that he so elects such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder, as the case may be.
3. A nominee shall be entitled to the dividend on shares/interest on debentures and other advantages to which he would be entitled if he was the registered holder of the share or debenture, provided that he shall not, before registered as a member, be entitled to exercise any right conferred by membership in relation to meeting of the company.