

ODYSSEY

CORPORATION LIMITED

ANNUAL REPORT - 2015

Registered Office:

Shop No. 3, Hemu Castle, Dadabhai Road,
Near Gokhilbai School, Vile Parle (W), Mumbai – 400056

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Hiten Mehta

Mr. Jai Prakash Jindal

Mr. Paresh Mahajan (resigned w.e.f February 2015)

Mr Sameer Relia

Ms Pooja H Mehta

REGISTERED OFFICE

Shop No. 3, Hemu Castle,

Dadabhai Road, Near Gokhibai School

Vile Parle (West)

Mumbai – 400056

Tel : 022-26241111

Fax :022-26241104

Email : odysseycl9999@gmail.com

AUDITORS

M/s. CLB & Associates

Chartered Accountants,

77, Mulji jetha building

3rd floor,185-187, Princess street

Marine Lines, Mumbai – 400002

Tel : 022-22066860

Fax : 022-22052224

Email : clb.fca@gmail.com

BANKERS

ICICI Bank Ltd.

Corporation Bank Ltd.

Canara Bank

REGISTRAR & TRANSFER AGENT

Big Share Services Pvt. Ltd.

E-2, Ansa Industrial Estate,

Saki Vihar Road, Sakinaka,Andheri (East), Mumbai 400 072.

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 20th Annual General Meeting of the Members of ODYSSEY CORPORATION LIMITED will be held on Wednesday the 30th day of **September, 2015**, at 10a.m. at 3-Hemu Castle, Dadbhai Road, Near Goklibai School, Vile Parle West Mumbai – 400056 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt :
 - a) The Audited Financial Statements of the Company for the financial year ended 31st March 2015, including the Audited Balance sheet, the Profit and Loss Account for the year ended on that date and the Board of Directors and Auditor thereon.
 - b) The Consolidated Audited Balance Sheet as at 31st March, 2015, the Profit and Loss Accounts for the year ended on that date and the Report of the Auditor's thereon.
2. To appoint a Director in place of Mr. Hiten R Mehta, (Din 01875252), who retires by rotation and, being eligible, seeks re-appointment.
3. To ratify the appointment of the Auditors, of the Company and fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendation of Audit Committee and pursuant to the resolution passed by the members at the Annual General Meeting held 27th September, 2014 the appointment of M/s. CLB & Associates Chartered Accountants (FRN 124305W), as the Statutory Auditors of the Company, to hold the office till the conclusion of AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration for the financial year as may be determined by the Audit Committee in consultation with Auditors for the financial year 2015-16.

SPECIAL BUSINESS

4. **To Appoint Jai Prakash Jindal (DIN: 00244802.) as an Independent Director**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement, Jai Prakash Jindal(DIN: 00244802), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for a term up to the conclusion of the 25th Annual General Meeting of the Company in the Calendar Year 2020.”

5. **Appointment of Ms. Pooja H Mehta(Din :03498526) as a Whole time Director and CFO of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Ms. Pooja H Mehta (DIN 03498526) who was appointed as additional Director on 16th March, 2015 and whole time director and Chief financial officer from 30th March, 2015 of the Company by the Board of Directors and who holds office until the date of annual General Meeting in terms of Section 161 of Companies Act, 2013, and in respect of whom the Company has received the notice in writing from a member, proposing her candidature along with requisite fees be and is hereby appointed as as Director, liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the approval of members of the Company be and is hereby accorded to the appointment of Ms. Pooja H Mehta (DIN 03498526) as “Executive Director” of the Company with designation styled as Whole Time director & Chief Financial Officer, for a period of three years, on the terms and conditions including remuneration, as recommended by the Nomination and

ODYSSEY CORPORATION LIMITED

Remuneration Committee and as are set out in the draft of the Agreement to be entered into between the Company and Ms. Pooja H Mehta, (DIN 03498526) , with liberty to the Board of Directors.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of loss or inadequacy of profits in any financial year, the Company shall pay Ms. Pooja H Mehta(DIN 03498526) remuneration as decided by the Board or any Committee thereof from time to time as minimum remuneration, with the approval of the Central Government, if necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution and also to revise the remuneration of Ms. Pooja H Mehta (DIN 03498526) within the limit stipulated in the Companies Act ,2013

6. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion (except particulars of subscribers to the articles of association), of the regulations contained in the existing Article of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

3,Hemu Castle,
Dadabhai Road
Nr. Goklibai School
Vile Parle(west)
Mumbai - 400056

Place: Mumbai
Date: August 14th ,2015

By Order of the Board

sd/-
Hitendra R. Mehta

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NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. **THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM 24TH SEPTEMBER, 2015 TO 30TH SEPTEMBER, 2015 (BOTH DAYS INCLUSIVE).FOR THE PURPOSE OF ANNUAL GENERAL MEETING.**
3. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2 and 4,5 and 6 of the accompanying Notice,
4. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
5. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

9. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
10. No amount of dividend is remaining unpaid in the dividend account, for the transferred.
11. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
12. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the Registrar and Transfer Agent of the Company.
13. Additional information, Pursuant to the requirement of Corporate Governance under clause 49 of the Listing Agreement entered into with the Stock Exchange, in respect of all the Directors proposed to be appointed/reappointed at the AGM, are provided as Annexure to the Notice. The Directors have furnished their declaration/consent for their appointment/re appointment as required under the Companies Act, 2013 and rules there under.
14. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
15. Members may also note that the Notice of the 20th Annual General Meeting and the Annual Report for 2015 will also be available on the website www.odysseycorp.in for download.
16. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are

requested to advise any change in their address immediately to the Company.

17. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every Participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to Depository Participant(s). Members holding shares in physical form should submit their PAN details to the Company.
19. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company.

20. VOTING THROUGH ELECTRONIC MEANS:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35 B of the Listing Agreement, the Company is pleased to provide members facility to cast their votes, at the 20th Annual General Meeting, using an electronic voting system from a place other than venue of the AGM ("remote e voting"). The business may be transacted through e-Voting Services provided by Central Depository Services (India) limited (CDSL).

II. The facility for voting through Ballot / Polling paper shall be made available at the AGM and the members attending the meeting who has not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot or Polling paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The process and manner for remote e-voting are as under:

The instructions for members for voting electronically are as under:-

I) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Odyssey Corporation Limited from the drop down menu and click on "SUBMIT"

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|---|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Participant are requested to use the first two letters of their name and the of the Lastn8 digits of the Demat account /folio number in the PAN field. In case the Folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Folio Number 100 then enter RA00000100 in the PAN field. |
| DOB | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. |