

ODYSSEY CORPORATION LIMITED

CIN: L67190MH1995PLC085403

24TH ANNUAL REPORT

2018-19

CORPORATE INFORMATION

BOARD COMMITTEE

Mr. Hiten Ramniklal Mehta	: Managing Director
Mr. Sameer Relia	: Non-Executive Independent Director
Mr. Ankur Mahesh Mehta	: Non-Executive Independent Director
Ms. Prajakta Kaushik Damania	: Non-Executive Independent Director

AUDIT COMMITTEE

Mr. Sameer Relia	: Chairman
Mr. Hiten Ramniklal Mehta	: Member
Mr. Ankur Mahesh Mehta	: Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Ankur Mahesh Mehta	: Chairman
Mr. Sameer Relia	: Member
Ms. Prajakta Kaushik Damania	: Member

SHAREHOLDERS / INVESTOR GRIEVANCE COMMITTEE

Ms. Parjakta Kaushik Damania	: Chairman
Mr. Sameer Relia	: Member
Mr. Hiten Ramniklal Mehta	: Member

REGISTERED OFFICE

Shop No. 3, Hemu Castle,
Dadabhai Road, Near Gokhibai School,
Vile Parle (West), Mumbai-400056
Tel: 022-26241104
Fax:022-26241104
Email: odysseycl9999@gmail.com

LISTED AT

Bombay Stock Exchange Limited
(Scrip Code: 531996)

AUDITORS**M/S CLB & Associates**

Chartered Accountants
77, Mulji Jehta Building, 3rd Floor,
185-187, Princess Street, Marine Lines,
Mumbai-400002
[Tel:022-22066860](tel:022-22066860)
Fax: 022-22052224
Email: clb.fca@gmail.com

**COMPANY SECRETARY & COMPLIANCE
OFFICER****Mr. Praveen Kumar Gupta**

165/1, Baithak Khana Road, Amherstreet,
Raja Ram Mohan Sarani,
West Bengal-700009

REGISTRAR SHARE TRANSFER AGENT**Bigshare Services Private Limited**

1st Floor, Bharat Tin works Building,
Oppvasant Oasis, Makwana Road,
Marol, Andheri
East,Mumbai,Maharashtra,400059

Email: ipo@bigshareonline.com

Parel,Mumbai,Maharashtra,400011 Tel No:

Tel No:022 - 23016761

E-Mail Id: busicomp@vsnl.com

BANKERS

ICICI Bank Ltd.

Corporation Bank Ltd.

Canara Bank.

INSIDE THE REPORT

Sr. No.	Particulars
1.	Notice
2.	Directors' Report
3.	Annexure to Director's Report (MGT-9)
4.	Form AOC-2
5.	Form AOC-1
6.	Management Discussion and Analysis Report
7.	CEO/ Managing Director & Chief Financial Officer Certification
8.	Corporate Governance Report
9.	Secretarial Audit Report (MR-3)
10.	Independent Auditors Report
11.	Schedule 10: Significant Accounting Policies
12.	Balance Sheet
13.	Profit and Loss Statement
14.	Cash Flow Statement
15.	Notes Forming Part of Financial Statements
16.	Attendance Slip
17.	Proxy Form (MGT-11)
18.	Ballot Paper/ Polling Paper (MGT-12)
19.	Route Map

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ODYSSEY CORPORATION LIMITED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 3-HEMU CASTLE, DADBHAI ROAD, NEAR GOKLIBAI SCHOOL, VILE PARLE WEST MUMBAI -400056 ON 30th SEPTEMBER 2019, MONDAY AT 02:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Hiten Ramniklal Mehta, Managing Director (DIN: 01875252) who retires by rotation and being eligible offered himself for re-appointment.
3. To Consider the appointment of Mr. CLB & Associates, Chartered Accountant , as Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

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

“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 30 September,2015 the Reappointment 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 Re-appointed 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 2019-20.

SPECIAL BUSINESS

4. **REGULARISATION OF ADDITIONAL DIRECTOR, MS PRAJAKTA KAUSHIK DAMANIA BY APPOINTING HER AS NON-EXECUTIVE NON- INDEPENDENT DIRECTOR OF THE COMPANY**

“RESOLVED THAT, Ms. Prajakta Kaushik Damania (DIN- 07625864), who was appointed as an Additional Director with effect from 1st March, 2019 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Non- Independent Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

5. **REGULARISATION OF ADDITIONAL DIRECTOR, MR ANKUR MAHESH MEHTA BY APPOINTING HIM AS NON-EXECUTIVE - INDEPENDENT DIRECTOR OF THE COMPANY**

“RESOLVED THAT, Mr. Ankur Mahesh Mehta (DIN- 06838230), who was appointed as an Additional Director with effect from 1st April, 2019 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

Registered Office:
Shop No 3, Hemu Castle, Dadabhai Road,
Near Gokhlibai School, Vile Parle (West)
Mumbai – 400056

By order of the Board
For Odyssey Corporation Limited

____Sd/-_____
Hiten Ramniklal Mehta
Managing Director
DIN- 01875252

Place: Mumbai
Date: 05.09.2019

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER, TO ATTEND AND VOTE ON POLL ON BEHALF OF HIMSELF/ HERSELF. The instrument appointing the Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 (forty eight) hours before the commencement of the Meeting. A proxy form for the Annual General Meeting (AGM) is enclosed.

A person can act as a proxy on behalf of the Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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 a proxy for any other person or Member. Proxies submitted on behalf of limited companies, societies, etc. must be supported by valid and effective resolution/ authority, as applicable.

2. The register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive) for the purpose of the 24th Annual General Meeting of the Company to be held on 30th September 2019.
3. Electronic copy of the 24th Annual Report 2018-19, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 24th Annual Report 2018-19, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.
4. Members are requested to :-
 - i. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March 2019, so as to enable the Company to keep the information ready.
 - ii. Bring their copy of the Annual Report, Attendance slip and their photo identity proof at the Annual General Meeting.
 - iii. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company/ R&TA.
 - iv. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
 - v. Approach the R&TA of the Company for consolidation of folios.
 - vi. Avail of Nomination facility by filing in and forwarding the nomination form to the R&TA, if not already done.
 - vii. Send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company, M/s. Big Share Services Pvt Ltd up to the date of book closure.
5. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. The Company has listed its shares on the BSE Limited
7. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 12:00 p.m. to 4:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
8. The Company is supporting "Green Initiative in Corporate Governance", a step taken by the Ministry of Corporate Affairs wherein the service of various documents including Notice, Directors' Report, Annual Accounts and various correspondences by a Company can be made through electronic mode which shall also be in compliance with the provisions of Section 20 of the Companies Act, 2013. Supporting this initiative the Company sends its Annual Report to the members whose email ids are available in electronic form. To support this initiative in full measure, Members who have not registered their email address with the Depository through their concerned Depository Participants (DPs) are requested to register the same with their DPs. Members who hold shares in physical form are requested to register their email address with Big Share Services Pvt Ltd.

In case you desire to receive the documents mentioned above in physical form or register or change your email address, you are requested to send an e-mail to odysseycl9999@gmail.com

9. In terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company has made arrangement to its members to exercise their right to vote at Annual General Meeting by electronic means.
10. The members shall note that the facility for voting shall also be provided at the meeting through poll paper and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and his vote, if any, cast at the meeting shall be treated as invalid.
11. The instructions for members for voting electronically are as under:-
 - (i) The voting period begins Friday, 27th September 2019 at 11:00 a.m. and ends on Sunday, 29th September 2019 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd September, 2019.
 13. M/s Jaymin Modi & Co., Company Secretaries (Membership No. ACS 44248) has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
 14. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer’s report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
 15. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer’s report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
 16. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Assuring you of our best services,

Regards,

e-Voting support desk

Central Depository Securities Limited

Registered Office:

Shop No 3, Hemu Castle, Dadabhai Road,

Near Gokhlibai School, Vile Parle (West)

Mumbai – 400056

By order of the Board

For Odyssey Corporation Limited

____Sd/-____
Hiten Ramniklal Mehta
Managing Director
DIN- 01875252

Place: Mumbai
Date: 05.09.2019