

ODYSSEY CORPORATION LIMITED

(CIN No: L67190MH1995PLC085403)

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

Website: www.odysseycorp.in | **Email:** odysseycl9999@gmail.com |

Phone: 022-26241111/04.

Date: 4th December, 2020

To,
The Listing Compliance
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Ref. BSE Scrip Code: 531996

**Subject: Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements)
Regulation, 2015- Annual Report for the year ended 31st March, 2020**

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, we are submitting herewith Annual Report for the year ended 31st March, 2020 and the same has also been uploaded on Company's Website.

Kindly find the same in order

Thanking You.

**By order of the Board
For Odyssey Corporation Limited**

**Hiten Ramniklal Mehta
Whole-Time Director & Chairperson
DIN- 01875252**

Place: Mumbai

ODYSSEY CORPORATION LIMITED

CIN: L67190MH1995PLC085403

25TH ANNUAL REPORT

2019-20

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Hiten Ramniklal Mehta	:	Whole-Time Director & Chairperson
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

COMPANY SECRETARY & COMPLIANCE OFFICER:

Mr. Praveen Gupta	Resigned w.e.f 30 th September, 2019
Mrs. Aagvi Botadra	Resigned w.e.f 30 th June, 2020
Ms. Surbhi Dhandharia	Appointed w.e.f 15 th July, 2020

CHIEF FINANCIAL OFFICER:

Mrs. Usha Tulsidas Abhade

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

CIN:

L67190MH1995PLC085403

WEBSITE:

www.odysseycorp.in

STATUTORY AUDITORS:

M/s. CLB & Associates

Chartered Accountants

77, Mulji Jehta Building, 3rd Floor,

185-187, Princess Street, Marine Lines,

Mumbai – 400002.

Tel:022-22066860

Fax: 022-22052224

Email: clb.fca@gmail.com

REGISTRAR SHARE TRANSFER AGENT:	BANKERS:	LISTED AT:
Bigshare Services Private Limited 1st Floor, Bharat Tin works Building, Opp. vasant 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	ICICI Bank Ltd. Corporation Bank Ltd. Canara Bank.	BSE Limited (Scrip Code: 531996)

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25TH 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 26th DECEMBER 2020, SATURDAY AT 09:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 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.

SPECIAL BUSINESS:

3. To increase borrowing powers of the board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 100 crores (Rupees Hundred Crores only) for the Company , notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 100 crores (Rupees Hundred Crores only) for the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and

writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Registered Office:

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

By order of the Board
For Odyssey Corporation Limited

Sd/-

Hiten Ramniklal Mehta
Director
DIN- 01875252

Place: Mumbai
Date: 03.12.2020

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 19THDecember, 2020 to 26THDecember, 2020 (both days inclusive) for the purpose of the 25th Annual General Meeting of the Company to be held on 26thDecember 2020.
3. Electronic copy of the 25th Annual Report 2019-20, 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 25th Annual Report 2019-20, 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. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, for conducting its Annual General Meeting with physical presence of members after following the advisories issued from authorities.
5. 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 2020, 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 RTA 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.

6. 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.
7. The Company has listed its shares on the BSE Limited
8. 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.
9. 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.

10. 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.
11. 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.
12. The instructions for members for voting electronically are as under:-
 - (i) The voting period begins Wednesday, 23rd December 2020 at 09:00 a.m. and ends on Friday, 25th December 2020 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 19th December, 2020 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.

13. 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 19th December, 2020.

14. 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.

15. 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.

16. 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.

17. 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
Director
DIN- 01875252
Place: Mumbai
Date:03.12.2020

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013,
ANNEXURE TO AND FORMING PART OF THE NOTICE DATED 3RD DECEMBER, 2020**

Item No. 3

Keeping in view the Odyssey Corporation Limited's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits Rs. 100 Crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed to be increased to Rs. 100 Crores for the Company.

Hence, the Special Resolution at Item No.3 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 3 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Registered Office:

**Shop No 3, Hemu Castle, Dadabhai Road,
Mumbai Near Gokhlibai School,
Vile Parle (West)- 400056.**

**By order of the Board
For Odyssey Corporation Limited**

**Sd/-
Hitendra Ramniklal Mehta
Director
DIN- 01875252**

**Place: Mumbai
Date: 03.12.2020**

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Detail of the Directors seeking Re-appointment in the forth coming Annual General Meeting in pursuance of Listing Regulations.

Particulars	Details
Name of the Director	Mr. Hiten Ramniklal Mehta
Date of Birth	11-11-1968
Date of initial appointment	14-08-2012
Other Companies in which Directorship is held as on March 31, 2020	5(Five)
Chairman of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2020	NIL
Members of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2020	Alacrity Securities Limited

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the **25th Annual Report** together with audited statement of accounts of the Company for the year ended on **31st March 2020**.

FINANCIAL RESULTS:

The financial performance of your Company for the year ended March 31, 2020 (Standalone & Consolidated) is summarized below:-

PARTICULARS	STANDALONE		CONSOLIDATED	
	2019-20	2018-19	2019-20	2018-19
Total Income	4,59,53,339	23,25,69,947	4,60,43,039	23,25,69,947
Total Expenses	1,91,79,144	35,82,46,331	1,92,89,293	(12,57,67,883)
Profit/(Loss) before Tax	2,67,74,195	(1,25,676,384)	2,11,74,523	80,500
Less: Tax expense	1,24,99,853	80,500	55,79,233	(12,56,87,383)
Profit/ (Loss) after tax	1,42,74,342	(12,55,95,884)	4,735	12,323

There was no change in the nature of business of the company during the year.

The previous year figures have been restated, rearranged, regrouped and consolidated, to enable comparability of the current year figures of accounts with the relative previous year's figures.

IMPACT OF COVID-19:

In the last month of FY 2019-20, the COVID-19 pandemic evolved rapidly into a global crisis, forcing governments to enforce lock-downs on all activity. Due to country-wide lockdown, The Company's operations were hit, significantly since 1st day of lockdown till the 2nd week of May 2020, when lockdown was gradually lifted.

The extent of Covid-19 and consequent lockdown directly impacted the length of the operation and recovery cycle. However, the Company is taking all necessary measures in terms of mitigating the impact of the challenges being faced in the business. The Company is working towards being resilient in order to sail through the current situation. The Company in the midst of the CoVID-19 might take a call to shut down the business operation.

DIVIDEND:

With a view to conserve the resources in long run, your Directors have not recommended any dividend for the year ended 31st March, 2020.

TRANSFER TO RESERVE:

During the financial year, there was no amount proposed to be transferred to the Reserves.

EXTRACT OF ANNUAL RETURN:

Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed herewith as **ANNEXURE-A** and forming part of the report.

SUBSIDIARY COMPANIES:

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is given as **ANNEXURE – B**.

Further, the Annual Accounts and related documents of the subsidiary company shall be kept open for inspection at the Registered & Corporate Office of the Company. The Company will also make available copy thereof upon specific request by any Member of the Company interested in obtaining the same. Further, pursuant to Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company in this Annual Report include the financial information of its subsidiary.

PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTY:

During the year under review, the transactions entered into by the Company with related parties as defined under the Act and the Listing Regulations, were in the ordinary course of Business and on arm's length basis.

Omnibus approval is obtained for the transactions foreseen and repetitive in nature with related parties. A statement of all such related party transactions is presented before the Audit Committee on periodic and need basis for its review and approval.

Particulars of contracts or arrangements with related parties as required under Section 134(3)(h) of the Act, in the prescribed Form AOC-2 is given in **ANNEXURE –C** of this Report.

Disclosure of transactions with related parties as required under the applicable Accounting Standards have been made in the notes forming part of the financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis as required under Regulation 34 read with Schedule V of the Listing Regulations forms part of this Annual Report as **ANNEXURE - D**.

CORPORATE GOVERNANCE:

The report on Corporate Governance as required by, SEBI (LODR), Regulations, 2015 is attached separately in the Annual Report as **ANNEXURE - E**. All Board members and Senior Management personnel have affirmed compliance

with the Code of Conduct for the year 2019-20. A declaration to this effect signed by the Whole-Time Director of the Company is contained in this Annual Report. The Whole-Time Director have certified to the Board with regard to the financial statements and other matters as required under Regulation

SHARE CAPITAL:

During the year under review, the Company has not changed its capital structure during 2019-20.

Issue of Shares with Differential Voting Rights:

The Company under the provisions of Section 43 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 [Chapter IV] does not issued shares with differential rights issued during the year under review.

Issue of Sweat Equity Shares:

The Company under the provisions of Section 54 read with Rule 8(13) of the Companies (Shares Capital and Debentures) Rules, 2014 has not issued any sweat equity shares during the year under review.

Buyback of Securities:

The Company has not bought back any of its securities during the year under review.

Bonus Shares:

No Bonus Shares were issues during the year under review.

ACCEPTANCE OF FIXED DEPOSITS:

The Company has not accepted any Fixed Deposits from general public within the purview of Section 73, of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rule, 2014, during the year under review.

LOANS, INVESTMENT AND GUARANTEES BY THE COMPANY:

Particulars of Investment made/loan given under section 186 of the Companies Act, 2013 wherever applicable will form a part of the Notes to the financial statement.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review, there is no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate till the date of this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

In view of the Regulation 15(1) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015, the provisions related to Corporate Governance as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company and hence the same is not given in the Report.

INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations has been received from the Auditor of the Company for inefficiency or inadequacy of such controls.

DISCLOSURES UNDER SECTION 134(3) (I) OF THE COMPANIES ACT, 2013:

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report, except as disclosed elsewhere in this report.

DIRECTORS:

Mr. Hiten Ramniklal Mehta (DIN: 01875252), who retires by rotation and, being eligible, offers himself for re-appointment. If re-appointment, his term would be in accordance with the policy for directors of the Company.

Particulars	Details
Name of the Director	Mr. Hiten Ramniklal Mehta
Date of Birth	11-11-1968
Date of initial appointment	14-08-2012
Other Companies in which Directorship is held as on March 31, 2020.	5(Five)
Chairman of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2020.	NIL
Members of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2020.	Alacrity Securities Limited

BOARD OF DIRECTORS:

The Company is managed by well-qualified professionals. All directors are suitably qualified, experienced and competent. The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefitted by the experience and skills of the Board of Directors. The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential

conflict of interest with the company at large. The Company has Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the www.odysseycorp.in.

- **APPOINTMENT AND RESIGNATION OF DIRECTORS**

During the period under review no new Directors have been Appointed on the Board of the Company. Further During the period under review no Directors have resigned from the Company.

SR NO.	NAME OF THE DIRECTOR	DIN	CATEGORY/ DESIGNATION
1.	Hiten Ramniklal Mehta	01875252	Whole-Time Director & Chairperson
2.	Ankur Mahesh Mehta	06838230	Non-Executive & Independent Director
3.	Prajakta Kaushik Damania	07625864	Non-Executive & Independent Director
4.	Sameer Relia	01147315	Non-Executive & Independent Director

- **RETIREMENT BY ROTATION**

Mr. Hiten Ramniklal Mehta (DIN: 01875252), Executive Director of the Company, is liable to retire by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment. Your Directors recommends him for re-appointment.

- **INDEPENDENT DIRECTORS**

Independent Directors on your Company's Board have submitted declarations of independence to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

- **KEY MANAGERIAL PERSONS**

The Present Composition of Key Managerial Personnel is as below:

SR NO	NAME	DESIGNATION	DATE OF APPOINTMENT	DATE OF CESSATION
1.	Mr. Hiten Ramniklal Mehta	Whole-Time Director	14 th August, 2012	NA
2.	Mrs. Usha Tulsidas Abhade	Chief Financial Officer	01 st December, 2015	NA
3.	Ms. Surbhi Dhandharia	Company Secretary	15 th July, 2020	NA

• **DETAILS OF SHAREHOLDING OF THE BOARD OF DIRECTORS**

NAME OF THE DIRECTOR	DESIGNATION	NUMBER OF EQUITY SHARES HELD
Mr. Hiten Ramniklal Mehta	Whole-Time Director	48,000
Sameer Relia	Non-Executive - Independent Director	NIL
Ankur Mehta	Non-Executive - Independent Director	NIL
Prajakta Kaushik Damania	Non-Executive - Independent Director	NIL

RESPONSIBILITIES & FUNCTIONS OF BOARD OF DIRECTORS

The Board of Directors of the listed entity shall have the following responsibilities:

(i) Disclosure of information:

- a. Members of Board of Directors and key managerial personnel shall disclose to the Board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.
- b. The Board of Directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

(ii) Key functions of the Board of Directors

- a. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
- b. Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
- c. Selecting, compensating, monitoring and, when necessary, replacing key managerial Personnel and overseeing succession planning.
- d. Aligning key managerial personnel and remuneration of board of directors with the longer-term interests of the listed entity and its shareholders.
- e. Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of Directors.
- f. Monitoring and managing potential conflicts of interest of management, members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
- g. Ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- h. Overseeing the process of disclosure and communications.
- i. Monitoring and reviewing Board of Director's evaluation framework.

(iii) Other responsibilities:

- a. The Board of Directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.
- b. The Board of Directors shall set a corporate culture and the values by which executives throughout a group shall behave.
- c. Members of the Board of Directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
- d. The Board of Directors shall encourage continuing directors training to ensure that the members of Board of Directors are kept up to date.
- e. Where decisions of the Board of Directors may affect different shareholder groups differently, the Board of Directors shall treat all shareholders fairly.
- f. The Board of Directors shall maintain high ethical standards and shall take into account the interests of stakeholders.
- g. The Board of Directors shall exercise objective independent judgment on corporate affairs.
- h. The Board of Directors shall consider assigning a sufficient number of non- executive members of the Board of Directors capable of exercising independent judgment to tasks where there is a potential for conflict of interest.
- i. The Board of Directors shall have ability to 'step back' to assist executive management by 44 challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.
- j. When committees of the Board of Directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the Board of Directors.
- k. Members of the Board of Directors shall be able to commit themselves effectively to their responsibilities.
- l. In order to fulfill their responsibilities, members of the Board of Directors shall have access to accurate, relevant and timely information.
- m. The Board of Directors and senior management shall facilitate the independent Directors to perform their role effectively as a member of the Board of Directors and also a member of a committee of Board of Directors.

MEETINGS OF THE BOARD OF DIRECTORS:

During the year under review, total Nine (9) meetings of the Board were held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations.

SR.NO	DATES OF BOARD MEETINGS
1.	29 th May, 2019
2.	30 th May, 2019
3.	13 th August, 2019
4.	05 th September, 2019
5.	30 th September, 2019
6.	14 th November, 2019
7.	08 th January, 2020
8.	12 th February, 2020
9.	24 th February, 2020

SR.NO	NAME OF THE DIRECTOR	DIN	CATEGORY	BOARD MEETINGS	
				HELD	ATTENDED
1.	Hiten Ramniklal Mehta	01875252	Whole-Time Director	09	08
2.	Ankur Mahesh Mehta	06838230	Non-Executive & Independent Director	09	09
3.	Prajakta Kaushik Damania	07625864	Non-Executive & Independent Director	09	09
4.	Sameer Relia	01147315	Non-Executive & Independent Director	09	09

DETAILS OF ANNUAL GENERAL MEETING:

<u>FINANCIAL YEAR</u>	<u>DATE</u>	<u>VENUE</u>	<u>RESOLUTIONS PASSED</u>
2018-19	30 th September, 2019	3-HEMU CASTLE, DADBHAI ROAD, NEAR GOKLIBAI SCHOOL, VILE PARLE WEST MUMBAI – 400056	<ul style="list-style-type: none"> • 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. • 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. • 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), • Regularisation Of Additional Director, Ms Prajakta Kaushik Damania By Appointing Her As Non-Executive Non- Independent Director Of The Company • Regularisation Of Additional Director, Mr Ankur Mahesh Mehta By Appointing Him As Nonexecutive - Independent Director Of The Company

EXTRA-ORDINARY GENERAL MEETING

During the year under review no Extra- Ordinary General Meetings of the Company was held.

DIRECTORS REMUNERATION POLICY:

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration policy, providing criteria for determining qualifications, positive attributes, independence of a Director and a policy on remuneration for Directors, key managerial personnel and other employees. The detailed Remuneration policy is placed on the Company's website.

AUDITORS:

M/s. CLB & ASSOCIATES, Chartered Accountants, hold office until the conclusion of ensuing annual General Meeting to be held in year 2022 and being eligible offer themselves for reappointment as Auditors of the Company. The Company has received letter from M/s. CLB & ASSOCIATES., Chartered Accountants to the effect that, their appointment, if made would be in the prescribed limit under 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re appointment. The Notes in the Financial statement referred to in the Auditor's report are self explanatory and do not call for any further comments

AUDITORS REPORT:

The observations and comments furnished by the Auditors in their report read together with the notes to Accounts are self- explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the requirement of Section 134 of the Companies Act, 2013, the Board of Directors of the Company confirms:

1. In the preparation of the annual accounts for the financial year ended 31st March, 2020 the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. That the 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 at the end of the financial year and of the profit and loss of the Company for the year ended 31st March, 2020.
3. That the Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities.
4. That the Directors have prepared the Annual Accounts on a going concern basis.
5. There are no material changes & commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate & the date of the report.
6. There are proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
7. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

8. Based on the framework of internal financial controls and compliance systems established and maintained by 2013 the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2019-20.

BOARD EVALUATION

The Board of Directors have carried out an annual evaluation of its own performance, its various committees and individual directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed under Regulation 17(10), 25(4) and other applicable provisions of the SEBI (LODR) Regulations.

Independent Directors:

The performance of each independent director was evaluated by the entire Board of Directors (in the absence of the director getting evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance, interest of stakeholders, etc. The Board was of the unanimous view that every Independent Director was a reputed professional and brought his rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all Independent Directors in guiding the management to achieving higher growth and continuance of each independent director on the Board will be in the interest of the Company.

Non-Independent Directors:

The performance of all the non-independent directors was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance, stakeholders etc. The Board was of the unanimous view that all the non-independent directors were providing good business and people leadership

COMMITTEES OF THE BOARD:

The Board Committee plays a crucial role in the governance structure of the Company and has been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Board Committee are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee meetings.

The Board has constituted following Committees of Directors:

- Audit Committee,
- Nomination & Remuneration Committee, and
- Stakeholder's Relationship Committee.

- **AUDIT COMMITTEE:**

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

➤ **Composition:**

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	CHAIRMAN/MEMBER
Sameer Relia	Non-Executive Independent Director	Chairman
Ankur Mahesh Mehta	Non-Executive Independent Director	Member
Hiten Ramniklal Mehta	Whole-Time Director	Member

➤ **Terms of reference:**

The broad terms of reference of the Audit Committee are as under:

- a. Reviewing of the Company's financial reporting process and the disclosure of its financial information
- b. To ensure that the financial statement is correct, sufficient and credible.
- c. Recommending the appointment, remuneration and terms of appointment of external Auditor.
- d. Review and monitor the auditor's independence and performance and effectiveness of audit process.
- e. Approval or any subsequent modification of transactions of the company with related parties
- f. Scrutiny of inter-corporate loans and investments
- g. Valuation of undertakings or assets of the Company, wherever it is necessary.
- h. Monitoring the end use of funds raised through public offers and related matters.
- i. Reviewing with management the Annual financial statements and half yearly and Quarterly financial results before submission to the Board.
- j. Reviewing periodically the adequacy of the internal control system.
- k. Discussions with Internal Auditor on any significant findings and follow up there on.

● **NOMINATION AND REMMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. The Composition of the Committee is in conformity with the provisions of the said Section.

➤ **Composition:**

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	CHAIRMAN/MEMBER
-----------------------	--------------------------	-----------------

Ankur Mahesh Mehta	Non-Executive Independent Director	Chairman
Sameer Relia	Non-Executive Independent Director	Member
Prajakta Kaushik Damania	Non-Executive Independent Director	Member

➤ **Terms of reference:**

The broad terms of reference of the Nomination and Remuneration Committee are asunder:

- a. Formulation of the criteria for determining the qualifications, positive attributes and independence of Director;
- b. Devising a policy on Board diversity;
- c. Formulation of Remuneration policy;
- d. Review the structure, size and composition of the Board;
- e. Identifying and selection of candidates for appointment as Directors;
- f. Identifying potential individuals for appointment as Key Managerial Personnel and Senior Management;
- g. Formulation of criteria for evaluation of Independent Directors and the Board.

● **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee of Directors was constituted pursuant to the provisions of Section 178(5) of the Companies Act, 2013. The composition of the Committee is in conformity with the provisions of the said section.

➤ **Composition:**

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	CHAIRMAN/MEMBER
Prajakta Kaushik Damania	Non-Executive Independent Director	Chairman
Sameer Relia	Non-Executive Independent Director	Member
Hiten Ramniklal Mehta	Whole-Time Director	Member

SECRETARIAL AUDIT REPORT:

A Secretarial Audit Report for the year ended **March 31, 2020** in prescribed form duly audited by the **Practicing Company Secretary, Brijesh Shah & Co.,** Mumbai is annexed herewith as **ANNEXURE-F** and forming part of the report.

RESPONSIBILITIES OF COMPLIANCE OFFICER

The compliance officer of the listed entity shall be responsible for:

- a. Ensuring conformity with the regulatory provisions applicable to the listed entity in letter and spirit.
- b. Co-ordination with and reporting to the Board, recognized stock Exchange and depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time.
- c. Ensuring that the correct procedures have been followed that would result in the correctness, Authenticity and comprehensiveness of the information, statements and reports filed by the listed entity under these regulations.
- d. Monitoring email address of grievance redressal division as designated by the listed entity for the purpose of registering complaints by investors.

CODE OF CONDUCT:

Regulations 17(5) of the SEBI (LODR) Regulations, 2015, requires listed Companies to lay down a Code of Conduct for its Directors and Senior Management, incorporating duties of Directors as laid down in the Companies Act, 2013. The Board has adopted a Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on Company's website.

STATEMENTS OF PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

Information in accordance with the provisions of Section 134 (3)(m) of the Act read with the Companies (Accounts) Rules, 2014 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo during the reporting period is given herein below:

A.	CONSERVATION OF ENERGY	Not Applicable
i.	Steps taken or impact on conservation of energy.	NIL
ii.	Steps taken by the company for utilizing alternate sources of energy.	NIL
iii.	Capital investment on energy conservation equipment.	NIL

B.	TECHNOLOGY ABSORPTION	Not Applicable
i.	Efforts made towards technology absorption.	NIL
ii.	Benefits derived like product improvement, cost reduction, product development or import substitution.	NIL
iii.	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)- a) Details of technology imported. b) Year of import. c) Whether the technology has been fully absorbed.	NIL

	<p>d) If not fully absorbed, areas where absorption has not taken place, and thereasons thereof; and</p> <p>e) Expenditure incurred on research & development.</p>	
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C.	FOREIGN EXCHANGE EARNINGS & OUTGO	Amount in Rs.	
		2019-20	2018-19
i.	Foreign Exchange Earnings in terms of actual inflows	NIL	NIL
ii.	Foreign Exchange Outgo in terms of actual outflows	NIL	NIL
iii.	Foreign Travelling	NIL	NIL

LISTING FEES:

The Annual Listing Fees for the Financial Year 2020-2021 have been paid to the aforesaid Stock Exchange.

NBFC LICENSE:

The Company had submitted application for surrender of NBFC License and the same is in process to receive approval from the concerned authority.

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

As on 31st March, 2020, 3,92,96,260 equity shares, constituting 99.75% of the paid-up equity capital of the Company, stood dematerialized whereby shareholders have an option to dematerialize their shares with either of the Depositories. Entire shareholding of Promoters and Promoter Group is in dematerialized form. Status of Dematerialization of Equity Shares as on March 31, 2020 is as under:

Further the Company does not have any Equity shares lying in the Suspense Account.

PARTICULARS	NO. OF SHARES	% OF TOTAL PAID-UP CAPITAL
National Securities Depository Limited	1,35,25,264	34.33%
Central Depository Services (India) Limited	2,57,70,996	65.42%
Total Dematerialized	3,92,96,260	99.75%
Physical	97,940	0.25%
Total	3,93,94,200	100%

SEBI COMPLAINTS REDRESS SYSTEM (SCORES):

SEBI vide circular dated 3rd June, 2011 introduced SCORES, i.e., SEBI Complaints Redress System the system of processing of investors complaints in a centralized web-based complaints redress portal known as 'SCORES'. The salient features of this system are: centralized database of all Complaints, online upload Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status. The Company is registered with SEBI under the SCORES system and as on date of the preparation of Annual Report the same is NIL.

CORPORATE IDENTIFICATION NUMBER

The Company's CIN as allotted by the Ministry of Corporate Affairs ("MCA") is L67190MH1995PLC085403.

WHISTLE BLOWER POLICY AND VIGIL MECHANISM:

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behavior in all its operations, the Company has formulated Vigil Mechanism Policy. This policy aspires to encourage all employees to report suspected or actual occurrence of illegal, unethical or inappropriate events (behaviors or practices) that affect Company's interest/image.

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the Requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and an Internal Complaints Committee has been set up to redress complaints received regarding Sexual Harassment at workplace, with a mechanism of lodging & redress the complaints. All employees (permanent, contractual, temporary, trainees etc.) are covered under this policy.

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules 16 thereunder, the Company has not received any complaint of sexual harassment during the year under review.

Number of cases pending as on the beginning of the financial year	Nil
Number of complaints filed during the financial year	Nil
Number of cases pending for more than 90 days	Nil
Number of cases pending at the end of end of the financial year	Nil
Nature of action taken by the employer or District Officer	NA

MAXIMUM TENURE OF INDEPENDENT DIRECTORS:

The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and Regulation 25(2) of the SEBI (LODR) Regulations, 2015.

DIRECTORS' INTEREST IN THE COMPANY:

Sometime, the Company does enter into contracts with companies in which some of the Directors of the Company are interested as director or member. However, these contracts are in the ordinary course of the Company's business without giving any specific weightage to them. Directors regularly make full disclosures to the Board of Directors regarding the nature of their interest in the companies in which they are directors or members. Full particulars of contracts entered with companies in which directors are directly or indirectly concerned or interested are entered in the Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the same is placed in every Board Meeting for the noting of the Directors.

COMPLIANCES REGARDING INSIDER TRADING

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prohibition of insider trading, as approved and adopted by the Directors and designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information during the period of Trading Window Closure. The Board is responsible for implementation of the Code. All Board of Directors and designated employees have confirmed compliance with the Code.

COMPLIANCE OF SECRETARIAL STANDARDS:

During the year under review, the Company has complied with Secretarial Standards on meetings of the Board of Directors ("SS-1") and on General Meetings ("SS-2") as amended and issued from time to time by the Institute of Company Secretaries of India in terms of Section 118(10) of the Companies Act, 2013.

COMPLIANCE:

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes.

ADEQUACY OF INTERNAL CONTROL:

The Company has robust internal control systems in place which are commensurate with the size and nature of the business. The internal controls are aligned with statutory requirements and designed to safeguard the assets of the Company. The internal control systems are complemented by various Management Information System (MIS) reports covering all areas. Increased attention is given to auto generation of MIS reports as against manual reports to take care of possible human errors or alteration of data. The Management reviews and strengthens the controls periodically.

HUMAN RESOURCE DEVELOPMENT:

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. With the philosophy of inclusive growth, the Company has redefined its performance management system. The new system focuses on progression of individual employees together with organizational goals. Under the new system increased thrust will be on job rotation and multi-skilling.

MANPOWER:

The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them.

CAUTIONARY STATEMENT:

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify “Forward Looking Statements”. The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied.

ACKNOWLEDGEMENT:

The Directors take this opportunity to thank the Financial Institutions, Banks, Business Associates, Central and State Government authorities, Regulatory authorities, Stock Exchanges and all the various stakeholders for their continued co-operation and support to the Company and look forward to their continued support in future.

The Company thanks all of the employees for their contribution to the Company’s performance. The Company applauds all the employees for their superior levels of competence, dedication and commitment to your Company.

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
Director
DIN- 01875252

Place: Mumbai
Date: 03.12.2020

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
(ANNEXURE - A)

As on the financial year ended on 31st March, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

Sr. No	Particulars	Details
1.	CIN	L67190MH1995PLC085403
2.	Registration Date	9 th February, 1995
3.	Name of the Company	Odyssey Corporation Limited
4.	Category / Sub-Category of the Company	Company limited by Shares Non-govt company
5.	Address of the Registered office and contact details	Shop No 3, Hemu Castle, Dadabhai Road, Near Gokhlibai School, Vile Parle (West) Mumbai - 400056
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent:	Bigshare Services Pvt. Ltd 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Commercial Loans	65923	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares Held	Applicable Section
1	ODYSSEY INFRABUILD PRIVATE LIMITED	U70109MH2011PTC218514	Subsidiary Company	80%	Section 2(87)

2	ODYSSEY MEDIA AND ENTERTAINMENT PRIVATE LIMITED	U74300MH2011PTC218469	Subsidiary Company	99.99%	Section 2(87)
3	ODYSSEY GLOBAL PRIVATE LIMITED	U51101MH2011PTC218563	Subsidiary Company	80%	Section 2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year 31-03-2020				No. of Shares held at the end of the year 31-03-2019				% of Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
(1) Indian									
(g) Individuals/HUF	1,51,22,320	0	1,51,22,320	38.39	1,51,22,320	0	1,51,22,320	38.39	0
Sub Total (A)(1):-	1,51,22,320	0	1,51,22,320	38.39	1,51,22,320	0	1,51,22,320	38.39	0
(2) Foreign									
(a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0
(b) Other Individuals									0
(c) Bodies Corp. (Alacrity Securities Ltd)	21,89,015	0	21,89,015	5.56%	24,70,124	0	24,70,124	6.27%	0.71
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0
(e) Any Other....	0	0	0	0.00	0	0	0	0.00	0
Sub Total (A)(2):-	0	0	0	0.00	0	0	0	0.00	0
Total shareholding of (Promoter (A) = (A)(1)+(A)(2))	1,73,11,335	0	1,73,11,335	43.94%	1,75,92,444	0	1,75,92,444	44.66%	0.72
B. Public									
(1) Institutions									
(a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0
(b) Banks FI	0	0	0	0.00	0	0	0	0.00	0
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0
(d) State Govet(s)	0	0	0	0.00	0	0	0	0.00	0
(e) Venture Capital	0	0	0	0.00	0	0	0	0.00	0
(f) Insurance	0	0	0	0.00	0	0	0	0.00	0

(g) FII's	0	0	0	0.00	0	0	0	0.00	0
(h) Foreign Venture	0	0	0	0.00	0	0	0	0.00	0
(i) Others (specify)									
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0
(2) Non-Institutions									
(a) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
(i) Indian	0	0	0	0.00	0	0	0	0.00	0
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
(b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	35,46,164	96740	36,42,904	9.25%	37,70,787	96740	38,67,527	9.82 %	(0.57)%
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1,02,99,008	0	1,02,99,008	26.14	1,06,30,015	0	1,06,30,015	26.98 %	0.84%
BHAMINI PARESH SHAH	410248	0	410248	1.04%	410248	0	410248	1.04 %	0
G LAKSHMI ARUNA	1800000	0	1800000	4.57%	1800000	0	1800000	4.57 %	0
SRINIVASULU VENKATA METRI	1000000	0	1000000	2.54%	1000000	0	1000000	2.54 %	0
V H SHAFI KUR REHMAN	794950	0	794950	2.02%	794950	0	794950	2.02 %	0
Any Other :	81,39,753	1,200	81,40,953	20.67	7304214	0	7304214	18.54 %	2.13 %
i) Holding 1% and above :									
COMPACT AGENCIES PRIVATE LIMITED	452709	0	452709	1.15%	452709	0	452709	1.15 %	0
EARTHSTONE ENERGY & NATURAL RESOURCES LTD	505000	0	505000	1.28%	505000	0	505000	1.28 %	0
NILARYA TRADING PRIVATE LIMITED	1541980	0	1541980	3.91%	1541980	0	1541980	3.91 %	0
SORUS MEDIA AND ADVERTISEMENT PRIVATE LIMITED	401335	0	401335	1.02%	401335	0	401335	1.02 %	0

VAKKAL IMPEX PRIVATE LIMITED	600000	0	600000	1.52%	600000	0	600000	1.52%	0
YESHA DEVELOPERS LLP	465000	0	465000	1.18%	465000	0	465000	1.18%	0
*N.R.I. (REPAT)	12331	0	12331	0.03%	12331	0	12331	0.03%	0
*N.R.I.	1000	0	1000	0.00%	1000	0	1000	0.00%	0
*Foreign Corporate	0	0	0	0.00	0	0	0	0.00	0
* Trust	0	0	0	0.00	0	0	0	0.00	0
*HUF	0	0	0	0.00	0	0	0	0.00	0
* Employee	0	0	0	0.00	0	0	0	0.00	0
*Clearing Members	226955	0	226955	0.58%	226955	0	226955	0.58%	0
* Partnership Firm	100	0	100	0.00%	100	0	100	0.00	0
*Depository	0	0	0	0.00	0	0	0	0.00	0
Total Public Shareholding (B) = (B)(1)+(B)(2)	2,19,84,925	97940	2,20,82,865	56.06%	2,17,03,816	97940	2,18,01,756	55.34%	0.72%
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0
Grand Total (A + B + C)	3,92,96,260	96740	3,93,94,200	100%	3,92,96,260	97940	3,93,94,200	100%	0%

(i) Shareholding of Promoters

SL No	Shareholder's Name	Shareholding at beginning of the year 30/03/2019			Shareholding at the end of the year 31/03/2020			
		No of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total Shares	No of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total Shares	% Change
1	Hemanshu Ramniklal Mehta	10120	0.0257	0.0000	10120	0.0257	0.0000	0.0000
2	Hiten Ramniklal Mehta	48000	0.1218	0.0000	48000	0.1218	0.0000	0.0000
3	Bina Himanshu Mehta	200000	0.5077	0.0000	200000	0.5077	0.0000	0.0000
4	Alacrity Securities Limited	444630	1.1287	0.0000	163521	0.4151	0.0000	-0.7136
5	Alacrity	600000	1.5231	0.0000	600000	1.5231	0.0000	0.0000

	Securities Limited							0
6	Alacrity Securities Limited	1425494	3.6185	0.0000	1425494	3.6185	0.0000	0.0000
7	Pooja Hemanshu Mehta	14864200	37.7320	0.0000	14864200	37.7320	0.0000	0.0000
TOTAL		17592444	44.6575		17311335	43.9439		-0.7136

(ii) Change in Promoters' Shareholding (please specify, if there is no change):

SR NO	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (30/03/2019)/ end of the year (31/03/2020)	% total Shares of the Company				No of Shares	% total Shares of the Company
1	POOJA HEMANSHU MEHTA	14864200	37.73	30-Mar-2019			14864200	37.73
		14864200	37.73	31-Mar-2020			14864200	37.73
2	ALACRITY SECURITIES LIMITED	2470124	6.27	30-Mar-2019			2470124	6.27
			6.27	05-Apr-2019	-10	Sell	2470114	6.27
			6.27	30-Aug-2019	-200	Sell	2469914	6.27
			5.56	30-Sep-2019	-280,899	Sell	2189015	5.56
		2189015	5.56	31-Mar-2020			2189015	5.56
3	BINA HIMANSHU MEHTA	200000	0.51	30-Mar-2019			200000	0.51
		200000	0.51	31-Mar-2020			200000	0.51
4	HITEN RAMNIKLAL MEHTA	48000	0.12	30-Mar-2019			48000	0.12
		48000	0.12	31-Mar-2020			48000	0.12
5	HEMANSHU RAMNIKLAL MEHTA	10120	0.03	30-Mar-2019			10120	0.03

		10120	0.03	31-Mar-2020			10120	0.03
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(iii) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SR NO	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (30/03/2019)/ end of the year (31/03/2020)	% total Shares of the Company				No of Shares	% total Shares of the Company
1	G LAKSHMI ARUNA	1800000	4.57	30-Mar-2019	0		1800000	4.57
			0.00	29-Feb-2020	-1800000	Sell	0	0.00
			4.57	06-Mar-2020	1800000	Buy	1800000	4.57
		1800000	4.57	31-Mar-2020	0		1800000	4.57
2	NILARYA TRADING PRIVATE LIMITED	1541980	3.91	30-Mar-2019	0		1541980	3.91
			0.00	29-Feb-2020	-1541980	Sell	0	0.00
			3.91	06-Mar-2020	1541980	Buy	1541980	3.91
		1541980	3.91	31-Mar-2020	0		1541980	3.91
3	SRINIVASULU VENKATA METRI	1000000	2.54	30-Mar-2019	0		1000000	2.54
		1000000	2.54	31-Mar-2020	0		1000000	2.54
4	V H SHAFI KUR REHMAN	794950	2.02	30-Mar-2019	0		794950	2.02
			0.00	29-Feb-2020	-794950	Sell	0	0.00
			2.02	06-Mar-2020	794950	Buy	794950	2.02
		794950	2.02	31-Mar-2020	0		794950	2.02
5	VAKKAL IMPEX PRIVATE LIMITED	600000	1.52	30-Mar-	0		600000	1.52

				2019				
			0.00	29-Feb-2020	-600000	Sell	0	0.00
			1.52	06-Mar-2020	600000	Buy	600000	1.52
		600000	1.52	31-Mar-2020	0		600000	1.52
6	EARTHSTONE ENERGY & NATURAL RESOURCES LTD	505000	1.28	30-Mar-2019	0		505000	1.28
		505000	1.28	31-Mar-2020	0		505000	1.28
7	YESHA DEVELOPERS LLP	465000	1.18	30-Mar-2019	0		465000	1.18
			0.00	29-Feb-2020	-465000	Sell	0	0.00
			1.18	06-Mar-2020	465000	Buy	465000	1.18
		465000	1.18	31-Mar-2020	0		465000	1.18
8	COMPACT AGENCIES PRIVATE LIMITED	452709	1.15	30-Mar-2019	0		452709	1.15
		452709	1.15	31-Mar-2020	0		452709	1.15
9	BHAMINI PARESH SHAH	410248	1.04	30-Mar-2019	0		410248	1.04
			0.00	29-Feb-2020	-410248	Sell	0	0.00
			1.04	06-Mar-2020	410248	Buy	410248	1.04
		410248	1.04	31-Mar-2020	0		410248	1.04
10	SORUS MEDIA AND ADVERTISEMENT PRIVATE LIMITED	401335	1.02	30-Mar-2019	0		401335	1.02
			1.02	30-Sep-2019	6	Buy	401341	1.02
			0.00	29-Feb-2020	-401341	Sell	0	0.00

			1.02	06-Mar-2020	401341	Buy	401341	1.02
		401341	1.02	31-Mar-2020	0		401341	1.02

(iv) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company

(1) HITEN RAMNIKLAL MEHTA

	At the beginning of the year	48000	0.12%	48000	0.12%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	48000	0.12%	48000	0.12%

(2) SAMEER RELIA

	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

(3) PRAJAKTA KAUSHIK DAMANIA

	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share	NIL	NIL	NIL	NIL

	holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	NIL	NIL	NIL	NIL

(4) ANKUR MAHESH MEHTA

	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	NIL	NIL	NIL	NIL

V. INDEBTNESS

Indebtness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	921336	0	0	921336
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	921336	0	0	921336
Change in Indebtness during the financial year				
Addition	NIL	5600000	0	5600000
Reduction	748437	3000000	0	3748437
Net Change	748437	2600000	0	1851563
Indebtness at the end of the financial year				
i) Principal Amount	172899	NIL	NIL	2772899
ii) Interest due but not paid	0	NIL	NIL	NIL
iii) Interest accrued but not due	0			

Total (i+ii+iii)	172899	NIL	NIL	2772899
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Remuneration To Managing Director, Whole-Time Directors And/Or Manager:

Sl. No.	Particulars of Remuneration	Mr. HITEN RAMNIKLAL MEHTA Executive Director-Chairperson	Total Amount
1.	Gross salary	75000/- P.M.	9,00,000/- P.A.
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961		-
	(b)Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c)Profits in lieu of salary under section 17(3) Income- tax Act,1961	NIL	NIL
2.	Stock Option	N.A.	N.A.
3.	Sweat Equity	N.A.	N.A.
4.	Commission As % ofprofit others,specify...	NIL-	NIL
5.	Others ,please specify	NIL	NIL
6.	Total(A)	75000/-P.M.	9,00,000/- P.A.

Remuneration To Other Directors:

Sl. No.	Particulars of Remuneration	NAME OF DIRECTOR			Total Amount
		Mr. SAMEER RELIA	Mr. ANKUR MAHESH MEHTA	Ms. PRAJAKTA KAUSHIK DAMANIA	
	Independent Directors				
	·Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	·Commission	NIL	NIL	NIL	NIL

	Others, please specify				
	Total (1)	NIL	NIL	NIL	NIL
	Other Non-Executive Directors				
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission				
	Others, please specify (Consultancy fees)	NIL	NIL	NIL	NIL
	Total(2)	NIL	NIL	NIL	NIL
	Total(B)=(1+2)	NIL	NIL	NIL	NIL

Remuneration To Key Managerial Personnel Other Than Md/Manager/Wtd

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Company Secretary (Aagavi Boadra)	Company Secretary Mr. Praveen Kumar Gupta	CFO (USHA TULSIDAS ABHADE)	Total
1	Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income tax Act, 1961	0	51600	56000	207000	3,14,600
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission	0	0	0	0	0

	- as % of profit - Others, specify...					
5	Others, please specify	0	0	0	0	0
	Total		51600	56000	207000	3,14,600

A. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

C. OTHER OFFICERS IN DEFAULT

Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

By order of the Board
For Odyssey Corporation Limited

Sd/-
Hiten Ramniklal Mehta
Director
DIN- 01875252

Place: Mumbai
Date: 03.12.2020

FORM NO. AOC-1**(ANNEXURE - B)*****Particulars of Holding and Subsidiary Companies*****PARTICULARS OF HOLDING AND SUBSIDIARY COMPANIES**

SR. NO	PARTICULARS	DETAILS	DETAILS	DETAILS
1	Name of Subsidiary Company	Odyssey Infrabuild Private Limited	Odyssey Global Private Limited	Odyssey Media and Entertainment Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2019 to 31.03.2020	01.04.2019 to 31.03.2020	01.04.2019 to 31.03.2020
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	INR	INR	INR
4	Share capital	100000	100000	1,00,000
5	Reserves & surplus	-566390	-773139	-47367422
6	Total assets	20129	63975.28	20605.11
7	Total Liabilities	20129	63975.28	20605.11
8	Investments	0	0	0
9	Turnover	28090	28590	33,090
10	Profit before taxation	-11369	-12310	3,231
12	Profit after taxation	-37592	-51509	-8606017
13	Proposed Dividend	0	0	0
14	% of shareholding	80	80	99.99

FORM NO. AOC-2

(ANNEXURE -C)

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.)

Nature of The Transactions	Key Management Personnel	Enterprise owned or significantly influenced by key management personnel or their relatives	Subsidiaries Company
1. Managerial Remuneration Paid			
- Hiten Mehta	900000 (900000)	- -	- -
-Usha Abhade	207000 (207000)	- -	- -
2.Loan Given			
- Odyssey Global Pvt. Ltd.	-	-	60400 (1300)
- Odyssey Infrabuild Pvt. Ltd.	-	-	10000 (1300)
- Odyssey Media & Entertainment Pvt. Ltd.	-	-	300 (600)
3.Loan Recovered			
- Pooja Equi-Research Private Limited	-	23232595 (24958592)	-
4..Deposit Paid			
- Pooja Equi Research Pvt. Ltd.		NIL (NIL)	
5.Interest received			
- Pooja Equi Research Pvt. Ltd.		557146 (639413)	
6.Rent Paid			
- Pooja Equi Research Pvt. Ltd.	-	70800 (70800)	-

Outstanding Balances of the Related Parties as on 31st March 2020:-

Name Of The Related Party	Key Management Personnel	Enterprise owned or significantly influenced by key management personnel or their relatives	Subsidiaries Company
1.Pooja Equi-Research Private Limited - Hemu Castle Rent Deposit	-	300000 (2800000)	-
2.Earthstone Resources Zambia Limited-Creditor For Goods	-		-
3.Odyssey Global Private limited	-	-	588461 (528061)
4.Odyssey Infrabuild Private Limited	-	-	252866 (242866)
5.Odyssey Media And Entertainment Private Limited	-	-	47003882 (47003582)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(ANNEXURE - D)

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2020.

Global growth is projected at -4.9 percent in 2020. The COVID-19 pandemic has had a more negative impact on activity in the first half of 2020 than anticipated, and the recovery is projected to be more gradual than previously forecast. In 2021 global growth is projected at 5.4 percent. Overall, this would leave 2021 GDP some 6½ percentage points lower than in the pre-COVID-19 projections of January 2020. The adverse impact on low-income households is particularly acute, imperiling the significant progress made in reducing extreme poverty in the world since the 1990s.

FY2020 was a challenging year for Indian market. NDA secured second term in the general elections and announced several economic measures to revive domestic economic growth that has slumped to lowest in decade led by weak auto sales, muted growth in personal and consumer loans and sluggish rural demand. The year saw various domestic events like default of a major housing finance company, removal of Article 370 of the Constitution of India, revival of a major private bank, merger of public sector banks etc. On global front the major events that made headlines include escalation in US China trade tensions and subsequently agreement on phase I of trade deal, sharp rate cuts by US Fed and European Central Bank (ECB) bringing it back to all-time lows, completion of BREXIT, fall in oil prices etc. However, the single biggest event of the year, which happened in last quarter, was origination and spread of corona virus pandemic. The virus that originated in China rapidly covered all major countries, especially in the month of March, 2020. Many economies implemented shutdown – partial or full and consequently economic activity was severely disrupted globally. This also resulted in a fall in most asset classes including equities, commodities and currencies. In India, to check the spread of the virus, government announced lockdown for 21 days till April 14 and later on extended it to May 31. Government first announced an economic stimulus package worth R 1.7 trillion to help millions of low income cope with lockdown and a second package of R 20 lakh crore later on to revive the country's economy. A host of measures were taken by RBI to help liquidity conditions in the economy which included Repo rate cut by 115 bps to 4%, moratorium of three months of EMIs on all outstanding loans which was later on extended by another three months till August end, auction of targeted long term repo operations worth R 1 crore etc.

Although, International Monetary Fund slashed its FY2021 growth projection for India to 1.9% from 5.8% projected in January, India stands to benefit in this uncertain environment. Disruption in global supply chain has highlighted risk of overdependence on a single country. Many global MNCs are likely to consider diversifying their manufacturing operations from China and India could be a likely beneficiary given the low corporate tax rate, skilled population, relatively low wages and a large domestic market. Thus, once the situation stabilizes, India could see relatively stronger recovery.

Indian Economic Overview:

The year 2019 was a difficult year for the global economy with world output growth estimated to grow at its slowest pace of 2.9 per cent since the global financial crisis of 2009, declining from a subdued 3.6 per cent in 2018 and 3.8 per cent in 2017. Uncertainties, although declining, are still elevated due to protectionist tendencies of China and USA and rising USA-Iran geo-political tensions. Amidst a weak environment for global manufacturing, trade and demand, the Indian economy slowed down with GDP growth moderating to 4.8 per cent in H1 of 2019-20, lower than Annual Report 2019-20 Page 26 6.2 per cent in H2 of 2018-19. A sharp decline in real fixed investment induced by a sluggish growth of real consumption has weighed down GDP growth from H2 of 2018-19 to H1 of 2019-20. Real consumption growth, however, has recovered in Q2 of 2019-20, cushioned by a significant growth in government final consumption. At the same time, India's external sector gained further stability in H1 of 2019-20, with a narrowing of Current Account Deficit (CAD) as percentage of GDP from 2.1 in 2018-19 to 1.5 in H1 of 2019-20, impressive Foreign

Direct Investment (FDI), rebounding of portfolio flows and accretion of foreign exchange reserves. Imports have contracted more sharply than exports in H1 of 2019-20, with easing of crude prices, which has mainly driven the narrowing of CAD. On the supply side, agricultural growth, though weak, is moderately higher in H1 of 2019-20 than in H2 of 2018-19. Headline inflation rose from 3.3 per cent in H1 of 2019-20 to 7.4 per cent in December 2019 on the back of temporary increase in food inflation, which is expected to decline by year end. Rise in CPI-core and WPI inflation in December 2019 suggests building of demand pressure. The deceleration in GDP growth can be understood within the framework of a slowing cycle of growth with the financial sector acting as a drag on the real sector. In an attempt to boost demand, 2019-20 has witnessed significant easing of monetary policy with the repo rate having been cut by RBI by 110 basis points. Having duly recognized the financial stresses built up in the economy, the government has taken significant steps this year towards speeding up the insolvency resolution process under Insolvency and Bankruptcy Code (IBC) and easing of credit, particularly for the stressed real estate and Non-Banking Financial Companies (NBFCs) sectors. At the same time, impact of critical measures taken to boost investment, particularly under the National Infrastructure Pipeline, present green shoots for growth in H2 of 2019-20 and 2020-21. Based on first Advance Estimates of India's GDP growth for 2019-20 recorded at 5 per cent, an uptick in GDP growth is expected in H2 of 2019-20. The government must use its strong mandate to deliver expeditiously on reforms, which will enable the economy to strongly rebound in 2020-21.

(Source: Economic Survey 2020)

Equity Markets

Market had a roller coaster ride in FY2020. Both Sensex and Nifty closed at an all-time high of 42,273 and 12,430 respectively in the month of January. Then came corona virus and as the pandemic rampaged across the world, Sensex and Nifty ended the year with large negative returns. With India in midst of a complete lockdown, Sensex and Nifty closed at 29,469 and 8,598 levels respectively in March, 2020. FIIs sold massively during the month of March, 2020 with net equity outflows of R 620 billion but still ended FY2020 with net inflows of R 65 billion. The size of outflow in March, 2020 was highest ever in one month and was around 0.4% of Indian market capitalization. DIIs also witnessed net inflows of R 1293 billion which was 79% higher than the previous year.

NBFC LICENSE:

The Company had submitted application for surrender of NBFC License and the same is in process to receive approval from the concerned authority.

OUTLOOK

Introduction

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The banking regulator has allowed new entities such as payment banks to be created recently, thereby adding to the type of entities operating in the sector. However, financial sector in India is predominantly a banking sector with commercial banks accounting for more than 64 per cent of the total assets held by the financial system. The Government of India has introduced several reforms to liberalise, regulate and enhance this industry. The Government and Reserve Bank of India (RBI) have taken various measures to facilitate easy access to finance for Micro, Small and Medium Enterprises (MSMEs). These measures include launching Credit Guarantee Fund Scheme for MSMEs, issuing guideline to banks regarding collateral requirements and setting up a Micro Units Development and Refinance Agency (MUDRA). With a combined push by Government and private sector, India is undoubtedly one of the world's most vibrant capital markets. In 2017, a new portal named 'Udyami Mitra' was launched by Small Industries Development

Bank of India (SIDBI) with an aim to improve credit availability to MSMEs in the country. India has scored a perfect 10 in protecting shareholders' rights on the back of reforms implemented by Securities and Exchange Board of India (SEBI).

Market Size

Mutual Fund industry's AUM grew from Rs 10.96 trillion (US\$ 156.82 billion) in October 2014 to Rs 23.93 trillion (US\$ 339.55 billion) in April 2020. Inflow in India's mutual fund schemes via the Systematic Investment Plan (SIP) route reached Rs 82,453 crore (US\$ 11.70 billion) in 2019. Equity mutual funds registered a net inflow of Rs 8.04 trillion (US\$ 114.06 billion) by end of December 2019. Another crucial component of India's financial industry is the insurance industry. Insurance industry has been expanding at a fast pace. The total first year premium of life insurance companies reached Rs 2.59 lakh crore (US\$ 36.73 billion) in FY20. Along with the secondary market, the market for Initial Public Offers (IPOs) has also witnessed rapid expansion. In 2019, US\$ 2.5 billion was raised across 17 IPOs. Furthermore, India's leading bourse, Bombay Stock Exchange (BSE), will set up a joint venture with Ebix Inc to build a robust insurance distribution network in the country through a new distribution exchange platform.

Investments/Developments

- Value of Unified Payments Interface (UPI) transactions was valued at Rs 2.06 lakh crore (US\$ 29.22 billion) in March 2020, recording 1.25 billion transactions.
- In March 2020, ClearTax, an online tax filing platform, acquired GST software and services business of Karvy Data Management Services for an undisclosed amount.
- In April 2020, Axis Bank acquired an additional 29 per cent stake in Max Life Insurance.
- Turnover from derivatives segment reached Rs 3,453.9 lakh crore (US\$ 49.41 trillion) in FY20 and stood at US\$ 5.09 trillion in FY21 (till May 2020).
- In 2019, FPI investment in Indian equities touched a five-year high of Rs 101,122 crore (US\$ 14.47 billion).
- Merger and Acquisition (M&A) worth US\$ 25.162 billion was recorded in the first ten months of 2019.
- Total value of private equity (PE)/venture capital (VC) investment grew 44 per cent over past three years in value terms to reach US\$ 48 billion in 2019.
- In October 2019, ICICI Lombard General Insurance Company acquired Unbox Technologies for an aggregate cash consideration of Rs 225 crore (US\$ 32.19 million).

Government Initiatives

- In November 2019, Government allocated Rs 10,000 crore to set up AIFs for revival of stalled housing projects.
- Under the Interest Subvention Scheme for MSMEs, Rs 350 crore (US\$ 50.07 million) was allocated under Union Budget 2019-20 for 2 per cent interest subvention for all GST registered MSMEs on fresh or incremental loans.
- In December 2018, Securities and Exchange Board of India (SEBI) proposed direct overseas listing of Indian companies and other regulatory changes.
- Bombay Stock Exchange (BSE) introduced weekly futures and options contracts on Sensex 50 index from October 26, 2018.
- In September 2018, SEBI asked for recommendations to strengthen rules which will enhance the overall governance standards for issuers, intermediaries or infrastructure providers in the financial market.
- The Government of India launched India Post Payments Bank (IPPB) to provide every district with one branch, which will help increase rural penetration. As of August 2018, two branches out of 650 branches were already operational.

Road Ahead

- India is expected to be the fourth largest private wealth market globally by 2028.
- India is today one of the most vibrant global economies on the back of robust banking and insurance sectors. The relaxation of foreign investment rules has received a positive response from the insurance sector, with many companies announcing plans to increase their stakes in joint ventures with Indian companies. Over the coming quarters, there could be a series of joint venture deals between global insurance giants and local players.
- The Association of Mutual Funds in India (AMFI) is targeting nearly five-fold growth in AUM to Rs 95 lakh crore (US\$ 1.47 trillion) and more than three times growth in investor accounts to 130 million by 2025.
- India's mobile wallet industry is estimated to grow at a Compound Annual Growth Rate (CAGR) of 150 per cent to reach US\$ 4.4 billion by 2022, while mobile wallet transactions will touch Rs 32 trillion (USD \$ 492.6 billion) during the same period.

Note: Conversion rate used in April 2020, Rs 1 = US\$ 0.013123

Source: <https://www.ibef.org/industry/financial-services-india.aspx>

FINANCIAL PERFORMANCE:

Consolidated Profit:

The Net Consolidated Profit of the Company for the FY 2019-20 comprises as Rs. 55,74,488/-.

Standalone Profit:

During the fiscal 2020 the gross operational profit/loss of the Company stood at Rs.1,42,74,342/-

Financial Highlights on Consolidated basis:

PARTICULARS	AMOUNT (RS.)
Income from Operations	46043039.24
Profit/Loss Before Tax	26753746.47
Profit/Loss After Tax	5574488.47
Basic Earnings per share	0.14
Cash and Cash Equivalents	6,65,283
Face Value per Equity Share	5

SWOT ANALYSIS:

Strengths: Ready contacts for business development: Our Company has strong relationships with the well-established business houses in India cultivated through several years of client servicing.

Promoted and Managed by qualified and experienced professionals: Our Company is promoted by Mr. Hiten R Mehta, who has more than 20 years of experience in Securities & Financial Market. The board of our Company comprises of qualified professionals, experienced in the industry.

Weakness: Branding: Despite our ready contracts for business development and listing on esteemed Exchange (BSE) , our company is not a well-established brand among other players who have access to larger financial resources.

Accessibility: We do not have branches on a Pan India basis, so we are not able to explore the business opportunities in those regions.

Opportunities:

Large Market: The players in the our sector still have a lot of scope to cover larger market and the rural markets are still untapped. Desire for status: With increased desire of individuals to improve their standard of living , the Financial industry is getting exposed to new category of Client (Individuals) in a big way with large share of business coming from this segment apart from corporate clients.

Threats:

Economic Downturn: If the Economic downturn is prolonged it can reduce the financing need of people duet shrinking business opportunities.

HUMAN RESOURCES

Our promoters, with their knowledge and experience are well-assisted by our Key Managerial Persons who have helped us retain entrenched relations with existing customers and also helped us engage new customers. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner. Our Company is committed towards creating an organization that nurtures talent. We have employed a prudent mix of the experienced staff and youth which gives us the dual advantage. Our company also conducts regular training programs which is aimed towards strengthening skills, enhancing productivity and building sense of ownership among its employees.

INTERNAL CONTROL SYSTEMS AND ADEQUACY:

Internal Control System has been designed to provide reasonable assurance that assets are safeguard, transactions are executed in accordance with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other Financial Information. Internal Check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control system.

CAUTIONARY:

Statement in the Management Discussion and Analysis, describing the Company's objectives, projections and estimates are forward looking statement and progressive within the meaning of applicable laws and regulations. Actual result may vary from those expressed or implied. Important developments that could affect the Company's Operations are significant changes in political and economic environment in India, tax laws, RBI Regulations, exchange rate fluctuations and other incidental factors.

CEO/ WHOLE-TIME DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION

To,

The Board of Directors

ODYSSEY CORPORATION LIMITED

Subject: Certificate in accordance with Regulation 33(2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

We, undersigned certify that the Audited Financial Results for the quarter and year ended 31st March, 2020 prepared in accordance with Clause 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading and we further certify that;

- We have reviewed financial statements and the cash flow statement for the quarter and year ended March 31, 2020 and that to the best of their knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- We have indicated to the auditors and the Audit committee:
 - significant changes in internal control over financial reporting during the year;
 - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

SD/-
HITEN MEHTA
WHOLE-TIME DIRECTOR
DIN: 01875252

SD/-
MRS. USHA TULSIDAS ABHADE
CHIEF FINANCIAL OFFICER

Place: Mumbai
Date: 03.12.2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations

and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

To

The Members,

ODYSSEY CORPORATION LIMITED

Shop No 3, Hemu Castle, Dadabhai Road,

Near Gokhlibai School, Vile Parle (West)

Mumbai – 400056.

As required by Clause 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 inserted vide SEBI notification dated 9th May 2018, I certify that none of the Directors on the Board of Odyssey Corporation Limited, as stated below, has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority for the year ended 31st March, 2020.

Sr. No.	Name of Director	DIN
1	Mr. Sameer Relia	01147315
2	Mr. Hiten Ramniklal Mehta	01875252
3	Mr. Ankur Mahesh Mehta	06838230
4	Mrs. Prajakta Kaushik Damania	07625864

For JAYMIN MODI & CO.

Company Secretaries

Sd/-

Jaymin Modi

Company Secretary

FCS: 44248

COP: 16948

UDIN: A044248B001390725

Place: MUMBAI

Date: 03.12.2020

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2019-20

ANNEXURE - E

The report on Corporate Governance states compliance as per requirements of the Companies Act, 2013, SEBI (LODR), Regulations, 2015, as applicable to the Company. Given below are the Company's Corporate Governance policies and practices for 2019-20 and the Company has complied with all the statutory and regulatory requirements as stipulated in the applicable laws.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were man-dated by the legislation. Transparency, integrity, professionalism and accountability - based values form the basis of the Company's philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Company is managed by well- qualified professionals. All directors are suitably qualified, experienced and competent. The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefitted by the experience and skills of the Board of Directors. The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large. The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the www.odysseycorp.in.

Composition of board and changes therein: The Board of directors is duly constituted and consists of the following directors namely:

SR NO.	NAME OF THE DIRECTOR	DIN	DESIGNATION
1	Hiten Ramniklal Mehta	01875252	Whole-Time Director
2	Sameer Relia	01147315	Non-Executive Independent Director
4	Ankur Mahesh Mehta	06838230	Non-Executive Independent Director
6	Prajakta Kaushik Damania	07625864	Non-Executive Independent Director

During the period under review, there was no The Board made following Appointments and Resignation during the period under review:

- Appointment of Mr. Ankur Mahesh Mehta as an Independent Director of the Company with effect from 1st April, 2019.
- Resignation of Mr. Jai Prakash Jindal from the post of Director of the Company with effect from 1st April, 2019.

MEETINGS OF THE BOARD OF DIRECTOR:

During the year under review, total Nine (9) meetings of the Board were held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations.

SR.NO	DATES OF BOARD MEETINGS
10.	29 th May, 2019

11.	30 th May, 2019
12.	13 th August, 2019
13.	05 th September, 2019
14.	30 th September, 2019
15.	14 th November, 2019
16.	08 th January, 2020
17.	12 th February, 2020
18.	24 th February, 2020

SR.NO	NAME OF THE DIRECTOR	DIN	CATEGORY	BOARD MEETINGS	
				HELD	ATTENDED
5.	Hiten Ramniklal Mehta	01875252	Whole-Time Director	09	08
6.	Ankur Mahesh Mehta	06838230	Non-Executive & Independent Director	09	09
7.	Prajakta Kaushik Damania	07625864	Non-Executive & Independent Director	09	09
8.	Sameer Relia	01147315	Non-Executive & Independent Director	09	09

DETAILS OF THE BOARD OF DIRECTORS AND EXTERNAL DIRECTORSHIPS

Particulars of the Board's Composition, Directors' Attendance at Board Meetings and at the previous Annual General Meeting, number of other Directorships and Board-Committee memberships held as on 31st March 2020, are given below:

Sr. No.	Name of the Director, Designation and Category	No of Board Meetings held	Attendance of Board Meetings	Attendance at previous AGM
1.	Hiten Ramniklal Mehta	Nine	Eight	Yes
2.	Sameer Relia	Nine	Nine	Yes
3.	Ankur Mahesh Mehta	Nine	Nine	Yes
4.	Prajakta Kaushik Damania	Nine	Nine	Yes

The details of equity shares held by the Directors of the Company as on March 31, 2020 are as follows:-

Name of the Director, Designation and Category	Number of equity shares held
Hiten Ramniklal Mehta	48,000

COMMITTEES OF THE BOARD:

The Board Committee plays a crucial role in the governance structure of the Company and has been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Board Committee are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the

Committees and is responsible for their action. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee meetings.

The Board has constituted following Committees of Directors:

- Audit Committee,
- Nomination & Remuneration Committee, and
- Stakeholder's Relationship Committee.

- **AUDIT COMMITTEE:**

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

➤ **Composition:**

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	CHAIRMAN/MEMBER
Sameer Relia	Non-Executive Independent Director	Chairman
Ankur Mahesh Mehta	Non-Executive Independent Director	Member
Hiten Ramniklal Mehta	Whole-Time Director	Member

➤ **Terms of reference:**

The broad terms of reference of the Audit Committee are as under:

- l. Reviewing of the Company's financial reporting process and the disclosure of its financial information
- m. To ensure that the financial statement is correct, sufficient and credible.
- n. Recommending the appointment, remuneration and terms of appointment of external Auditor.
- o. Review and monitor the auditor's independence and performance and effectiveness of audit process.
- p. Approval or any subsequent modification of transactions of the company with related parties
- q. Scrutiny of inter-corporate loans and investments
- r. Valuation of undertakings or assets of the Company, wherever it is necessary.
- s. Monitoring the end use of funds raised through public offers and related matters.
- t. Reviewing with management the Annual financial statements and half yearly and Quarterly financial results before submission to the Board.
- u. Reviewing periodically the adequacy of the internal control system.

v. Discussions with Internal Auditor on any significant findings and follow up there on.

• **NOMINATION AND REMMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. The Composition of the Committee is in conformity with the provisions of the said Section.

➤ **Composition:**

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	CHAIRMAN/MEMBER
Ankur Mahesh Mehta	Non-Executive Independent Director	Chairman
Sameer Relia	Non-Executive Independent Director	Member
Prajakta Kaushik Damania	Non-Executive Independent Director	Member

➤ **Terms of reference:**

The broad terms of reference of the Nomination and Remuneration Committee are asunder:

- h. Formulation of the criteria for determining the qualifications, positive attributes and independence of Director;
- i. Devising a policy on Board diversity;
- j. Formulation of Remuneration policy;
- k. Review the structure, size and composition of the Board;
- l. Identifying and selection of candidates for appointment as Directors;
- m. Identifying potential individuals for appointment as Key Managerial Personnel and Senior Management;
- n. Formulation of criteria for evaluation of Independent Directors and the Board.

• **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee of Directors was constituted pursuant to the provisions of Section 178(5) of the Companies Act, 2013. The composition of the Committee is in conformity with the provisions of the said section.

➤ **Composition:**

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	CHAIRMAN/MEMBER
Prajakta Kaushik Damania	Non-Executive Independent Director	Chairman

Sameer Relia	Non-Executive Independent Director	Member
Hiten Ramniklal Mehta	Whole-Time Director	Member

➤ **Details of Investor's grievances/ Complaints:**

The Company has not received any complaints during the year. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31st March, 2020 are NIL.

➤ **Vigil Mechanism & Whistle Blower Policy**

The company has established vigil mechanism for the directors and employees to report their genuine concerns or grievances, details of adequate safeguards provided against victimisation of employees and directors who avail of the vigil mechanism, mechanism of providing for direct access etc, as provided in rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, read with corresponding rules, circulars, notifications, orders and amendments thereof.

INDEPENDENT DIRECTOR'S MEETING:

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of SEBI Listing Regulations, 2015, the independent directors held their separate meeting on February 24, 2020, without the attendance of non-independent directors and members of Management, to inter alia discuss the following:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of executive directors and non - executive directors;
- assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- review the responsibility of independent directors with regard to internal financial controls.
- All independent directors were present at the meeting. The independent director's present elected Dinesh Shah as Chairman for the meeting, deliberated on the above and expressed their satisfaction on each of the matters.

ORDERLY SUCCESSION TO BOARD AND SENIOR MANAGEMENT:

The Board of the Company satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

RESPONSIBILITIES & FUNCTIONS OF BOARD OF DIRECTORS:

The Board of Directors of the listed entity shall have the following responsibilities:

(i) Disclosure of information:

1. Members of Board of Directors and key managerial personnel shall disclose to the Board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.

2. The Board of Directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

(ii) Key functions of the Board of Directors-

1. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
2. Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
3. Selecting, compensating, monitoring and, when necessary, replacing key managerial Personnel and overseeing succession planning.
4. Aligning key managerial personnel and remuneration of board of directors with the longer-term interests of the listed entity and its shareholders.
5. Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of Directors.
6. Monitoring and managing potential conflicts of interest of management, members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
7. Ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
8. Overseeing the process of disclosure and communications
9. Monitoring and reviewing Board of Director's evaluation framework.

(iii) Other responsibilities:

1. The Board of Directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.
2. The Board of Directors shall set a corporate culture and the values by which executives throughout a group shall behave.
3. Members of the Board of Directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
4. The Board of Directors shall encourage continuing directors training to ensure that the members of Board of Directors are kept up to date.
5. Where decisions of the Board of Directors may affect different shareholder groups differently, the Board of Directors shall treat all shareholders fairly.
6. The Board of Directors shall maintain high ethical standards and shall take into account the interests of stakeholders.
7. The Board of Directors shall exercise objective independent judgment on corporate affairs.
8. The Board of Directors shall consider assigning a sufficient number of non- executive members of the Board of Directors capable of exercising independent judgment to tasks where there is a potential for conflict of interest.
9. The Board of Directors shall ensure that, while rightly encouraging positive thinking,
10. These do not result in over-optimist that either leads to significant risks not being recognized or exposes the listed entity to excessive risk.

11. The Board of Directors shall have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.
12. When committees of the Board of Directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the Board of Directors.
13. Members of the Board of Directors shall be able to commit themselves effectively to their responsibilities.
14. In order to fulfill their responsibilities, members of the Board of Directors shall have access to accurate, relevant and timely information.
15. The Board of Directors and senior management shall facilitate the independent Directors to perform their role effectively as a member of the Board of Directors and also a member of a committee of Board of Directors.

PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, the Board has carried out an annual evaluation of its own performance, and that of its Committees and individual directors. Manner in which such formal annual evaluation was made by the Board is given below:

Performance evaluation criteria for Board, Committees of the Board and Directors were approved by the Board at its meeting. The criteria are placed on the Company's website www.odysseycorp.in.

The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and Board at their meetings held.

Under law, as per the report of performance evaluation, the Board shall determine, inter alia, whether to continue the term of appointment of the independent director. During the year under review, there was no occasion to decide on the continuance of the term of appointment of any of the independent directors and hence, the question of taking a decision on their re-appointment did not arise. Details on the evaluation carried out by the independent directors at their meeting held on 31st March, 2020 have been furnished in a separate Para elsewhere in this Report.

The Board of Directors is collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of business;
- balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties; personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

DETAILS OF ANNUAL GENERAL MEETINGS:

FINANCIAL YEAR	DATE	VENUE	RESOLUTIONS PASSED
2018-19	30 th September, 2019	3-HEMU CASTLE, DADBHAI ROAD, NEAR GOKLIBAI SCHOOL, VILE PARLE WEST MUMBAI – 400056	<ul style="list-style-type: none"> • 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. • 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. • 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), • Regularisation Of Additional Director, Ms Prajakta Kaushik Damania By Appointing Her As Non-Executive Non- Independent Director Of The Company • Regularisation Of Additional Director, Mr Ankur Mahesh Mehta By Appointing Him As Nonexecutive - Independent Director Of The Company

EXTRA-ORDINARY GENERAL MEETINGS:

During the year under review no Extra- Ordinary General Meetings of the Company was held.

MEANS OF COMMUNICATION:

The Quarterly, Half-Yearly and Annual Financial Results of the Company are forwarded to BSE Ltd., , immediately upon its approval by the Board of Directors and are simultaneously published in leading newspapers in English and Marathi (regional language). The financial statement of the Company is unqualified.

In accordance with the Listing Agreement requirements, data pertaining to Shareholding Pattern, Quarterly Financial Results and Other Details are forwarded to the Stock Exchange. During the year under review, no presentation was made to the institutional investors or analysts. The Company has paid Listing fees for the year 2019-20 to the Stock Exchange.

GENERAL SHAREHOLDERS' INFORMATION:

Date time & Venue:

Date, Time & venue of 25 th Annual General Meeting	26 th December, 2020, at 9:30 am at Shop No 3, Hemu Castle, Dadabhai Road, Near Gokhlibai School, Vile Parle (West) Mumbai – 400056.
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Financial Year:

The financial year covers the period from April 1 of every year to March 31 of the next year.

Financial Reporting for:

Quarter	Release date
1 st Quarter ending on June 30, 2019	13 th August, 2019
2 nd Quarter ending on September 30, 2019	14 th November, 2019
3 rd Quarter ending on December 31, 2019	12 th February, 2020
4 th Quarter ending on March 31, 2020	31 st July, 2020

Record Date/Book Closure Date

The Company has fixed 19th December, 2020 to 26th December, 2020 as the Record date for the purpose of 25th Annual General Meeting and matters related thereto.

Listing on Stock Exchange

Equity Shares:

The Equity Shares of the Company are Listed on the following Stock Exchanges:-

The Bombay Stock Exchange Limited

P J Towers, Dalal Street, Fort, Mumbai: 400001

ISIN No.

The Company's Demat International Security Identification Number (ISIN) for its equity shares in CDSL and NSDL is **INE839E01023**.

Corporate Identification Number:

The Company's CIN as allotted by the Ministry of Corporate Affairs ("MCA") is **L67190MH1995PLC085403**.

Share Transfer System:

The Share transfer is processed by the Registrar & Share Transfer Agent and approved by Share Transfer Committee, if the documents are complete in all respects, within 21 days from the date of lodgment.

Dematerialization of Shares and Liquidity:

As on 31st March, 2020, 3,92,96,260 equity shares, constituting 99.75% of the paid-up equity capital of the Company, stood dematerialized whereby shareholders have an option to dematerialize their shares with either of the Depositories. Entire shareholding of Promoters and Promoter Group is in dematerialized form. Status of Dematerialization of Equity Shares as on March 31, 2020 is as under:

Further the Company does not have any Equity shares lying in the Suspense Account.

PARTICULARS	NO. OF SHARES	% OF TOTAL PAID-UP CAPITAL
National Securities Depository Limited	1,35,25,264	34.33%
Central Depository Services (India) Limited	2,57,70,996	65.42%
Total Dematerialized	3,92,96,260	99.75%
Physical	97,940	0.25%
Total	3,93,94,200	100%

Shareholding Pattern:

Category of Shareholders	No. of Shares held at the beginning of the year 31-03-2020				No. of Shares held at the end of the year 31-03-2019				% of Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
(1) Indian									
(g) Individuals/HUF	1,51,22,320	0	1,51,22,320	38.39	1,51,22,320	0	1,51,22,320	38.39	0
Sub Total (A)(1):-	1,51,22,320	0	1,51,22,320	38.39	1,51,22,320	0	1,51,22,320	38.39	0
(2) Foreign									
(a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0
(b) Other Individuals									0
(c) Bodies Corp. (Alacrity Securities Ltd)	21,89,015	0	21,89,015	5.56%	24,70,124	0	24,70,124	6.27%	0.71
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0
(e) Any Other....	0	0	0	0.00	0	0	0	0.00	0
Sub Total (A)(2):-	0	0	0	0.00	0	0	0	0.00	0
Total shareholding of (Promoter (A) = (A)(1)+(A)(2))	1,73,11,335	0	1,73,11,335	43.94%	1,75,92,444	0	1,75,92,444	44.66%	0.72
B. Public									
(1) Institutions									
(a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0
(b) Banks FI	0	0	0	0.00	0	0	0	0.00	0
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0
(d) State Govet(s)	0	0	0	0.00	0	0	0	0.00	0
(e) Venture Capital	0	0	0	0.00	0	0	0	0.00	0

(f) Insurance	0	0	0	0.00	0	0	0	0.00	0
(g) Flls	0	0	0	0.00	0	0	0	0.00	0
(h) Foreign Venture	0	0	0	0.00	0	0	0	0.00	0
(i)Others (specify)									
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0
(2) Non-Institutions									
(a) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
(i) Indian	0	0	0	0.00	0	0	0	0.00	0
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
(b) Individuals									
(i)Individual shareholders holding nominal share capital up to Rs. 2 lakh	35,46,164	96740	36,42,904	9.25%	37,70,787	96740	38,67,527	9.82 %	(0.57)%
(ii)Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1,02,99,008	0	1,02,99,008	26.14	1,06,30,015	0	1,06,30,015	26.98 %	0.84%
BHAMINI PARESH SHAH	410248	0	410248	1.04%	410248	0	410248	1.04 %	0
G LAKSHMI ARUNA	1800000	0	1800000	4.57%	1800000	0	1800000	4.57 %	0
SRINIVASULU VENKATA METRI	1000000	0	1000000	2.54%	1000000	0	1000000	2.54 %	0
V H SHAFI KUR REHMAN	794950	0	794950	2.02%	794950	0	794950	2.02 %	0
Any Other :	81,39,753	1,200	81,40,953	20.67	7304214	0	7304214	18.54 %	2.13 %
i) Holding 1% and above :									
COMPACT AGENCIES PRIVATE LIMITED	452709	0	452709	1.15%	452709	0	452709	1.15 %	0
EARTHSTONE ENERGY & NATURAL RESOURCES LTD	505000	0	505000	1.28%	505000	0	505000	1.28 %	0
NILARYA TRADING PRIVATE LIMITED	1541980	0	1541980	3.91%	1541980	0	1541980	3.91 %	0
SORUS MEDIA AND ADVERTISEMENT PRIVATE LIMITED	401335	0	401335	1.02%	401335	0	401335	1.02 %	0

VAKKAL IMPEX PRIVATE LIMITED	600000	0	600000	1.52%	600000	0	600000	1.52%	0
YESHA DEVELOPERS LLP	465000	0	465000	1.18%	465000	0	465000	1.18%	0
*N.R.I. (REPAT)	12331	0	12331	0.03%	12331	0	12331	0.03%	0
*N.R.I.	1000	0	1000	0.00%	1000	0	1000	0.00%	0
*Foreign Corporate	0	0	0	0.00	0	0	0	0.00	0
* Trust	0	0	0	0.00	0	0	0	0.00	0
*HUF	0	0	0	0.00	0	0	0	0.00	0
* Employee	0	0	0	0.00	0	0	0	0.00	0
*Clearing Members	226955	0	226955	0.58%	226955	0	226955	0.58%	0
* Partnership Firm	100	0	100	0.00%	100	0	100	0.00	0
*Depository	0	0	0	0.00	0	0	0	0.00	0
Total Public Shareholding (B) = (B)(1)+(B)(2)	2,19,84,925	97940	2,20,82,865	56.06%	2,17,03,816	97940	2,18,01,756	55.34%	0.72%
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0
Grand Total (A + B + C)	3,92,96,260	96740	3,93,94,200	100%	3,92,96,260	97940	3,93,94,200	100%	0%

Outstanding GDRs/ ADRs:

The Company has not issued any GDRs/ADRs.

Address for Correspondence:

ODYSSEY CORPORATION LIMITED

Shop No 3, Hemu Castle, Dadabhai Road, Near Gokhlibai School, Vile Parle (West) Mumbai - 400056

Email ID: odysseycl9999@gmail.com

SEBI COMPLAINTS REDRESS SYSTEM

SEBI vide circular dated 3rd June, 2011 introduced SCORES, i.e., SEBI Complaints Redress System the system of processing of investors complaints in a centralized web based complaints redress portal known as 'SCORES'. The salient features of this system are: centralized database of all Complaints, online upload Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status.

The Company is registered with SEBI under the SCORES system.

DISCLOSURE OF ACCOUNTING TREATMENT

During the year under review, the Company has followed the Accounting Standards issued by the ICAI to the extent applicable.

SUBSIDIARY COMPANY:

The Details of the Subsidiary Companies of Odyssey Corporation Limited are as follows:

SR. NO.	NAME OF THE COMPANY	CIN
1	Odyssey Global Private Limited	U51101MH2011PTC218563
2	Odyssey Infrabuild Private Limited	U70109MH2011PTC218514
3	Odyssey Media & Entertainment Private Limited	U74300MH2011PTC218469

RESPONSIBILITIES OF COMPLIANCE OFFICER

The compliance officer of the listed entity shall be responsible for-

- Ensuring conformity with the regulatory provisions applicable to the listed entity in letter and spirit.
- Co-ordination with and reporting to the Board, recognized stock Exchange and depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time.
- Ensuring that the correct procedures have been followed that would result in the correctness, Authenticity and comprehensiveness of the information, statements and reports filed by the listed entity under these regulations.
- Monitoring email address of grievance redressal division as designated by the listed entity for the purpose of registering complaints by investors.

PREVENTING CONFLICT OF INTEREST:

The Board of Directors is responsible for ensuring that rules are in place to avoid conflict of interest by Board Members and the Management Committee. The Board has adopted the Code of Conduct for the members of the Board and Senior Management team. The Code provides that the Directors are required to avoid any interest in contracts entered into by the Company. If such an interest exists, they are required to make adequate disclosure to the Board and to abstain from discussion, voting or otherwise influencing the decision on any matter in which the concerned Director has or may have such interest. The members of the Board and the Management Committee annually confirm the compliance of the Code of Conduct to the Board. The members of the Board and the Management Committee also submit on an annual basis, the details of individuals to whom they are related and entities in which they hold interest and such disclosures are placed before the Board. The members of the Board inform the Company of any change in their directorship(s), chairmanship(s)/ membership(s) of the Committees, in accordance with the requirements of the Companies Act, 2013 and Listing Regulations. Transactions with any of the entities referred above are placed before the Board for approval. Details of all Related Party Transactions are placed before the Audit Committee on quarterly basis.

AFFIRMATION AND DISCLOSURE:

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on March 31, 2020 and a declaration to that effect signed by the Managing Director is attached and forms part of this Report. The members of the Management Committee have made disclosure to the Board of Directors relating to transactions with potential conflict of interest with the Company; however there were no material, financial or commercial transaction between the Company and the Independent Directors.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Director neither participated in the discussion nor voted on such matter.

WHISTLE BLOWER POLICY:

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The Whistle Blower policy/vigil mechanism provides a mechanism for the Directors/employees to report violations, without fear of victimization, any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organization's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. It provides a mechanism for employees to approach the Chairman of Audit Committee. During the year, no such incidence was reported and no personnel were denied access to the Chairman of the Audit Committee. The Whistle Blower Policy of the Company is available on its website.

The statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015 and the same is annexed to this Report.

RECONCILIATION OF SHARE CAPITAL AUDIT:

A practicing Company Secretary carries out reconciliation of share capital audit, on quarterly basis to reconcile the total admitted capital with NSDL & CDSL and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL.

AUDIT QUALIFICATIONS:

There are no Audit qualifications in the Company's financial statement for the year under review.

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
Director
DIN- 01875252

**Place: Mumbai
Date: 03.12.2020**

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
(ANNEXURE - F)

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020

*[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
ODYSSEY CORPORATION LIMITED
(CIN: L67190MH1995PLC085403)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Odyssey Corporation Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me areas on able basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon based on my verification of the **Odyssey Corporation Limited**.

Books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, here by report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, except to those mentioned below in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained **Odyssey Corporation Limited** for the financial year ended on 31st March, 2020 according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made there under;
 - The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
 - The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - Not Applicable
 - The following Regulations and Guidelines prescribed under the Securities and exchange Board of India Act,1992 ('SEBI Act');
- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011 - **Not Applicable to the Company during the period under review**
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 - **Not Applicable to the Company during the period under review.**
 - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not Applicable to the Company during the period under review**
 - iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable to the Company during the period under review**
 - v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable to the Company during the period under review**

- vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not Applicable to the Company during the period under review**
- vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 - **Not Applicable to the Company during the period under review**
- viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable to the Company during the period under review**
- ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The management has identified and confirmed that apart from Companies Act, 2013; SEBI Act & Income-Tax Act, 1961, no other laws is specifically applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Ltd.;

During the period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned hereinabove subject to the below observation:

1. Company during the audit period couldn't comply with Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 but the same was rectified/complied as soon as it came to the managements notice.
2. Company during the audit period have proceeded/followed up with the application for surrender of NBFC License and approval for the same is pending from the Regulatory Authority.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in the Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review, other than those mentioned in the Director Report. Adequate notice is given to all directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Since Minutes books is not updated, hence we cannot comment whether majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

(BRIJESH SHAH & CO.)

Practicing Company Secretaries

C P No: 23145

ACS: 44476

UDIN No.: A044476B001391239

Place: Mumbai

Date: 03.12.2020

ANNEXURE – A TO SECRETARIAL AUDIT REPORT

**To,
The Members,
Odyssey Corporation Limited
(CIN: L67190MH1995PLC085403)**

Our Secretarial **Audit** Report dated **03.12.2020** is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**(BRIJESH SHAH & CO.)
Practicing Company Secretaries
C P No: 23145
ACS: 44476**

**Place: Mumbai
Date: 03.12.2020**

INDEPENDENT AUDITOR'S REPORT (STANDALONE)

To the Members of Odyssey Corporation Limited Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Odyssey Corporation Limited** ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and statement of cash flows for the year then ended and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting Standards prescribed under section 133 of the Act read with companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its Profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matters

- a) Company have not appointed Internal Auditor as per Section 138 of Companies Act, 2013, during the year.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the management discussion and analysis Board's Report, Report on Corporate governance and Business Responsibility report but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS and relevant provisions of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

1. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
2. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :
 - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

3. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

4. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

5. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1 As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the “**Annexure A**” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigation on its financial statements-Refer Note 25(b)(i) to the financial statements.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

3 In respect of companies where managerial remuneration is within limit :

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its director during the year is in accordance with the provisions of section 197 of the Act.

For CLB & Associates
Chartered Accountants
FRNo. 124305W

Jeetu Kumbhar
Partner
M.No. 132629
Place: Mumbai
Date: 31/07/2020

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2020:

- (i). (a). The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b). As explained to us, fixed assets have been physically verified by the management at regular intervals as informed to us no material discrepancies were noticed on such verification;
- (c). The company does not have any immovable property.
- (ii). (a) The management has conducted physical verification of inventory at reasonable intervals.
- (b) The procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business,
- (c) The company is maintaining proper records of inventories and no material discrepancies were noticed on physical verification as compared to book records.
- (iii). According to the information and explanations given to us and to the best of our knowledge and belief, the Company has granted interest free unsecured Loans to Companies covered in the Register maintained under section 189 of the Act aggregating to Rs. 478.45 lakhs as at March 31, 2020.
 - (a) The aforesaid loans have been made to its subsidiaries, according to information & explanations given to us and having regards to the management's representation that the loans are to these subsidiaries of the Company in the interest of the Company's business at Interest free & other terms & conditions of such loans are not prima facie prejudicial to the interest of the company.
 - (b) According to information & explanations given to us and to the best of our knowledge, these loans are repayable on demand.
- (iv). In our opinion and according to the information and explanations given to us, the company has complied with the provision of section 185 and section 186 of the act, in respect of loans, Investment, guarantees and security.
- (v). The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- (vi). As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the activities of the company
- (vii). (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income-tax, Goods and Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, Goods and Service Tax, customs duty, and excise duty were outstanding, at the year end for a period of more than six months from the date they became payable.
 - (c) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Goods and Service Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes except as below:

Name of the Statute	Nature of Dues	Amount (in Lakhs)	Assessment Year to which the matters pertains	Forum where dispute is pending
Income Tax Act	Income Tax	627.32	A.Y. 2011-12	CIT(A) Mumbai

- (viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank.
- (ix) . The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
- (x) According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the company. the company paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the act.
- (xii) . In our opinion and according to the information and explanations given to us, the company is not a Nidhi company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act.
- (xiv). According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv). According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him.
- (xvi).The Company is not required to be registered under section 45-IA of Reserve Bank of India Act 1934. However company is holding NBFC license which was obtained earlier for which management has intimated to Reserve Bank of India for its De-Registration. Cancellation of registration is still awaited from Reserve Bank of India.As informed by the Management during the current year due to unfavourable market condition and also impact of Covid, Company could not carried out other than financial activities which was consistently carried out by the company, hence income from financial activity are more.

For CLB & Associates
Chartered Accountants
FR No.: 124305W

Jeetu Kumbhar
Partner
M.No. 132629
Place: Mumbai
Date: 31/07/2020

“Annexure B” to the Independent Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Odyssey Corporation Limited (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
CLB & Associates
Chartered Accountants
FR NO.: 124305W

Jeetu Kumbhar
Partner
M No.:132629
Place: Mumbai
Date: 31/07/2020

INDEPENDENT AUDITOR'S REPORT (CONSOLIDATED)

To the Members of
Odyssey Corporation Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Odyssey Corporation Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2020, and the consolidated statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting standard prescribed under section 133 of the Act read with with the Companies (Indian Accounting Standards) Rules, 2015 , as amended, ("Ind AS") and other accounting principles generally accepted in India generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2020, of consolidated profit (including other comprehensive income), changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Consolidated Financial Statements and Our Report thereon

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this report. Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. When we read the Annual Report, if, we conclude that there is a material misstatement therein, we are required to communicate the matter to Those Charged With Governance and take appropriate actions in accordance with Standards on Auditing

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including Ind AS and relevant provisions of the Act.. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated statement of changes in equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act read with relevant rules issued thereunder and relevant provisions of the Act.
- e. On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation on its financial statements-Refer Note 25(b)(i) to the financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies.

**For CLB & Associates
Chartered Accountants
FRNo. 124305W**

**Jeetu Kumbhar
Partner
M.No. 132629
Place: Mumbai
Date: 31/07/2020**

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2020, we have audited the internal financial controls over financial reporting of **Odyssey Corporation Limited** ("the Holding Company") and its subsidiary company which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the

company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For CLB & Associates
Chartered Accountants
FRNo. 124305W

Jeetu Kumbhar
Partner
M.No. 132629
Place: Mumbai
Date: 31/07/2020

ODYSSEY CORPORATION LIMITED
BALANCE SHEET AS ON 31st AS ON 31st MARCH, 2020
(STANDALONE)

Particulars	Note Ref	As at March 31,2020	As at March 31,2019
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	1	59,81,328	73,13,068
(b) Other Intangible Assets	1A	775	775
(c) Financial Assets			
(i) Investments	2	2,23,87,808	1,49,85,293
(ii) Loans	3	-	-
(d) Deferred Tax Assets (Net)	4	91,57,406	1,97,73,059
(e) Other non-current assets	5	7,53,11,642	7,35,30,664
		11,28,38,959	11,56,02,859
(2) Current Assets			
(a) Inventories	6	8,38,542	64,79,108
(b) Financial Assets			
(i) Trade Receivables	7	59,82,990	4,22,53,692
(ii) Cash & Cash Equivalents	8	6,15,574	1,65,539
(iii) Loans	9	40,70,19,663	36,65,44,357
(iv) Other Financial Assets	10	-	-
(c) Current Tax Assets (Net)	11	32,88,506	80,36,384
(d) Other Current Assets	12	9,16,26,820	9,98,99,409
		50,93,72,095	52,33,78,489
TOTAL ASSETS		62,22,11,054	63,89,81,348
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	13	19,69,71,000	19,69,71,000
(b) Other Equity	14	41,32,05,294	39,05,52,426
TOTAL EQUITY		61,01,76,294	58,75,23,426
LIABILITIES			
(1) Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	26,00,000	1,72,899
		26,00,000	1,72,899
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	16	77,21,966	4,92,55,545
(b) Other Current Liabilities	17	17,12,794	20,29,478
		94,34,760	5,12,85,023
TOTAL EQUITY AND LIABILITIES		62,22,11,054	63,89,81,348

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss.

As per our Report of even date

For and on behalf of the Board

For CLB & ASSOCIATES

Chartered Accountants

Firm number: 124305W

Jeetu Kumbhar

Director

Director

Partner

M.No. 132629

Date: 31/07/2020

Secretary

Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020 (STANDALONE)

Particulars	Note Ref	As at March 31,2020		As at March 31,2019	
I Revenue from operations	18		54,05,754		16,29,56,572
II Other Income	19		4,05,47,585		6,96,13,375
III Total income (I +II)			4,59,53,339		23,25,69,947
IV Expenses:					
Purchases of stock-in-trade	20		9,04,507		14,90,07,022
Changes in inventories of finished goods, work in progress and Stock-in- trade	21		56,40,566		3,11,26,429
Employee benefit expenses	22		34,00,320		40,18,957
Finance costs	23		6,825		1,00,914
Depreciation and Amortization expenses	1		13,31,740		12,38,840
Other expenses	24		78,95,186		17,27,54,168
Total Expenses			1,91,79,144		35,82,46,331
V Profit before tax (III - IV)			2,67,74,195		(12,56,76,384)
VI Tax expense:					
(1) Current tax		44,00,000		-	
(2) Income tax of Earlier Year		2,97,980		-	
(3) Defered Tax Liability/(asset)		1,18,95,425		80,500	
(4) Mat Credit Entitlement		(40,93,552)	1,24,99,853	-	80,500
VII Profit/(Loss) before Minority Interest (VI-Vi)			1,42,74,342		(12,55,95,884)
Minority Interest					
VIII Profit/(Loss) for the period from Continuing Operations			1,42,74,342		(12,55,95,884)
IX Other Comprehensive Income					
A (i) Items that will not be reclassified to profit or loss			96,58,299		(3,83,376)
(ii) Tax relating to items that will not be reclassified to profit or loss			(12,79,772)		70,925
Other Comprehensive Income for the year, net of tax			83,78,527		(3,12,451)
X Total Comprehensive Income for the period (VII+VIII)			58,95,815		(12,59,08,335)
X Earning per equity share (Basic and Diluted)			0.36		(3.19)

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss.

As per our Report of even date

For and on behalf of the Board

For CLB & ASSOCIATES

Chartered Accountants

Firm number: 124305W

Jeetu Kumbhar

Director

Director

Partner

M.No. 132629

Date: 31/07/2020

Secretary

Chief Financial Officer

A	Cash Flow From Operating Activities	19-20	18-19
	Net Profit Before Tax As Per Profit And Loss Account	2,67,74,195	(12,56,76,384)
	Adjustments For:		
	Depreciation	13,31,740	12,38,840
	Dividend Received	-	-
	Profit on sale of Long term investments	-	-
	Loss on Sale of Investment	36,75,280	
	Interest Income	(4,05,29,676)	(4,04,70,283)
	Interest Expenses	6,825	1,00,914
	Operating Profit Before Working Capital Changes	(87,41,635)	(16,48,06,912)
	Decrease/(Increase) In Inventories	56,40,566	3,11,26,429
	Decrease/(Increase) In Trade Receivables	3,62,70,702	-
	Decrease/(Increase) In Loan & Advances	(4,04,75,306)	3,41,17,619
	Decrease/(Increase) In Other Current Assets	1,30,20,467	(5,26,26,655)
	Increase/(Decrease) in Trade Payables	(4,15,33,579)	(3,14,33,131)
	Increase/(Decrease) in Other Current Liabilities	(3,16,684)	54,665
	Decrease/(Increase) In Non Current Loan & Advances	(17,80,978)	14,73,93,371
	Cash generated From Operations	(3,79,16,448)	(3,61,74,614)
	Income Taxes Paid	3,06,448	-
	Short provision of tax for earlier years	-	-
	Net Cash Flow From Operating Activities (A)	(3,82,22,896)	(3,61,74,614)
B	Cash Flow From Investing Activities		
	(Purchase)/Sale Of Fixed Assets	-	(7,09,302)
	Interest Received	4,05,29,676	4,04,70,283
	Sale/(Purchase) of Investments	(42,77,021)	(17,03,199)
	Profit on Sale of Investment		
	Dividend Received	-	-
	Loss on Sale of Investment	-	-
	Net Cash Flow From Investing Activities (B)	3,62,52,655	3,80,57,782
C	Cash Flow From Financing Activities		
	Proceeds from Long term Borrowing	26,00,000	-
	Repayment of Long Term Borrowing	(1,72,899)	(22,67,221)
	Interest paid	(6,825)	(1,00,914)
	Net Cash Flow From Financing Activities (C)	24,20,276	(23,68,135)
	Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	4,50,035	(4,84,968)
	Net Increase/(Decrease) In Cash And Cash Equivalents:		
	Opening Balnce	1,65,539	6,50,507
	Closing Balance	6,15,574	1,65,539
	Net Increase/(Decrease) In Cash And Cash Equivalents	4,50,035	(4,84,968)

As per our report of even date.

For CLB & Associates

Chartered Accountants

FRN. 124305W

For and on Behalf of the Board

Jeetu Kumbhar

Partner

M.No.132629

Director

Whole time Director

CFO

Place: Mumbai

Date: 31.07.2020

Company Secretry

NOTES FORMING PART OF FINANCIAL STATEMENTS

NON-CURRENT ASSETS

NOTE 1 : PROPERTY, PLANT & EQUIPMENTS

							(In `)
Particulars	Office Equipment	Fax Machine	EPBAX System	Computer	Furniture & Fixture	Motor Car	Total
Gross Block							
As on 31/03/2019	6,43,205	40,920	24,000	10,28,718	26,34,312	1,16,85,543	1,60,56,698
Additions	-	-	-	-	-	-	-
Adjustments							
As on 31/03/2020	6,43,205	40,920	24,000	10,28,718	26,34,312	1,16,85,543	1,60,56,698
Accumulated Depreciation							
As on 31/03/2019	4,98,668	38,874	22,800	9,77,282	20,65,107	51,40,899	87,43,630
For the year 2019-20	43,603	-	-	-	2,70,741	10,17,396	13,31,740
Adjustments							-
As on 31/03/2020	5,42,271	38,874	22,800	9,77,282	23,35,848	61,58,295	1,00,75,370
Net Block as on 31/03/2019	1,44,537	2,046	1,200	51,436	5,69,205	65,44,644	73,13,068
Net Block as on 31/03/2020	1,00,934	2,046	1,200	51,436	2,98,464	55,27,248	59,81,328

NOTE 1A : OTHER INTANGIBLE ASSETS

	(In `)	
Particulars	Office Equipment	Total
Gross Block		
As on 01/04/2019	15,500	15,500
Additions	-	-
Adjustments	-	-
As on 31/03/2020	15,500	15,500
Accumulated Depreciation		
As on 31/03/2019	14,725	14,725
For the year 2019-20	-	-
Adjustments	-	-
As on 31/03/2020	14,725	14,725
Net Block as on 31/03/2020	775	775

NON-CURRENT ASSETS**NOTE 2 : FINANCIAL ASSETS -INVESTMENTS**

Particulars	As at March 31,2020	As at March 31,2019
Investments in Equity Instruments		
(i) Quoted Equity Shares (At Fair value through OCI)		
India Green Reality Limited (C.Y. 160000 shares & P.Y. 156000 shares)	-	18,64,000
Alacrity Securities Limited (C.Y. 776000 shares & P.Y. 536000 Shares)	71,65,600	44,62,000
Total (i)	71,65,600	63,26,000
(ii) Unquoted Equity Shares		
E24 Glamour Limited(154639 Shares)	64,62,233	59,76,486
News24 Broadcast India Limited (154639 Shares)	33,05,859	17,72,879
Uttam Galva Ferrous Ltd (1000000 Shares)**	45,00,000	-
Skyline Radio Network Limited (600000 Shares)	6,94,126	6,49,938
Total (ii)	1,49,62,218	83,99,303
(iii) Investment in Subsidiary (at Cost)		
Odyssey Global Private Limited (8000 Shares)	80,000	80,000
Odyssey Infrabuild Private Limited (8000 Shares)	80,000	80,000
Odyssey Media And Entertainment Private Limited (9999 Shares)	99,990	99,990
Total (iii)	2,59,990	2,59,990
Total(i+ii+iii)	2,23,87,808	1,49,85,293

** Investments in Uttam Galva Ferrous Limited are not held in the name of Company

NOTE 3 : FINANCIAL ASSETS -LOANS

	As at March 31,2020	As at March 31,2019
Loans & Advances	-	-
Total	-	-

NOTE 4 : Deferred Tax Assets (Net)

	As at March 31,2020	As at March 31,2019
Deferred Tax Assets on Account of:		
Depreciation	1,68,191	2,71,486
Unabsorbed Losses	-	1,13,89,644
OCI Items	89,89,215	81,11,929
Total	91,57,406	1,97,73,059
Deferred Tax Liability on Account of:		
OCI Items	-	-
Total	91,57,406	1,97,73,059

NOTE 5 : OTHER NON-CURRENT ASSETS

	As at March 31,2020	As at March 31,2019
Deposits with Govt. Department	7,730	7,730
Duties & Taxes Refundable	2,71,58,703	2,29,48,425
Security Deposits	3,00,000	28,00,000
Loans to Subsidiaries	4,78,45,209	4,77,74,509
Total	7,53,11,642	7,35,30,664

CURRENT ASSETS		
NOTE 6 : FINANCIAL ASSETS- INVENTORIES		
Particulars	As at March 31,2020	As at March 31,2019
Stock in Trade	8,38,542	64,79,108
Total	8,38,542	64,79,108

NOTE 7 : FINANCIAL ASSETS- TRADE RECEIVABLES

Particulars	As at March 31,2020	As at March 31,2019
UNSECURED, CONSIDERED GOOD:		
(a) Outstanding for a period exceeding six months from the date they are due for payment	59,82,990	4,22,53,692
Total	59,82,990	4,22,53,692

NOTE 8 :FINANCIAL ASSETS- CASH AND CASH EQUIVALENT

Particulars	As at March 31,2020	As at March 31,2019
Balances with Bank		
- Current account	6,08,777	1,36,765
Cash in hand	6,797	28,774
Total	6,15,574	1,65,539

NOTE 9 : FINANCIAL ASSETS -LOANS

Particulars	As at March 31,2020	As at March 31,2019
Loans & Advance	40,70,19,663	36,65,44,357
Total	40,70,19,663	36,65,44,357

NOTE 10 : OTHERS FINANCIAL ASSETS

	As at March 31,2020	As at March 31,2019
Other Loans	-	-
Total	-	-

NOTE 11 : Current tax Assets(Net)

Particulars	As at March 31,2020	As at March 31,2019
Tax Assets(Net of Provision of tax)	32,88,507	80,36,384
Total	32,88,507	80,36,384

NOTE 12 : Other Current Assets

Particulars	As at March 31,2020	As at March 31,2019
Other Advances	8,61,26,820	9,98,86,459
Prepaid Expenses	-	12,950
Deposits	55,00,000	-
Total	9,16,26,820	9,98,99,409

NOTE 13: EQUITY SHARE CAPITAL

	As at March 31,2020		As at March 31,2019	
A. Authorised:				
6,00,00,000 equity shares of Rs. 5 each	6,00,00,000	30,00,00,000	6,00,00,000	30,00,00,000
Total	6,00,00,000	30,00,00,000	6,00,00,000	30,00,00,000
B. Issued, Subscribed & Fully Paid-up:				
3,93,94,200 equity shares of Rs. 10 each	3,93,94,200	19,69,71,000	3,93,94,200	19,69,71,000
Total	3,93,94,200	19,69,71,000	3,93,94,200	19,69,71,000

Disclosures:

(i) Details of Shareholding in excess of 5%

Name of Shareholder	As at March 31,2020		As at March 31,2019	
	Number of Shares held	%	Number of Shares held	%
Pooja Hemanshu Mehta	1,48,64,200	37.73	1,48,64,200	37.73

NOTE 14 : OTHER EQUITY

Particulars	As at March 31,2020	As at March 31,2019
(a) Capital reserve	98,67,550	98,67,550
(b) Security Premium	41,15,18,800	41,15,18,800
(C) Retained Earnings	1,74,03,637	31,29,295
(d) Other Comprehensive Income	(2,55,84,693)	(3,39,63,220)
Total	41,32,05,294	39,05,52,426

NOTE 15: Financial Liabilities-Borrowings		
Particulars	As at March 31,2020	As at March 31,2019
(a) Term Loan:		
Vehicle Loan from Banks	1,72,898	9,21,336
Less: Current Maturities of Long Term Debt(Refer Note 18)	(1,72,898)	(7,48,437)
	-	1,72,899
(b) Loan From Director	26,00,000	-
Total	26,00,000	1,72,899

CURRENT LIABILITIES

NOTE 16 : FINANCIAL LIABLITIES-TRADE PAYABLES

Particulars	As at March 31,2020	As at March 31,2019
Trade payable: Others	77,21,965	4,92,55,545
Total	77,21,965	4,92,55,545

NOTE 17: OTHER CURRENT LIABILITIES

Particulars	As at March 31,2020	As at March 31,2019
Current Maturities of Long Term Debt	1,72,898	7,48,437
Other Liabilities	14,48,991	12,28,941
Statutory Liabilities	90,905	52,100
Total	17,12,794	20,29,478

NOTE 15: Financial Liabilities-Borrowings

Particulars	As at March 31,2020	As at March 31,2019
(a) Term Loan:		
Vehicle Loan from Banks	1,72,898	9,21,336
Less: Current Maturities of Long Term Debt(Refer Note 18)	(1,72,898)	(7,48,437)
	-	1,72,899
(b) Loan From Director	26,00,000	-
Total	26,00,000	1,72,899

CURRENT LIABILITIES**NOTE 16 : FINANCIAL LIABLITIES-TRADE PAYABLES**

Particulars	As at March 31,2020	As at March 31,2019
Trade payable: Others	77,21,965	4,92,55,545
Total	77,21,965	4,92,55,545

NOTE 17: OTHER CURRENT LIABILITIES

Particulars	As at March 31,2020	As at March 31,2019
Current Maturities of Long Term Debt	1,72,898	7,48,437
Other Liabilities	14,48,991	12,28,941
Statutory Liabilities	90,905	52,100
Total	17,12,794	20,29,478

NOTE 18 : REVENUE FROM OPERATIONS

Particulars	As at March 31,2020	As at March 31,2019
Sale of products	-	-
Sale of Shares	54,05,754	16,29,56,572
Total	54,05,754	16,29,56,572

NOTE 19 : OTHER INCOME

Particulars	As at March 31,2020	As at March 31,2019
Interest income	4,05,29,676	4,04,70,283
Dividend Income	-	-
Liabilities No Longer Req'd Return Back	-	2,81,54,999
Profit & Loss in F&O	-	9,87,190
Misc Income	17,909	903
Total	4,05,47,585	6,96,13,375

NOTE 20 : PURCHASES OF STOCK-IN-TRADE

Particulars	As at March 31,2020	As at March 31,2019
Purchase of Shares	9,04,507	14,90,07,022
Other Purchase	-	-
Total	9,04,507	14,90,07,022

**NOTE 21 : Changes in inventories of finished goods,
work in progress and Stock-in- trade**

Particulars	As at March 31,2020	As at March 31,2019
Traded Goods		
Stock at Commencement	64,79,108	3,76,05,537
Less: Stock at Closing	8,38,542	64,79,108
Total	56,40,566	3,11,26,429

NOTE 22 : EMPLOYEE BENEFIT EXPENSE

Particulars	As at March 31,2020	As at March 31,2019
(a) Salaries, wages and bonus	33,79,200	39,72,115
(b) Staff welfare Expenses	21,120	46,842
Total	34,00,320	40,18,957

NOTE 23 : FINANCE COSTS

Particulars	As at March 31,2020	As at March 31,2019
Interest Expenses	6,825	1,00,914
Total	6,825	1,00,914

NOTE 24: OTHER EXPENSES

Particulars	As at March 31,2020	As at March 31,2019
Repairs and Maintenance		
-Others	1,03,800	2,050
Payment to Auditors		
-As Audit Fee	1,37,500	1,37,500
-For Taxation Matters	50,000	50,000
Rent	60,000	60,000
Travelling and Conveyance	9,28,514	5,81,864
Legal and Professional Charges	5,56,600	8,24,500
Donations	-	1,22,000
Advertising and Publicity	57,761	5,712
Depository, Listing, Custodial and Other Charges	3,69,986	4,51,500
Printing & Stationery	15,653	21,367
Postage & Telephone	48,347	58,860
Bank Charges	22,429	33,375
Sundry Balances Written Off	8,33,593	16,80,38,889
Motor Car Exp	59,700	1,48,055
speculation loss in share trading	2,84,224	12,86,132
Loss on sale of Share	36,75,280	-
Loss of Investment in Joint Venture	2,46,651	-
Other Expenses	4,45,148	9,32,364
TOTAL (A+B)	78,95,186	17,27,54,168

Significant Accounting Policies

1 Basis Of Accounting

"The financial statements have been prepared and presented in accordance with Indian Accounting Standards (Ind AS), as prescribed under section 133 of Companies Act, 2013. 3('the Act') (to the extent notified) read with the Rule 3 of the Companies (Indian Accounting Standard) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and guidelines issued by the Securities and Exchange Board of India(SEBI). The financial statements are prepared on going concern, accrual and historical cost basis.

The Company has adopted IndAS and the adoption was carried out in accordance with Ind AS101 First time adoption of Indian Accounting Standards.

"

1(A) Use Of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

1(B) Classification of Assets and Liabilities as Current and Non Current

"All Assets and Liabilities have been classified as current or noncurrent. Based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Deferred tax assets and deferred tax liabilities are classified as non-current assets and liabilities."

3 Revenue Recognition

3(i) Income From Sale of Goods & Shares :

"Revenue from sale of goods is recognised when all the significant risks and rewards of the goods have been passed on to the buyer ,usually on the delivery of the goods. the amount of revenue and costs associated with the transaction can be measured reliably and no significant uncertainty exists regarding the amount of consideration that will be derived from the sales of goods. Sale of shares is being accounted on the basis of date of settlement of transaction."

3(ii) Income From Other Operations:

Income from other operations is recognised on accrual basis and as per the terms of the agreement.

3(iii) Income from Interest:

Interest income from a financial asset is recognised when it is probable that th economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is recognised on time proportion basis taking into account the amount outstanding and the applicable rate of interest. Interest income is included under the head "other income" in the statement of profit and loss.

3(iv) Dividends:

Dividend Income is recognised when the company's right to receive dividend is established by the reporting date

4 Property, Plant & Equipments

4(i) Tangible Assets:

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable costs of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. IND AS 101 permits first time adopters to continue with the carrying value for all of its Property, Plant & Equipments as recognised in the financials statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure all of its Property, Plant & Equipments at their previous GAAP carrying value as at 31st March, 2018.

The management's estimate of useful lives are in accordance with Schedule II to the Companies Act, 2013, other than the following asset classes, based on the Company's expected usage pattern supported by technical assesemnt:

Asset Class	Useful lives
Furniture and fixtures	10 years
Office equipments	5 years
Vehicles	8 years

4(ii) Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

5 Depreciation/ Amortisation

All Fixed assets are capitalized at cost inclusive of legal and/or installation and incidental expenses, less accumulated depreciation. The Company provides depreciation on straight line basis on the basis of useful lives of assets as specified in Schedule II to the Companies Act, 2013. Depreciation on assets sold / purchased during the year is proportionately charged.

6 Foreign Currency Translations

Transactions in foreign currencies i.e. other than the Company's functional currency of India rupees are recognised at the rates of exchange prevailing ar the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing ar that date. Non-monetary items carried ar fair value that are denominated in foreign currencies are retranslated ar the rates prevailing ar thae date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

7 Borrowing Costs

7(i) Borrowing Cost that are directly attributable to the acquisition, construction or production of qualifying asset are capitalised as part of cost of such asset.

7(ii) Borrowing cost other than those directly attributable to the acquisition, construction or production of a qualifying asset are recognized as expense in the period in which they are incurred.

8 (i) Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

(ii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

(iii) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

9 Inventories

Inventories are valued at cost or net realizable value-Whichever is lower.

10 Employee Benefits:

10(i) The Provident Fund and Gratuity is not applicable to the company in view of number of employees is less than the required as per respective act.

11 Taxation

(i) Tax expense comprises current and deferred tax.

(ii) Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and the tax Laws prevailing in the respective Tax jurisdiction where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to the items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

(iii) Deferred income taxes reflect the impact of timing differences between the taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to the items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

(iv) Deferred Tax Liabilities are recognised for all taxable timing differences.

(v) Deferred Tax Assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(vi) The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes down the carrying amount of deferred Tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such

write down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

(vii) Minimum Alternative Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognises MAT credit available as an asset only to the extent that there is a convincing evidence that the company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the company recognises MAT credit as an asset in accordance with the Guidance Note On Accounting For Credit Available in respect of Minimum Alternative Tax under the income tax act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement".

(viii) The company reviews the "MAT credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

(ix) Current and deferred tax for the year :

"Current and deferred tax are recognised in profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination."

12 Provisions, Contingent Liabilities And Contingent Assets

(i) Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

(ii) Contingent liability is disclosed for

(1) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or

(2) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation can not be made.

(iii) Contingent Assets are not recognised in the financial statements since this may result in the recognition of income that may never be realised.

13 Segment Reporting

(i) Business Segments have been identified on the basis of nature of products/services. The Company's operations relate to trading of goods, trading in shares, selling of film rights and consultancy.

(ii) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relates to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "unallowable".

(iii) Segment Assets and Segment Liabilities represents assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that can not be allotted to a segment on reasonable basis, have been disclosed as "unallowable"

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the assets. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Profit and Loss Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2020

Particulars	Note Ref	As at March 31,2020	As at March 31,2019
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	1	59,81,328	73,13,068
(b) Other Intangible Assets	1A	775	775
(c) Financial Assets			
(i) Investments	2	2,21,27,818	1,47,25,303
(ii) Loans	3	-	-
(d) Deferred Tax Assets (Net)	4	91,57,406	2,84,47,729
(e) Other non-current assets	5	2,75,16,433	2,57,56,155
		6,47,83,760	7,62,43,030
(2) Current Assets			
(a) Inventories	6	8,38,542	64,79,108
(b) Financial Assets			
(i) Trade Receivables	7	59,82,990	4,22,53,692
(ii) Cash & Cash Equivalents	8	6,65,283	2,21,266
(iii) Loans	9	40,70,19,663	36,65,44,357
(iv) Other Financial Assets	10	-	-
(c) Current Tax Assets (Net)	11	32,88,506	80,36,384
(d) Other Current Assets	12	9,16,31,820	9,98,99,409
		50,94,26,804	52,34,34,216
TOTAL ASSETS		57,42,10,564	59,96,77,246
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	13	19,69,71,000	19,69,71,000
(b) Other Equity	14	36,45,38,353	35,05,80,603
TOTAL EQUITY		56,15,09,353	54,75,51,603
LIABILITIES			
(1) Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	26,00,000	1,72,899
		26,00,000	1,72,899
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	16	77,21,966	4,92,55,545
(b) Other Current Liabilities	17	23,79,245	26,97,199
		1,01,01,211	5,19,52,744
TOTAL EQUITY AND LIABILITIES		57,42,10,564	59,96,77,246

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss.

As per our Report of even date

For and on behalf of the Board

For CLB & ASSOCIATES

Chartered Accountants

Firm number: 124305W

Jeetu Kumbhar

Director

Director

Partner

M.No. 132629

Date: 31/07/2020

Secretary

Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	Note Ref	As at March 31,2020		As at March 31,2019	
I Revenue from operations	18		54,05,754		16,29,56,572
II Other Income	19		4,06,37,285		6,96,13,375
III Total income (I +II)			4,60,43,039		23,25,69,947
IV Expenses:					
Purchases of stock-in-trade	20		9,04,507		14,90,07,022
Changes in inventories of finished goods, work in progress and Stock-in- trade	21		56,40,566		3,11,26,429
Employee benefit expenses	22		34,00,320		40,18,957
Finance costs	23		6,825		1,00,914
Depreciation and Amortization expenses	1		13,31,740		12,38,840
Other expenses	24		80,05,335		17,28,45,667
Total Expenses			1,92,89,293		35,83,37,830
V Profit before tax (III - IV)			2,67,53,746		(12,57,67,883)
VI Tax expense:					
(1) Current tax		44,00,000		-	
(2) Income tax of Earlier Year		2,97,980		-	
(3) Deferred Tax Liability/(asset)		2,05,70,095		80,500	
(4) Mat Credit Entitlement		-4093552	2,11,74,523	-	80,500
VII Profit/(Loss) before Minority Interest (VI-Vi)			55,79,223		(12,56,87,383)
Minority Interest			(4,735)		(12,323)
Profit/(Loss) for the period from Continuing Operations			55,74,488		(12,56,75,060)
IX Other Comprehensive Income					
A (i) Items that will not be reclassified to profit or loss			(96,58,299)		(3,83,376)
(ii) Tax relating to items that will not be reclassified to profit or loss			12,79,772		70,925
Other Comprehensive Income for the year, net of tax			(83,78,527)		(3,12,451)
X Total Comprehensive Income for the period (VII+VIII)			(28,04,039)		(12,59,87,511)
X Earning per equity share (Basic and Diluted)			0.14		(3.19)

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss.

As per our Report of even date

For and on behalf of the Board

For CLB & ASSOCIATES

Chartered Accountants

Firm number: 124305W

Jeetu Kumbhar

Director

Director

Partner

M.No. 132629

Date: 31/07/2020

Secretary

Chief Financial Officer

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

Amount in Rs.

A	Cash Flow From Operating Activities	19-20	18-19
	Net Profit Before Tax As Per Profit And Loss Account	2,67,53,746	(12,57,67,883)
	Adjustments For:		
	Depreciation	13,31,740	12,38,840
	Dividend Received	-	-
	Profit on sale of Long term investments	-	-
	Loss on Sale of Investment	36,75,280	
	Interest Income	(4,05,29,676)	(4,04,70,283)
	Interest Expenses	6,825	1,00,914
	Operating Profit Before Working Capital Changes	(87,62,084)	(16,36,12,279)
	Decrease/(Increase) In Inventories	56,40,566	3,11,26,429
	Decrease/(Increase) In Trade Receivables	3,62,70,702	-
	Decrease/(Increase) In Loan & Advances	(4,04,75,306)	3,41,17,619
	Decrease/(Increase) In Other Current Assets	1,30,15,467	(5,26,26,656)
	Increase/(Decrease) in Trade Payables	(4,15,33,579)	(3,14,33,131)
	Increase/(Decrease) in Other Current Liabilities	(3,17,954)	1,43,165
	Decrease/(Increase) In Non Current Loan & Advances	(17,60,278)	14,73,96,570
	Cash generated From Operations	(3,79,22,467)	(3,48,88,283)
	Income Taxes Paid	3,06,448	
	Short provision of tax for earlier years	-	-
	Net Cash Flow From Operating Activities (A)	(3,82,28,915)	(3,48,88,283)
B	Cash Flow From Investing Activities		
	(Purchase)/Sale Of Fixed Assets	-	(7,09,302)
	Interest Received	4,05,29,676	4,04,70,283
	Sale/(Purchase) of Investments	(42,77,021)	(17,03,199)
	Profit on Sale of Investment		
	Dividend Received	-	-
	Loss on Sale of Investment	-	
	Net Cash Flow From Investing Activities (B)	3,62,52,655	3,67,71,650
C	Cash Flow From Financing Activities		
	Proceeds from Long term Borrowing	26,00,000	-
	Repayment of Long Term Borrowing	(1,72,899)	(22,67,221)
	Interest paid	(6,825)	(1,00,914)
	Net Cash Flow From Financing Activities (C)	24,20,277	(23,68,135)
	Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	4,44,017	(4,84,768)
	Net Increase/(Decrease) In Cash And Cash Equivalents:		
	Opening Balnce	2,21,266	7,06,034
	Closing Balance	6,65,283	2,21,266
	Net Increase/(Decrease) In Cash And Cash Equivalents	4,44,017	(4,84,768)

As per our report of even date.

For CLB & Associates
Chartered Accountants
FRN. 124305W

For and on Behalf of the Board

Jeetu Kumbhar
Partner
M.No. 132629

Director

Whole time Director

CFO

Place: Mumbai
Date: 31.07.2020

Company Secretary

Statement of Changes in Equity for the period ended 31 March, 2020					
				(Figures in Rs.)	
6(A)	Equity Share Capital				
	Equity share capital of face value ` 10.00 each	No. of Shares	(Figures in Rs.)		
	Balance as at March 31, 2019	3,93,94,200	19,69,71,000		
	Changes in equity share capital during the year	-	-		
	Balance as at March 31, 2020	3,93,94,200	19,69,71,000		
6(B)	Other equity				
		Reserves and Surplus			Other Comprehensive Income
		Capital Reserve	Securities Premium	Retained Earnings	Equity Instrument through OCI
					Total
	Balance at the beginning of the reporting period on 1st April 2019	98,67,550	41,15,18,800	- 3,68,42,528	- 3,39,63,220
	Profit for the period			55,74,488	
	Other Comprehensive Income for the year				83,78,527
	Minority Interest			4,735	
	Balance as on 31st March 2020	98,67,550	41,15,18,800	- 3,12,63,304	- 2,55,84,693
	Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss.				
	As per our Report of even date		For and on behalf of the Board		
	For CLB & ASSOCIATES				
	Chartered Accountants				
	Firm number: 124305W				
	Jeetu Kumbhar		Director	Director	Director
	Partner				
	M.No.132629				
	Date: 31/07/2020		Secretary	Chief Financial Officer	

NON-CURRENT ASSETS**NOTE 1 : PROPERTY, PLANT & EQUIPMENTS**

							(In `)
Particulars	Office Equipment	Fax Machine	EPBAX System	Computer	Furniture & Fixture	Motor Car	Total
Gross Block							
As on 31/03/2019	6,43,205	40,920	24,000	10,28,718	26,34,312	1,16,85,543	1,60,56,698
Additions	-	-	-	-	-	-	-
Adjustments							
As on 31/03/2020	6,43,205	40,920	24,000	10,28,718	26,34,312	1,16,85,543	1,60,56,698
Accumulated Depreciation							
As on 31/03/2019	4,98,668	38,874	22,800	9,77,282	20,65,107	51,40,899	87,43,630
For the year 2019-20	43,603	-	-	-	2,70,741	10,17,396	13,31,740
Adjustments							-
As on 31/03/2020	5,42,271	38,874	22,800	9,77,282	23,35,848	61,58,295	1,00,75,370
Net Block as on 31/03/2019	1,44,537	2,046	1,200	51,436	5,69,205	65,44,644	73,13,068
Net Block as on 31/03/2020	1,00,934	2,046	1,200	51,436	2,98,464	55,27,248	59,81,328

NOTE 1A : OTHER INTANGIBLE ASSETS

	(In `)	
Particulars	Office Equipment	Total
Gross Block		
As on 01/04/2019	15,500	15,500
Additions	-	-
Adjustments	-	-
As on 31/03/2020	15,500	15,500
Accumulated Depreciation		
As on 31/03/2019	14,725	14,725
For the year 2019-20	-	-
Adjustments	-	-
As on 31/03/2020	14,725	14,725
Net Block as on 31/03/2020	775	775

NON-CURRENT ASSETS		
NOTE 2 : FINANCIAL ASSETS -INVESTMENTS		
Particulars	As at March 31,2020	As at March 31,2019
Investments in Equity Instruments		
(i) Quoted Equity Shares (At Fair value through OCI)		
India Green Reality Limited (C.Y. 160000 shares & P.Y. 156000 shares)	-	18,64,000
Alacrity Securities Limited (C.Y. 776000 shares & P.Y. 536000 Shares)	71,65,600	44,62,000
Total (i)	71,65,600	63,26,000
(ii) Unquoted Equity Shares		
E24 Glamour Limited(154639 Shares)	64,62,233	59,76,486
News24 Broadcast India Limited (154639 Shares)	33,05,859	17,72,879
Uttam Galva Ferrous Ltd (1000000 Shares)**	45,00,000	-
Skyline Radio Network Limited (600000 Shares)	6,94,126	6,49,938
Total (ii)	1,49,62,218	83,99,303
Total(i+ii)	2,21,27,818	1,47,25,303
** Investments in Uttam Galva Ferrous Limited are not held in the name of Company		
NOTE 3 : FINANCIAL ASSETS -LOANS		
	As at March 31,2020	As at March 31,2019
Loans & Advances	-	-
Total	-	-
NOTE 4 : Deferred Tax Assets (Net)		
	As at March 31,2020	As at March 31,2019
Deferred Tax Assets on Account of:		
Depreciation	1,68,191	2,71,486
Unabsorbed Losses	-	2,00,64,314
OCI Items	89,89,215	81,11,929
Total	91,57,406	2,84,47,729
Deferred Tax Liability on Account of:		
OCI Items	-	-
Total	91,57,406	2,84,47,729
NOTE 5 : OTHER NON-CURRENT ASSETS		
	As at March 31,2020	As at March 31,2019
Deposits with Govt. Department	7,730	7,730
Duties & Taxes Refundable	2,71,58,703	2,29,48,425
Security Deposits	3,50,000	28,00,000
Total	2,75,16,433	2,57,56,155

CURRENT ASSETS		
NOTE 6 : FINANCIAL ASSETS- INVENTORIES		
Particulars	As at March 31,2020	As at March 31,2019
Stock in Trade	8,38,542	64,79,108
Total	8,38,542	64,79,108
NOTE 7 : FINANCIAL ASSETS- TRADE RECEIVABLES		
Particulars	As at March 31,2020	As at March 31,2019
UNSECURED, CONSIDERED GOOD:		
(a) Outstanding for a period exceeding six months from the date they are due for payment	59,82,990	4,22,53,692
		-
Total	59,82,990	4,22,53,692
NOTE 8 : FINANCIAL ASSETS- CASH AND CASH EQUIVALENT		
Particulars	As at March 31,2020	As at March 31,2019
Balances with Bank		
- Current account	6,57,186	1,91,692
Cash in hand	8,097	29,574
Total	6,65,283	2,21,266
NOTE 9 : FINANCIAL ASSETS -LOANS		
Particulars	As at March 31,2020	As at March 31,2019
Loans & Advance	40,70,19,663	36,65,44,357
Total	40,70,19,663	36,65,44,357
NOTE 10 : OTHERS FINANCIAL ASSETS		
	As at March 31,2020	As at March 31,2019
Other Loans	-	-
Less: Bad Debts	-	-
Total	-	-
NOTE 11 : Current tax Assets(Net)		
Particulars	As at March 31,2020	As at March 31,2019
Tax Assets(Net of Provision of tax)	32,88,507	80,36,384
Total	32,88,507	80,36,384
NOTE 12 : Other Current Assets		
Particulars	As at March 31,2020	As at March 31,2019
Other Advances	8,61,31,820	9,98,86,459
Prepaid Expenses	-	12,950
Deposits	55,00,000	-
Total	9,16,31,820	9,98,99,409

NOTE 13: EQUITY SHARE CAPITAL

	As at March 31,2020		As at March 31,2019	
A. Authorised:				
6,00,00,000 equity shares of Rs. 5 each	6,00,00,000	30,00,00,000	6,00,00,000	30,00,00,000
Total	6,00,00,000	30,00,00,000	6,00,00,000	30,00,00,000
B. Issued, Subscribed & Fully Paid-up:				
3,93,94,200 equity shares of Rs. 10 each	3,93,94,200	19,69,71,000	3,93,94,200	19,69,71,000
Total	3,93,94,200	19,69,71,000	3,93,94,200	19,69,71,000

Disclosures:**(i) Details of Shareholding in excess of 5%**

Name of Shareholder	As at March 31,2020		As at March 31,2019	
	Number of Shares held	%	Number of Shares held	%
Pooja Hemanshu Mehta	1,48,64,200	37.73	1,48,64,200	37.73

NOTE 14 : OTHER EQUITY

Particulars	As at March 31,2020	As at March 31,2019
(a) Capital reserve	98,67,550	98,67,550
(b) Security Premium	41,15,18,800	41,15,18,800
(C) Retained Earnings	(3,12,63,304)	(3,68,42,528)
(d) Other Comprehensive Income	(2,55,84,693)	(3,39,63,220)
Total	36,45,38,353	35,05,80,603

NON CURRENT LIABILITIES**NOTE 15: Financial Liabilities-Borrowings**

Particulars	As at March 31,2020	As at March 31,2019
(a) Term Loan:		
Vehicle Loan from Banks	1,72,898	9,21,336
Less: Current Maturities of Long Term Debt(Refer Note 18)	(1,72,898)	(7,48,437)
	-	1,72,899
(b) Loan From Director	26,00,000	-
Total	26,00,000	1,72,899

CURRENT LIABILITIES**NOTE 16 : FINANCIAL LIABILITIES-TRADE PAYABLES**

Particulars	As at March 31,2020	As at March 31,2019
Trade payable: Others	77,21,965	4,92,55,545
Total	77,21,965	4,92,55,545

NOTE 17: OTHER CURRENT LIABILITIES

Particulars	As at March 31,2020	As at March 31,2019
Current Maturities of Long Term Debt	1,72,898	7,48,437
Other Liabilities	21,15,442	18,96,662
Statutory Liabilities	90,905	52,100
Total	23,79,245	26,97,199

NOTE 18 : REVENUE FROM OPERATIONS

Particulars	As at March 31,2020	As at March 31,2019
Sale of products	-	-
Sale of Shares	54,05,754	16,29,56,572
Total	54,05,754	16,29,56,572

NOTE 19 : OTHER INCOME

Particulars	As at March 31,2020	As at March 31,2019
Interest income	4,05,29,676	4,04,70,283
Dividend Income	-	-
Liabilities No Longer Req'd Return Back	89,700	2,81,54,999
Profit & Loss in F&O	-	9,87,190
Misc Income	17,909	903
Total	4,06,37,285	6,96,13,375

NOTE 20 : PURCHASES OF STOCK-IN-TRADE

Particulars	As at March 31,2020	As at March 31,2019
Purchase of Shares	9,04,507	14,90,07,022
Other Purchase	-	-
Total	9,04,507	14,90,07,022

**NOTE 21 : Changes in inventories of finished goods,
work in progress and Stock-in- trade**

Particulars	As at March 31,2020	As at March 31,2019
Traded Goods		
Stock at Commencement	64,79,108	3,76,05,537
Less: Stock at Closing	8,38,542	64,79,108
Total	56,40,566	3,11,26,429

NOTE 22 : EMPLOYEE BENEFIT EXPENSE

Particulars	As at March 31,2020	As at March 31,2019
(a) Salaries, wages and bonus	33,79,200	39,72,115
(b) Staff welfare Expenses	21,120	46,842
Total	34,00,320	40,18,957

NOTE 23 : FINANCE COSTS		
Particulars	As at March 31,2020	As at March 31,2019
Interest Expenses	6,825	1,00,914
Total	6,825	1,00,914

NOTE 24: OTHER EXPENSES		
Particulars	As at March 31,2020	As at March 31,2019
Repairs and Maintenance		
-Others	1,03,800	2,050
Payment to Auditors		
-As Audit Fee	2,26,000	2,26,000
-For Taxation Matters	50,000	50,000
-For Other Services	-	-
Rent	60,000	60,000
Travelling and Conveyance	9,28,514	5,81,864
Legal and Professional Charges	5,68,300	8,24,500
Donations	-	1,22,000
Advertising and Publicity	57,761	5,712
Depository, Listing, Custodial and Other Charges	3,69,986	4,51,500
Printing & Stationery	15,653	21,367
Postage & Telephone	49,847	58,860
Bank Charges	22,478	33,375
Sundry Balances Written Off	8,33,593	16,80,38,889
Motor Car Exp	59,700	1,48,055
speculation loss in share trading	2,84,224	12,86,132
Loss on sale of Share	36,75,280	-
Loss of investment in Joint Venture	2,46,651	-
Other Expenses	4,53,548	9,35,363
TOTAL (A+B)	80,05,335	17,28,45,667

A Significant Accounting Policies

1 Basis Of Accounting

"The financial statements have been prepared and presented in accordance with Indian Accounting Standards (Ind AS), as prescribed under section 133 of Companies Act, 2013. 3('the Act') (to the extent notified) read with the Rule 3 of the Companies (Indian Accounting Standard) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and guidelines issued by the Securities and Exchange Board of India(SEBI). The financial statements are prepared on going concern, accrual and historical cost basis.

The Company has adopted IndAS and the adoption was carried out in accordance with Ind AS101 First time adoption of Indian Accounting Standards.

"

1(A) Use Of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

1(B) Classification of Assets and Liabilities as Current and Non Current

"All Assets and Liabilities have been classified as current or noncurrent. Based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Deferred tax assets and deferred tax liabilities are classified as non-current assets and liabilities."

3 Revenue Recognition

3(i) Income From Sale of Goods & Shares :

"Revenue from sale of goods is recognised when all the significant risks and rewards of the goods have been passed on to the buyer ,usually on the delivery of the goods. the amount of revenue and costs associated with the transaction can be measured reliably

and no significant uncertainty exists regarding the amount of consideration that will be derived from the sales of goods. Sale of shares is being accounted on the basis of date of settlement of transaction."

3(ii) Income From Other Operations:

Income from other operations is recognised on accrual basis and as per the terms of the agreement.

3(iii) Income from Interest:

Interest income from a financial asset is recognised when it is probable that th economic benefits will flow to the Company and the amount of income can be measured reliably.

Interest income is recognised on time proportion basis taking into account the amount outstanding and the applicable rate of interest. Interest income is included under the head "other income" in the statement of profit and loss.

3(iv) Dividends:

Dividend Income is recognised when the company's right to receive dividend is established by the reporting date

4 Property, Plant & Equipments

4(i) Tangible Assets:

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable costs of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

IND AS 101 permits first time adopters to continue with the carrying value for all of its Property, Plant & Equipments as recognised in the financials statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure all of its Property, Plant & Equipments at their previous GAAP carrying value as at 31st March, 2018.

The management's estimate of useful lives are in accordance with Schedule II to the Companies Act, 2013, other than the following asset classes, based on the Company's expected usage pattern supported by technical assesemnt:

Asset Class	Useful lives
Furniture and fixtures	10 years
Office equipments	5 years
Vehicles	8 years

4(ii) Intangible Assets:

Intangible assets aquired seperately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

5 Depreciation/ Amortisation

All Fixed assets are capitalized at cost inclusive of legal and/or installation and incidental expenses, less accumulated depreciation. The Company provides depreciation on straight line basis on the basis of useful lives of assets as specified in Schedule II to the Companies Act, 2013. Depreciation on assets sold / purchased during the year is proportionately charged.

6 Foreign Currency Translations

Transactions in foreign currencies i.e. other than the Company's functional currency of India rupees are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

7 Borrowing Costs

7(i) Borrowing Cost that are directly attributable to the acquisition, construction or production of qualifying asset are capitalised as part of cost of such asset.

7(ii) Borrowing cost other than those directly attributable to the acquisition, construction or production of a qualifying asset are recognized as expense in the period in which they are incurred.

8 (i) Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

(ii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

(iii) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

9 Inventories

Inventories are valued at cost or net realizable value-Whichever is lower.

10 Employee Benefits:

10(i) The Provident Fund and Gratuity is not applicable to the company in view of number of employees is less than the required as per respective act.

11 Taxation

(i) Tax expense comprises current and deferred tax.

(ii) Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and the tax Laws prevailing in the respective Tax jurisdiction where the Company operates.the tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.Current income tax relating to the items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

(iii) Deferred income taxes reflect the impact of timing differences between the taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years.Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.Deferred income tax relating to the items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

(iv) Deferred Tax Liabilities are recognised for all taxable timing differences.

(v) Deferred Tax Assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(vi) The carrying amount of deferred tax assets are reviewed at each reporting date.The company writes down the carrying amount of deferred Tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised.Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

(vii) Minimum Alternative Tax(MAT) paid in a year is charges to the statement of profit and loss as current tax.The company recognises MAT credit available as an asset only to the extent that there is a convincing evidence that the company will pay normal income tax during the specified period.i.e.the period for which MAT credit is allowed to be carried forward.IN the year in which the company recognises MAT credit as an asset in accordance with the Guidance Note On Accounting For Credit Available in respect of Minimum Alternative Tax under the income tax act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement".

(viii) The company reviews the "MAT credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

(ix) Current and deferred tax for the year :

"Current and deferred tax are recognised in profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination."

12 Provisions,Contingent Liabilities And Contingent Assets

(i) Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

(ii) Contingent liability is disclosed for

(1) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or

(2) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation can not be made.

(iii) Contingent Assets are not recognised in the financial statements since this may result in the recognition of income that may never be realised.

13 Segment Reporting

(i) Business Segments have been identified on the basis of nature of products/services.The Company's operations relate to trading of goods, trading in shares, selling of film rights and consultancy.

(ii) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relates to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "unallowable".

(iii) Segment Assets and Segment Liabilities represents assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that can not be allotted to a segment on reasonable basis, have been disclosed as "unallowable"

14 Impairment of Assets

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists ,the Company estimates the recoverable amount of the assets. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Profit and Loss Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

ATTENDANCE SLIP

25th ANNUAL GENERAL MEETING ON 26th December, 2020

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 25thAnnual General Meeting of the Company at 3-Hemu Castle, Dadabhai Road, Near Goklibai School, Vile Parle West Mumbai –400056, On December 26, 2020, Saturday At 09:30 A.M

Signature of the Shareholder or Proxy

Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

Electronic Voting Event Number (EVEN)	USER I'D	PASSWORD

FORM NO. MGT-11

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 a member / members holding.....shares of ODYSSEY CORPORATION LTD hereby appoint:

1	Name:	Address:
	Email ID:	Signature:
2	Name:	Address:
	Email ID:	Signature:
3	Name:	Address:
	Email ID:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held at 3-Hemu Castle, Dadabhai Road, Near Goklibai School, Vile Parle West Mumbai -400056, On December 26, 2020, Saturday and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Description.	No. of shares held	FOR	AGAINST
--------	--------------	--------------------	-----	---------

Ordinary Business

1	To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31st March, 2020 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2020 and Report 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.			
--	--	--	--	--

Special Business

3	To increase borrowing powers of the board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013			
---	--	--	--	--

Signed this 26th day of December, 2020.

Signature(s) of the Shareholder(s).....

Signature of Proxy Holder.....

Notes: 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.

PAPER – MGT -12

BALLOT PAPER/POLLING PAPER

Name(s) of Member(s) : (In BLOCK/CAPITAL LETTERS)	
Registered Address :	
DP ID / Client ID* or Registered Folio No :	
No. of equity shares held :	

***Applicable in case of Share held in electronic form**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 25th Annual General Meeting of Company scheduled to be held on December 26, 2020, Saturday at 09:30 A.M. at 3-Hemu Castle, Dadabhai Road, Near Goklibai School, Vile Parle West Mumbai –400056, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated here in below:

Sr. No	Description.	No. of shares held	FOR	AGAINST
Ordinary Business				
1	To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31st March, 2020 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2020 and Report 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.			
Special Business				
3	To increase borrowing powers of the board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act,			

	2013			
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*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:

Date:

Member

Signature of

ROUTE MAP TO THE VENUE OF THE 25th ANNUAL GENERAL MEETING ON DECEMBER 26th, 2020, SATURDAY AT 09:30 A.M.

