

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of ODYSSEY CORPORATION LIMITED will be held on Thursday the **28th** day of **September, 2017**, at 3 p.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 2017, 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,2017, 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 Mrs Meeta Mehta, (Din 07342023) ,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 30th September,2015 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 2017-18.

SPECIAL BUSINESS

4. **Appointment of Mr. Hiten R Mehta(Din :01875252) as a Whole time Director 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 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 Mr **Hiten Mehta (Din :01875252)** as “Executive Director” of the Company, liable to retire by rotation with designation styled as Whole Time director, for a period of three years, on the terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee and as are set out in the draft of the Agreement to be entered into between the Company and Mr **Hiten Mehta (Din :01875252)** 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 Mr **Hiten Mehta (Din :01875252)** 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 Mr **Hiten Mehta (Din :01875252)** within the limit stipulated in the Companies Act, 2013

Registered Office:

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

Place - Mumbai

Date- 14-08-2017

By Order of the Board

Sd/-
Hiten R Mehta

Authorized Person

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 22nd SEPTEMBER, 2017 TO 28TH SEPTEMBER, 2017 (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 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 Regulation 27 of the Listing Regulations 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 2016-17 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 22nd Annual General Meeting and the Annual Report for 2017 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, the Company is pleased to provide members facility to cast their votes, at the 22nd 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 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
 - 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	<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 Company/Depository Participant are requested to use the first two letters of their name and the last 8 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.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly 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 Odyssey Corporation Limited 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II) In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The remote e-voting period commences on 25th Sept, 2017 (9:30 am) and ends on 27th September 2017, (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (C) 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.

20 Ms. Nishu Jain of M/s Nishu Jain and Associates, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

22 The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

23 The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 3 (three) days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized

by him in writing, who shall countersign the same and declare the result of the voting forthwith.

24 The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.odysseycorp.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 of the accompanying Notice dated August 14th, 2017.

ITEM NO. 4

pursuant to the Sections 149,196,197, schedule V and other applicable provisions of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of members of the Company in the General Meeting Mr **Hiten Mehta (Din :01875252)** who was appointed as Additional Director on 30th April, 2012, and Director of the Company by the Board of Directors in respect of whom the notice in writing received from the member along with the deposit, proposing her candidature as Director of the Company, be and is hereby appointed as Executive director, designation styled as Whole Time Director, liable to retire by rotation & Key Managerial Person of the Company with effect from 14th November, 2016 for a period of three years. The remuneration, as recommended by the Nomination & Remuneration Committee was also approved by the Board at its Meeting held on 14th November, 2016, at the monthly remuneration as under:

a) Remuneration

Rs.100000 p.m. (Rupees One Lac only) with such annual increments / increases as may be decided by the Remuneration Committee from time to time

b) Perquisites

Telephone, telefax and other communication facilities at Company's cost for Official purpose.

Subject to any statutory ceiling/s, the appointee may be given any other allowances, perquisites, benefits and facilities as the Remuneration Committee / Board of Directors from time to time may decide.

c) Valuation of perquisites

Perquisites/allowances shall be valued as per the Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

d) Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out, from time to time.

e) Other terms

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deem fit within the maximum amount payable to the appointee in accordance with the provisions of the said Act or any amendments made therein or with the approval of the Central Government, if required.

“RESOLVED FURTHER THAT Mr. Hiten R Mehta(Din :01875252) shall be liable to retire by rotation during this tenure of office as Executive Director of the company.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters, things as are considered necessary and expedient to give effect to this resolution including issuing notices to the members of the Company and filing necessary forms with the Office of Registrar of Companies.”

The Board commends passing of the resolution for the Director.

By Order of the Board

Sd/-

**Hiten R Mehta
Authorised Person**

**3,Hemu Castle
Dadabhai Road
Nr Goklibai School
Vile Parle West
Mumbai- 400056**

ODYSSEY CORPORATION LTD.

(CIN No.: L67190MH1995PLC085403)

3 Hemu Castle, Dadabhai Road, Near Goklibai School, Vile Parle West, Mumbai 400056 on

Phone No. 022-26241111/26248888, FAX - 022 26241108,

Website - www.odysseycorp.in, Email - odysseycl9999@gmail.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the company, to be held on the Thursday ,28th day of September 2017 at 3 p.m. at 3 Hemu Castle ,Dadabhai Road, Near Goklibai School ,Vile Parle West ,Mumbai 400056 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's(Standalone and Consolidated) for the financial year 31st March, 2017		
2.	Appoint a Director in place of Meeta Mehta (holding DIN 07342023), Director, who retires by rotation, and being eligible, offers herself for re-appointment		
3.	Ratification of M/s. CLB & Associates, Chartered Accountants as Statutory Auditors & fixing their remuneration		
4.	Appointment of Mr. Hiten R Mehta(Din :01875252) as Whole - Time Director .		
5.			

* Applicable for investors holding shares in Electronic form.

Affix Revenue
Stamps

Signed this ____ day of ____ 2017

Signature of Shareholder
shareholder

Signature of Proxy holder

Signature of the

across Revenue Stamp

Note:

1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company

ODYSSEY CORPORATION LTD.

(CIN No.: L67190MH1995PLC085403)

3 Hemu Castle,Dadabhai Road,Near Goklibai School ,Vile Parle West ,Mumbai 400056 on

Phone No. 022-26241111/26248888 ,FAX – 022 26241108,

Website – www.odysseycorp.in ,Email – odysseycl9999@gmail.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

22nd Annual General Meeting on 28th September, 2017

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 22nd Annual General Meeting of the Odyssey Corporation Ltd.

3 Hemu Castle ,Dadabhai Road, Near Goklibai School ,Vile Parle West ,Mumbai 400056 on

Thursday, the 28th September,2017 at 3.PM

(Member's /Proxy's Signature)

EVS (Electronic Voting Sequence Number)	PAN/Default Pan*

*Only Shareholder who have not updated their PAN with Company/Depository Participant shall use Default PAN in the Pan Field.

Note:

Note: Please read the instructions printed under the Note No.20 to the Notice of 22nd Annual General Meeting dated 14th August, 2017. The voting period starts from 9.30 a.m. on Monday , September 25th , 2017 and ends at 5.00 p.m. on Wednesday September 27, 2017. The voting module shall be disabled by CDSL for voting thereafter.