



ODYSSEY CORPORATION LIMITED

CIN: L67190MH1995PLC085403

Regd. Office: 102, Haridarshan Building, Bhogilal Phadia Road,
Kandivali (West), Mumbai 400067

Tel: 022-26241111; Email: odyssevcl9999@gmail.com

Website: www.odysseycorp.in

NOTICE OF POSTAL BALLOT/E-VOTING

[Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, each as amended from time to time and in accordance with applicable Circulars issued by the Ministry of Corporate Affairs]

Dear Shareholders,

E-voting commence on	E-voting concludes on
Saturday, April 18, 2026 at 09:00 A.M.	Sunday, May 17, 2026 at 05:00 P.M

NOTICE is hereby given, pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot through e-Voting vide General Circular Nos. 03/2025 dated September 22, 2025, read with general circular Nos. 20/2020 dated May 5, 2020, 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 08th December 2021, 3/2022 dated 05th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023, 09/2024 dated 19th September 2024, 03/2025 dated September 22, 2025 and other applicable circulars issued in this regard (collectively referred to as ‘MCA Circulars’), issued by the Ministry of Corporate Affairs (“MCA”) and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, to transact the Special Businesses set out in this notice through Postal Ballot by the members of Odyssey Corporation Limited (“The Company”) through Remote E-voting and Postal Ballot Form.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting. The Company has made necessary arrangements with Bigshare Services Pvt Ltd, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link www.evoting.nsdl.com from Saturday, April 18, 2026 at 09:00 A.M. (IST) onwards to Sunday, May 17, 2026 at 05:00 P.M (IST). Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on Friday, April 17, 2026 has appointed M/s. Jaymin Modi and Co, Company Secretaries (M. No. A44248 and COP: 16948), as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will

submit his report to the Chairperson of the Company. Thereafter, the results of the Postal Ballot would be announced by the Chairperson of the Company on or before May 19, 2026 at the Company's registered office. In addition to the results being communicated to BSE Limited, the results along with Scrutinizer's report will also be placed on Company's website viz. www.odysseycorp.in and shall also be available at the Company's registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., May 17, 2026.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

Item No. 1. Regularization of Additional Director Mr. Wilson Marshal John (DIN: 02044154) by appointing him as Executive Whole-Time Director.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provision of Section 160, 161, 196, 197 and 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions of the Act including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the approval of the Members be and hereby accorded to appoint Mr. Wilson Marshal John (DIN: 02044154), as Whole Time Director, for a period of five (5) years w.e.f. 20th February, 2026 to 19th February, 2031 (both days inclusive) at an remuneration not exceeding Rs. 6,00,000/- (Rupees Six Lacs Only) per year (inclusive of salary, perquisites, benefits, incentives and allowances) with liberty to the Board of Directors (hereinafter referred as the Board which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and condition of the said appointment and /or remuneration as may deem fit and on such other terms and conditions as specified in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Whole Time Director the Company has no profits or profits are inadequate, the overall remuneration or remuneration as may be approved by the Board of Directors (hereinafter referred as the Board which term shall include the Nomination and Remuneration Committee of the Board) of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT Mr. Wilson Marshal John shall be liable to retire by rotation at the Annual General Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013 and such retirement shall not result in any break in his office as the Whole Time Director of the Company, if he is re-appointed at the same meeting at which she retires by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

Item No. 2 Regularization of Additional Director Mr. Hemanshu Ramniklal Mehta (DIN: 00258580) by appointing him as Non-Executive Non-Independent Director.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV, Section 161(1) of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, along with all other applicable provisions, sections, and rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), and the Articles of Association of the Company, the appointment of Mr. Hemanshu Ramniklal Mehta (DIN: 00258580), who was appointed as an Additional Non-Executive Non-Independent Director of the Company with effect from 20th February, 2026 by the Board of Directors, be and is hereby regularized as a Non-Executive Non-Independent Director of the Company.

RESOLVED FURTHER THAT the tenure of Mr. Hemanshu Ramniklal Mehta appointment, as regularized, shall be from the date of appointment, unless terminated earlier by either party in accordance with the provisions of the Articles of Association of the Company or any applicable laws. During this period, earlier by either party shall be liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to sign and file all the necessary papers and forms with the Registrar of Companies, to do or take all such things, acts, deeds, execute and incidental thereto to give effects to the foresaid resolution.”

Item No. 3 Adoption of new set of Memorandum of Association (“MOA”) of the Company as per Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 4,13, 15 and other applicable provisions of Companies Act, 2013, read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regards from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any committee), consent of the members be and is hereby accorded to adopt the new set of Memorandum of Association as per Companies Act, 2013 in place of the existing Memorandum of Association.

RESOLVED FURTHER THAT Mr. Wilson Marshal John, Whole Time Director, Mr. Hemanshu Ramniklal Mehta, Non-Executive Director, and Mrs. Anita Pagare, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

Item No. 4 Adoption of new set of Articles of Association (“AOA”) of the Company

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

“RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Wilson Marshal John, Whole Time Director, Mr. Hemanshu Ramniklal Mehta, Non-Executive Director, and Mrs. Anita Pagare, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

Item No. 5. To approve related party transactions.

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions

as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) with parties as detailed in the table(s) forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or making investments, or any other transactions of whatever nature, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arm's length basis, within the aggregate limits and during the financial years as mentioned in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

Item No.6:

Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only), in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

By order of the Board
For Odyssey Corporation Limited
Sd/-
Mr. Wilson Marshal John
Whole time Director
DIN 02044154

Date: 17.04.2026

Place: Mumbai

Notes:

AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 THE ACT SETTING OUT THE MATERIAL FACTS CONCERNING THE BUSINESSES TO BE TRANSACTED IS ANNEXED HERETO AND FORMS PART OF THIS NOTICE

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard 2 on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolution are appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, April 10, 2026 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, April 10, 2026.
4. In terms of the MCA and SEBI Circulars, the Company will send this Notice in electronic form and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system and postal ballot form (if any). Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to odysseycl9999@gmail.com.
 - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to odysseycl9999@gmail.com.
 - iii. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. The Shareholders are requested to note that in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
6. Any query/grievance may please be addressed to Ms. Anita Vasant Pagare, CS with respect to the voting by remote electronic means at: Email id: odysseycl9999@gmail.com or to NSDL at evoting@nsdl.co.in
7. The members have to vote through remote e-voting platform only.
8. The Portal for remote E-voting will remain open for the Members for exercising their votes during Saturday, April 18, 2026 (09:00 A.M.) and will end on Sunday, May 17, 2026 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, April 10, 2026 (‘cut-off date’), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by NSDL after the last date and time.
9. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
10. The Scrutinizer’s decision on the validity of the voting shall be final.

11. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.odysseycorp.in and e-voting website viz. www.evoting.nsdl.com and at the corporate announcement sections of the websites of the BSE Limited on which the equity shares of the Company are listed.

12. The Board of Directors have appointed M/s. Jaymin Modi and Co. Company Secretaries as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.

13. The Resolutions will be taken as passed effectively on Sunday, May 17, 2026, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolution, had received assenting to the Resolution. The result of the voting will be declared on or before Tuesday, May 19, 2026 at the Registered Office of the Company.

14. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.

15. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Bigshare Services Pvt Ltd, www.bigshareonline.com Registrar and Share Transfer Agent of the Company.

16. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot.

17. INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

GUIDELINES FOR ELECTRONIC VOTING:

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide e-voting facility to the shareholders to cast their vote on all resolutions set forth in the notice. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The Portal for remote E-voting will remain open for the Members for exercising their votes during Saturday, April 18, 2026 (09:00 A.M.) and will end on Sunday, May 17, 2026 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, April 10, 2026 (‘cut-off date’), may cast their vote electronically.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial

password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@csjmco.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to odysseycl9999@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to odysseycl9999@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and
Secretarial Standard 2 on General Meetings)

Item No.1:

Mr. Wilson Marshal John (DIN: 02044154) was appointed as Whole Time Director of the Company by Board of Directors w.e.f. February 20, 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board has approved the appointment of Mr. Wilson Marshal John as the Whole Time Director of the Company for a period of five (5) years from February 20, 2026 to February 19, 2031 (both days inclusive) subject to the approval of the Members of the Company.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the appointment of Whole Time Director is appropriate and is in the best interests of the Company.

The approval of the Members is being sought for the appointment and for the terms, conditions, and stipulations for the appointment of Whole Time Director and the remuneration payable to him. The terms and conditions fixed by the Board of Directors at its Meeting held on 20th February, 2026 are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important positions as that of the Whole Time Director.

The brief profile of Mr. Wilson Marshal John in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of the Companies Act, 2013 have been annexed to this Notice as "Annexure A"

The main terms of appointment and remuneration as contained in the agreement are given below:

Period of Appointment: For a period of five (5) years from February 20, 2026 to February 19, 2031 (both days inclusive)

Salary including allowances and Incentives and perquisites: Not exceeding Rs.12,00,000/- per year.

Perquisites: Subject to a ceiling of 20% of Annual Salary per annum.

Club Fees: Fee of club subject to a maximum of two club, provided that no life membership or admission fees is payable.

Provident Fund: Contribution to Provident Fund in accordance with the Rules of the Company as applicable to the senior management, to the extent such contributions, either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity: In accordance with the Rules of the Company as applicable to the senior management.

Medical benefit: For self and family reimbursement of expenses actually incurred the total cost of which to the Company shall not exceed one month's salary in a block of five years.

Conveyance: Free use of Company's car with driver. The monetary value of the perquisite will be evaluated as per Income tax Rules, 1962.

Personal Accident: Personal Accident Insurance of an amount the premium of which does not exceed Rs.10 Lakhs per annum.

Other perquisites: He will be entitled to all other perquisites in accordance with the rules of the Company as applicable to the senior management. The perquisites stated shall be valued as per Income Tax Act, 1961, wherever applicable, and in the absence of any provisions in the said Act, the perquisites shall be valued at actuals.

Minimum Remuneration: Notwithstanding anything herein above stated, where in any financial year during the currency of the tenure of Mr. Wilson Marshal John, the Company incurs a loss or its profits are inadequate, the Company shall pay the same remuneration as stated above but subject to being within the overall limits on Managerial Remuneration as provided under Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and the rules framed there under read with Schedule V to the said Act.

Item No.2:

Mr. Hemanshu Ramniklal Mehta (DIN: 00258580) who was appointed as an Additional Non-Executive and Non-Independent Director of the Company with effect from 20th February, 2026.

Mr. Hemanshu Ramniklal Mehta on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Non-Executive Non-Independent Director with effect from 20th February, 2026, by the Board of Directors, in accordance with the Articles of Association and Section 161 of the Companies Act, 2013

Mr. Hemanshu Ramniklal Mehta has consented to the proposed regularization and has declared his self-qualified for the position. He possesses the requisite knowledge, experience, and skills for the position of Director, and his regularization is in compliance with the provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations).

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is of the view that the appointment of Mr. Hemanshu Ramniklal Mehta on the Board of the Company as Non-Executive and Non-Independent Director is desirable and would be beneficial to the Company.

It is proposed to seek member's approval for the appointment of Mr. Hemanshu Ramniklal Mehta as Non-Executive and Non-Independent Director of the Company.

Your Directors recommend resolution in item number 2 as Special Resolution for approval of the members. None of the Directors, Key Managerial Personnel and their relatives thereof other than to Mr. Hemanshu Ramniklal Mehta has any concern or interest, financial or otherwise in the resolution set out in item number 2 of this notice.

The brief profile of Ms. Tanaisha Devang Vyas in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of the Companies Act, 2013 have been annexed to this Notice as "Annexure A"

Item No.3:

The Companies Act, 2013 ("the Act") is now largely in force and most of the sections have been notified. The existing Memorandum of Association ("MoA") of the Company is based on Companies Act, 1956 and not only do several regulations of the existing MoA contains references to the specific sections of the Companies Act, 1956, but also some regulations are no longer in conformity with the Act.

The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only "the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified".

The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under 'Table A' of the Act which sets out the model MOA for a Company limited by shares. Copy of the draft Memorandum of Association of the Company would be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day between 2 P.M. to 4 P.M.

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested (financially or otherwise) in the aforesaid resolutions except to the extent of their shareholding in the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.3 as a Special Resolution.

Item No.4:

The Articles of Association (“AOA”) of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws.

Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The Regulations contained in Table ‘F’ of the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the Articles. Copy of the draft Articles of Association of the Company would be available for inspection by the members at the Registered Office/ Corporate Office of the Company on any working day between 2 P.M. to 4 P.M.

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested (financially or otherwise) in the aforesaid resolutions except to the extent of their shareholding in the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.4 as a Special Resolution

Item No. 5

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm’s length basis.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) also stipulates that all material related party transactions shall require prior approval of the shareholders through special resolution.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 20th February, 2026 are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company / Subsidiary Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company / Subsidiary Company with the following related parties in the ordinary course of business and at arms’ length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662, dated November 22, 2021, the particulars of transactions to be entered into by the Company with related parties are given in Annexure B.

The proposed contracts/arrangements/transactions relate to sale/purchase of goods/services or any other transaction(s), which shall be governed by the Company’s Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals providing and/or receiving of loans or guarantees or securities or making investments through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such entities.



The proposal outlined above will contribute to the principal business activities of your Company and is in the interest of the Company. Hence, the Audit Committee/Board recommends the resolution set out in the Item no. 5 of the notice for your approval as a special resolution. None of the Related Parties shall vote in the resolution.

Except Mr. Wilson Marshal John, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution.

Item No.6

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no.6 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 6 of the notice for your approval as a Special Resolution.

Except Mr. Wilson Marshal John, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution.

By order of the Board
For Odyssey Corporation Limited
Sd/-
Mr. Wilson Marshal John
Whole time Director
DIN 02044154

Date: 17.04.2026
Place: Mumbai

ANNEXURE A

Details of Directors seeking Appointment/ Re-appointment as required under 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India

Name	Mr. Wilson Marshal John	Mr. Hemanshu Ramniklal Mehta
DIN	02044154	00258580
Designation	Director	Director
Nationality	Indian	Indian
Qualification	Post Graduate in General Management	Undergraduate
Experience/ Expertise in specific General Functional area	<p>Mr. Wilson Marshal John has been engaged in the construction and infrastructure business since 1995, with over three decades of experience in project execution and business operations. He is the owner of V-Vanguard, engaged in redevelopment construction and interior projects, and is associated with John Realty, undertaking construction projects in Mangalore. He is also involved in Hanmar Food & Beverages, operating in the food and beverage sector. His diverse entrepreneurial experience and industry expertise will strengthen the Company's operational and strategic capabilities in his role as Whole-Time Director.</p>	<p>Mr. Hemanshu R. Mehta is a seasoned entrepreneur and philanthropist with over 40+ years of experience across finance, infrastructure, and international trade. Beginning in the family steel trading business, he later founded the Alacrity Group and Odyssey Corporation Limited, both BSE-listed enterprises known for integrity and innovation.</p> <p>A former Director of Kapol Co-operative Bank Ltd., Mumbai, he has led with ethical governance and social accountability. Having spent eight years overseas in Indonesia, Africa, and Dubai, Mr. Mehta brings a global perspective to leadership and community development.</p>
Date of First Appointment on the Board	20/02/2026	20/02/2026
Shareholding in the Company	NIL	10,120 Equity Shares
Relationship with other Directors/Managers and Key Managerial Personnel	NA	NA
Other Directorship	<ol style="list-style-type: none"> 1. Odyssey Infrabuild Private Limited 2. V-Vanguard Developers Private Limited 3. Odyssey Global Private Limited 4. Odyssey Media And Entertainment Private Limited 5. Ascencio Realtors LLP 	<ol style="list-style-type: none"> 1. Pooja Equiresearch Private Limited 2. Ascencio Realtors LLP 3. Nirmohaaya Infrabuild LLP

Chairman/ Member of the Committee of the Board of Directors of the other Company	NA	NA
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**By order of the Board
For Odyssey Corporation Limited
Sd/-
Mr. Wilson Marshal John
Whole time Director
DIN 02044154**

Date: 17.04.2026
Place: Mumbai

ANNEXURE B

Minimum information to be provided to the Audit Committee and Shareholders for approval of “Related Party Transactions”

Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	V-Vanguard Developers Private Limited (converted from Partnership firm to Company on March 16, 2026)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Building Construction & Real Estate Development

Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Relationship: The listed entity and the related party are connected by virtue of common directorship. NA NA NA

Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	1,67,50,000/- (in ordinary course of business and at arm’s length price)
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	25,00,000/-
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA

Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management								
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 15,00,00,000 /- (Rupees Fifteen Crores Only)								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	42.34 %								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	776.32%								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<i>Negligible</i>								
6.	Financial performance of the related party for the immediately preceding financial year: <table border="1" data-bbox="406 997 857 1161"> <thead> <tr> <th>Particulars</th> <th>FY 24-25</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>Nil</td> </tr> <tr> <td>Profit after Tax</td> <td>Nil</td> </tr> <tr> <td>Net worth</td> <td>85.70 lakhs</td> </tr> </tbody> </table>	Particulars	FY 24-25	Turnover	Nil	Profit after Tax	Nil	Net worth	85.70 lakhs	
Particulars	FY 24-25									
Turnover	Nil									
Profit after Tax	Nil									
Net worth	85.70 lakhs									

Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Service Contract	
2.	Details of each type of the proposed transaction	Construction Contract	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	2 Years	
4.	Whether omnibus approval is being sought?	Yes	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	FY 26-27 Ten Crores	FY 27-28 Five Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Company has diversified its business through its subsidiary Odyssey Infrabuild Private Limited, which is relatively new in the construction business and has entered	

		<p>into a construction service contract with V-Vanguard Developers Private Limited, whose Directors possess over 30 years of extensive experience in the construction industry, bringing significant technical expertise and domain knowledge.</p> <p>This arrangement enables Odyssey Infrabuild Private Limited to leverage this experience, ensuring efficient project execution, adherence to quality standards, and timely completion of construction activities. The arrangement is expected to result in operational efficiencies and improved project outcomes.</p> <p>The transaction is undertaken in the ordinary course of business and on an arm's length basis.</p> <p>Accordingly, the Board is of the view that entering into this transaction is in the best interest of Odyssey Infrabuild Private Limited and, consequently, the Company.</p>
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Wilson Marshal John
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	50% Shareholder in V-Vanguard Developers Private Limited
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA

2.	Basis of determination of price.	NA
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013)

(Please read the instructions printed overleaf carefully before completing this form)

1.	Name and address of the Shareholder(s)	
2.	Name(s) and address of the Joint holder(s), if any	
3.	Registered folio No./ DP ID No. / Client ID No.	
4.	Number of Shares held	

I/we hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the special businesses stated in the notice of the postal ballot dated 17th April, 2026 of the Company, by giving my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Sr. No.	Description	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Regularization of Additional Director Mr. Wilson Marshal John (DIN: 02044154) by appointing him as Executive Whole-Time Director			
2.	Regularization of Additional Director Mr. Hemanshu Ramniklal Mehta (DIN: 00258580) by appointing him as Non-Executive Non-Independent Director			
3.	Adoption of new set of Memorandum of Association (“MOA”) of the Company as per Companies Act, 2013.			
4.	Adoption of new set of Articles of Association (“AOA”) of the Company as per Companies Act, 2013.			
5.	To approve related party transactions.			
6.	Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013:			

Place:

Date

(Signature of the Member)

Notes:

1. Please read the instructions printed overleaf carefully before exercising the vote.
2. Last date for receipt of the Postal Ballot form by the Scrutinizer is Sunday, May 17, 2026. Postal Ballot forms should be sent at the registered office of the company.

INSTRUCTIONS

1. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Notice and send the same to the Scrutinizer.
2. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the close of business hours i.e. on Sunday, May 17, 2026 at 05.00 PM (IST) Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.
3. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the Member. Any unsigned or incomplete Postal Ballot Form will be liable to be rejected.
4. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in the absence of such Member, by the next named joint-holder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
5. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted only if the same is accompanied by a Certified True Copy of the Board Resolution/Authorisation together with the specimen signature(s) of the duly Authorised Signatory(ies).
6. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (√) in the appropriate column. Postal ballot form bearing tick mark (√) in both the column will render the form invalid. This Postal Ballot Form should be used for voting; no other form shall be accepted.
7. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will liable to be rejected. The Postal Ballot shall not be exercised by a Proxy.
8. Voting Rights shall be reckoned on the Paid-up Value of shares registered in the name of the Member as on Friday, April 10, 2026.
9. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
10. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.