

ODYSSEY

ODYSSEY
Corporation Ltd.

Date: 31/08/2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir/Madam,

Scrip Code: 531996

Sub: Notice of Extra Ordinary General Meeting.

Dear Sir/Madam,

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of the Company will be held on Tuesday, September 24, 2024 at 11:30 A.M. at the Registered Office of the Company situated at 102, Haridarshan Building, Bhogilal Phadia Road, Kandivali (West), Mumbai, Maharashtra, 400067.

Please take the same on your record.

Thanking you,
Yours faithfully

For Odyssey Corporation Limited

HITEN
RAMNIKLAL
MEHTA

Digitally signed by
HITEN RAMNIKLAL
MEHTA
Date: 2024.08.31
15:36:26 +05'30'



Hiten Ramniklal Mehta
Director
DIN: 01875252



Odyssey Corporation Limited

CIN: L67190MH1995PLC085403

Registered Office: 102, Haridarshan Building, Bhogilal Phadia Road, Kandivali (West), Mumbai, Maharashtra, 400067

Email: odysseycl9999@gmail.com **Website:** www.odysseycorp.in **Contract:** +91-22-26241111

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of **Odyssey Corporation Limited (Company)** will be held on Tuesday, September 24, 2024 at 11:30 A.M. at the Registered Office of the Company situated at 102, Haridarshan Building, Bhogilal Phadia Road, Kandivali (West), Mumbai, Maharashtra, 400067, to transact the following business:

SPECIAL BUSINESSES:

I. ALTERATION IN CLAUSE 8 OF THE ARTICLES OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting new Clause i.e., 8 B of Articles of Association of the Company with the following Article:

- 8B. *Notwithstanding anything contained, further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules and in accordance with the pricing method prescribed to the listed entities under the regulations issued by Securities Exchange Board of India from time to time.*

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to make, alter, accept any changes as may be required and to settle any doubts / clarifications that may arise in this regard and to do all the acts, deeds and things in their absolute discretion, for the purpose of making all such filings with the Registrar of Companies as may be required in relation to the aforesaid purpose and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this aforesaid resolution.”

II. INCREASE IN AUTHORISED SHARE CAPITAL

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

“RESOLVED THAT pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from existing Rs. 30,00,00,000 (Rupees Thirty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each to Rs. 62,00,00,000/- (Rupees Sixty Two Crores) divided into 12,40,00,000 (Twelve Crores Forty Lacs) Equity Shares of having face value of Rs. 5/- (Rupees Five Only) by creating additional Rs. 32,00,00,000 (Rupees Thirty Two Crores Only) Equity Shares of Rs. 5/- each ranking *pari passu* with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

- V *The Authorised Share Capital of the Company is Rs. 62,00,00,000/- (Rupees Sixty Two Crores Only) divided into 12,40,00,000 (Twelve Crores Forty Lacs Only) Equity shares of Rs. 5/- (Rupees Five only) each.*

Any shares of the original or increased capital may from time to time be issued with such terms, conditions, restrictions and guarantee or any rights or preference whether in respect of dividend or of repayment of capital shares or both or any other special privileges or advantage over any shares previously issued or about to be issued on which deferred or qualified rights as compared with any shares previously issued or subject to any provisions or conditions and with any special rights or limited rights or without any right of voting, and generally on such terms as the company may from time to time determine

RESOLVED FURTHER THAT any of the Directors the Company, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution.”

III. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION IN CASH:

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

“**RESOLVED THAT** pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 4,05,00,000 (Four Crores Five Lacs) Equity Shares of Rs. 5/- (Rupees Five Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 14/- (Rupees Fourteen Only) per Equity Share (including a premium of Rs. 9/- (Rupees Nine Only) (“Preferential Allotment Price”), aggregating to Rs. 56,70,00,000/- (Rupees Fifty Six Crores Seventy Lacs Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”) on a preferential issue basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of applicable law as may be prevailing at the time.

Details of the Proposed Allottees

Sr. No.	Name of the Proposed Allottee	No. of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category
1.	Pooja Equiresearch Private Limited	32,50,000	Promoter	Promoter
2.	Alacrity Securities Limited	72,50,000	Promoter	Promoter
3.	Vijay Jyantilal Sanghavi	14,28,571	Non-Promoter	Non-Promoter
4.	Shailesh K Patwa	14,28,571	Non-Promoter	Non-Promoter
5.	Zil Sailesh Chadura	10,00,000	Non-Promoter	Non-Promoter
6.	Rajesh Chamanlal Sanghavi	10,00,000	Non-Promoter	Non-Promoter

7.	Aruna Alpesh Vora	5,00,000	Non-Promoter	Non-Promoter
8.	Pujara Pramodkumar A	5,00,000	Non-Promoter	Non-Promoter
9.	Shah Damyantiben N.	2,50,000	Non-Promoter	Non-Promoter
10.	Shah Priyank N	2,50,000	Non-Promoter	Non-Promoter
11.	Shah Jigisha Priyank	2,00,000	Non-Promoter	Non-Promoter
12.	Patel Komal Pratikbhai	2,00,000	Non-Promoter	Non-Promoter
13.	Kalpesh Shantilal Kubadia	1,00,000	Non-Promoter	Non-Promoter
14.	Rajesh Shantilal Kubadia	2,00,000	Non-Promoter	Non-Promoter
15.	Dipali N. Mehta	2,00,000	Non-Promoter	Non-Promoter
16.	Parshva Sheetal Khandor	2,00,000	Non-Promoter	Non-Promoter
17.	Kaushik G Akhani	5,00,000	Non-Promoter	Non-Promoter
18.	Jivan R. Ravariya	2,00,000	Non-Promoter	Non-Promoter
19.	Neha Agrawal	1,00,000	Non-Promoter	Non-Promoter
20.	Abhishek Agrawal	11,00,000	Non-Promoter	Non-Promoter
21.	Pushpa Kishore Shah	2,00,000	Non-Promoter	Non-Promoter
22.	Varsha Deepak Merani	15,00,000	Non-Promoter	Non-Promoter
23.	Deepak Gangaram Mirani	15,00,000	Non-Promoter	Non-Promoter
24.	Kalpesh Manji Patel	10,00,000	Non-Promoter	Non-Promoter
25.	Shanti Properties	10,00,000	Non-Promoter	Non-Promoter
26.	Patel Dharmendra M	10,00,000	Non-Promoter	Non-Promoter
27.	Urmila Ambalal Gami	5,00,000	Non-Promoter	Non-Promoter
28.	Rashila Pravin Gami	5,00,000	Non-Promoter	Non-Promoter
29.	Jyoti Suresh Gami	5,00,000	Non-Promoter	Non-Promoter
30.	Jayshree Savji Gami	5,00,000	Non-Promoter	Non-Promoter
31.	Mana Murji Gami	5,00,000	Non-Promoter	Non-Promoter
32.	Anudesh Goyal	5,00,000	Non-Promoter	Non-Promoter
33.	Jinesh Navinchandra Dhruv	5,00,000	Non-Promoter	Non-Promoter
34.	Jyoti Jinesh Dhruv	5,00,000	Non-Promoter	Non-Promoter
35.	Kapil M Jhaveri	5,00,000	Non-Promoter	Non-Promoter
36.	Tirumalla Tirupati Multi State Co Operative Credit Society Limited.	5,00,000	Non-Promoter	Non-Promoter
37.	Gurmeet Singh Bhamrah	5,00,000	Non-Promoter	Non-Promoter
38.	Jimit R Doshi	5,00,000	Non-Promoter	Non-Promoter
39.	Kuumar Nanalal Ghoda	1,50,000	Non-Promoter	Non-Promoter
40.	Ghoda Mayuriben K	1,50,000	Non-Promoter	Non-Promoter
41.	Manish R Shah Huf	1,00,000	Non-Promoter	Non-Promoter
42.	Jyoti Manish Shah	1,00,000	Non-Promoter	Non-Promoter
43.	Kantaben Rasiklal Shah	1,00,000	Non-Promoter	Non-Promoter
44.	Hetali Manish Shah	1,00,000	Non-Promoter	Non-Promoter
45.	Hinal Manish Shah	1,00,000	Non-Promoter	Non-Promoter
46.	Darshil Rohit Shah	1,00,000	Non-Promoter	Non-Promoter
47.	Jainam Mahesh Lodaria	1,00,000	Non-Promoter	Non-Promoter
48.	Gaurang Virendra Shah	1,00,000	Non-Promoter	Non-Promoter
49.	Bhupendra Ratilal Shah	1,00,000	Non-Promoter	Non-Promoter
50.	Jaswant Ratilal Modi	1,00,000	Non-Promoter	Non-Promoter
51.	Chintan Ashwin Nagda	1,00,000	Non-Promoter	Non-Promoter
52.	Darshil Ashwin Nagda	1,00,000	Non-Promoter	Non-Promoter
53.	Anita Ashwin Nagda	1,00,000	Non-Promoter	Non-Promoter
54.	Viren Kalpit Shah	1,00,000	Non-Promoter	Non-Promoter
55.	Mayur R Shah Huf	1,00,000	Non-Promoter	Non-Promoter
56.	Bina Kalpesh Varia	1,00,000	Non-Promoter	Non-Promoter
57.	Shah Kirit Ratilal	1,00,000	Non-Promoter	Non-Promoter
58.	Mahavir Pravin Mehta Huf	1,00,000	Non-Promoter	Non-Promoter
59.	Sadhana Kiran Shah	1,00,000	Non-Promoter	Non-Promoter
60.	Dharmishtha Shirish Shah	7,00,000	Non-Promoter	Non-Promoter
61.	Jenyl M Shah	3,00,000	Non-Promoter	Non-Promoter
62.	Rupal Haresh Shah	1,00,000	Non-Promoter	Non-Promoter
63.	Jagruti Chetanbhai Shah	1,00,000	Non-Promoter	Non-Promoter
64.	Chetan Hasmukhlal Mehta Huf	2,00,000	Non-Promoter	Non-Promoter
65.	Ami Vishal Vasu	1,00,000	Non-Promoter	Non-Promoter

66.	Sandili Yaduraj Patkar	100000	Non-Promoter	Non-Promoter
67.	Suneet Rastogi	1,00,000	Non-Promoter	Non-Promoter
68.	Jigar Jayantibhai Vagadoda	1,00,000	Non-Promoter	Non-Promoter
69.	Nishita Ripal Gandhi	1,00,000	Non-Promoter	Non-Promoter
70.	Ripal Bharatkumar Gandhi	1,00,000	Non-Promoter	Non-Promoter
71.	Aastha Wadhwa	5,00,000	Non-Promoter	Non-Promoter
72.	Arun Kumar Wadhwa	2,50,000	Non-Promoter	Non-Promoter
73.	Akshit Singh	2,92,858	Non-Promoter	Non-Promoter
74.	Darshan P Desai Huf	7,50,000	Non-Promoter	Non-Promoter
75.	Vaibhav Rajendra Doshi	7,50,000	Non-Promoter	Non-Promoter
76.	Wealth 4 U Hospitality Consultancy Private Limited	10,00,000	Non-Promoter	Non-Promoter
77.	Sarthak Vijlani	2,00,000	Non-Promoter	Non-Promoter
78.	Anuradha Ray	5,00,000	Non-Promoter	Non-Promoter
	Total	4,05,00,000		

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is August 23, 2024, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the provisions of chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- (ii) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- (iii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- (iv) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- (v) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board is authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI (LODR) Regulations, 2015 and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above, and all incidental and ancillary things done are hereby specifically approved and ratified.”

IV. ISSUANCE OF CONVERTIBLE WARRANTS TO THE PROMOTER, PROMOTER GROUP AND NON-PROMOTER CATEGORIES OF PERSONS ON A PREFERENTIAL BASIS.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and BSE Limited, the stock exchange where the shares of the company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches:-

- i. Upto 2,20,00,000 (Two Crores Twenty Lacs) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 14/- (Rupees Fourteen Only) (Warrant Issue Price) per Warrant aggregating to Rs. 30,80,00,000 /- (Rupees Thirty Crores Eighty Lacs Only) to the Promoter, Promoter Group and Non-Promoter categories of persons (hereinafter “issue of Warrants”) as follows:

Details of Proposed Allottees

Sr. No.	Name of the Proposed Allottee	No. of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category
1.	Hemanshu R Mehta	15,00,000	Promoter	Promoter

2.	Bina H Mehta	15,00,000	Promoter	Promoter
3.	Hiten Ramniklal Mehta	10,00,000	Promoter	Promoter
4.	Sagar Hiten Mehta	10,00,000	Promoter	Promoter
5.	Karishma H mehta	10,00,000	Promoter	Promoter
6.	Pooja Equiresearch Private Limited	87,50,000	Promoter	Promoter
7.	Alacrity Securities Limited	47,50,000	Promoter	Promoter
8.	Tanaisha Devang Vyas	12,50,000	Non-Promoter	Non-Promoter
9.	Trina Devang Vyas	12,50,000	Non-Promoter	Non-Promoter
	Total	2,20,00,000		

on such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is the August 23, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.

The said Warrants shall be issued and allotted by the Company to Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

The Equity Shares allotted on conversion of the Warrants shall rank pari passu in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.

The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.

That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.

The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.

The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

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

**Place: Mumbai
Date: August 27, 2024**

**Sd/-
Jinkal Kishor Gangar
Company Secretary & Compliance Officer**

Registered Office:
102, Haridarshan Building,
Bhogilal Phadia Road, Kandivali (West),
Mumbai, Maharashtra, 400067
CIN: L67190MH1995PLC085403





NOTES:

1. A shareholder entitled to attend and vote at the Extra Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on poll on behalf of him and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and holding in aggregate not more than 10% of the total share capital of the company.
2. Corporate shareholders intending to send their authorized representatives to attend the EGM are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the EGM.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
5. Notice of the EGM is also being sent through electronic mode to those Members whose email address is registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website www.odysseycorp.in/notice/ website of the Stock Exchange, i.e on BSE Limited at www.bseindia.com. For receiving all communication from the Company electronically members are requested to register/update their email addresses with the relevant Depository Participant.
6. Pursuant to section 108 of the Companies Act, 2013, read with rules 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are given separately.
7. Shareholders/proxies are requested to bring their copies of the attendance slip duly filled in for attending the EGM.
8. Shareholders are requested to intimate, immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts.
9. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts.
10. All documents referred to in the accompanying notice will be available for inspection at the corporate office of the company during business hours on all working days up to the date of declaration of the result of the EGM of the Company.
11. In case of joint holders attending the EGM, the shareholder whose name appears as the first holder in the order of name appears as per the Register of Members of the Company will be entitled to vote.
12. The Route map to the venue of the EGM is published in the Annual Report.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Saturday, September 21, 2024 at 9.00 a.m. and will end on Monday, September 23, 2024 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 13, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 13, 2024.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

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) How to retrieve 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.co.in 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.co.in. 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

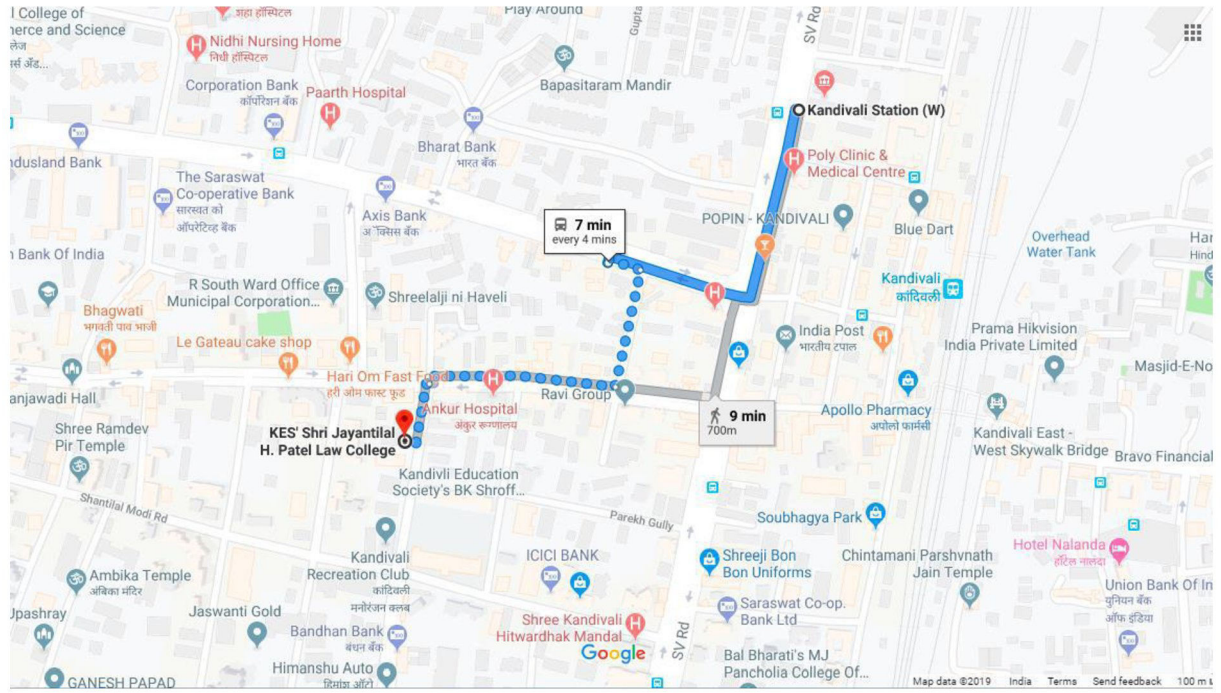
on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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.

Route Map for the Venue of the EGM is as below:



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

In terms of preferential issue, the approval of the Shareholders by special resolution is required for issue of preferential allotment of Equity Shares and for making amendments to the Articles of Association to empower the Company for the said further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement.

Consent of the members is therefore sought in connection with the aforesaid amendment of Articles of Association.

A draft copy of the altered AOA can be inspected by the members at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting

Your Directors recommend Resolution at Item No. 1 as a Special Resolution for approval of the members

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 2:

The present Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on August 27, 2024 had accorded its approval for increasing the Authorised Share Capital from existing Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each to Rs. 62,00,00,000 (Sixty Two Crores Only) divided into 12,40,00,000 (Twelve Crores Forty Lacs) Equity Shares having face value of Rs. 5/- (Rupees Five Only) each, by creating additional Rs. 32,00,00,000 (Rupees Thirty Two Crores Only) Equity Shares of Rs. 5/- each subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each to Rs. 62,00,00,000 (Sixty Two Crores Only) divided into 12,40,00,000 (Twelve Crores Forty Lacs) Equity Shares having face value of Rs. 5/- (Rupees Five Only) each and the new shares shall be ranking *pari-passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item Number 2 of this Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at Item Number 2 of the Notice except to the extent of their shareholding.

ITEM NO. 3:

The Special Resolution contained in Item No. 3 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 4,05,00,000 Equity shares of face value of Rs. 5/- each at an issue price of Rs. 14/- each, aggregating up to Rs. 56,70,00,000 (Rupees Fifty Six Crores Seventy Lacs Only).

The Board of Directors of the Company (“Board”) in their meeting held on August 27, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot upto 4,05,00,000 Equity Shares of Rs. 5/- each of the Company, at a price of Rs. 14/- (Rupees Fourteen Only) per Equity Share to Promoters, Promoter Group and Non – Promoters of the Company in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the ‘Act’), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the Preferential Allotment:

Subject to applicable laws and regulations, our Company intends to use the Gross Proceeds to Preferential Issue (in whole or part) one or more, or any combination of the following:

- (a) Working Capital requirements of Company as well as its Subsidiaries, meeting various operational expenditure of the Company including contingencies;
- (b) Capital expenditure requirements of Company as well as its Subsidiaries, meeting various capital expenditure of the Company including contingencies;
- (c) Financing / investing of business opportunities, strategic initiatives;
- (d) General corporate purpose; and
- (e) Issue related expenses

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on August 27, 2024 has, subject to the approval of the Members of the company and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 4,05,00,000 Equity Shares, fully paid-up, at the price of Rs. 14/- per Equity Share (issue at Premium), aggregating to Rs. 56,70,00,000 (Rupees Fifty Six Crores Seventy Laacs Only), on a preferential basis to the proposed allottee, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Proposed time within which the preferential issue shall be completed

As required under Regulation 170 of the SEBI ICDR Regulations, Preferential Issue of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of this special resolution or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. However, if any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is necessary or required, the period of 15 (fifteen) days shall commence from the last date of such approval or permission being obtained.

d) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

The Equity Shares shall be offered to the Promoter and Non-Promoter categories of persons and they all have indicated their intention to subscribe to the Preferential Allotment as detailed at point “a.(i)” of the Explanatory Statement. The following Key Managerial Personnel of the Company intends to subscribe to the Warrants:

Sr. No.	Name	Category/Designation/Relatation	Warrant to be allotted
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1.	Pooja Equiresearch Private Limited	Promoter Group	32,50,000
2.	Alacrity Securities Limited	Promoter Group	72,50,000

Except as mentioned above, no other Promoter and Non-Promoter, Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

e) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottee	No. of Equity Shares to be allotted	Current Status and Proposed Status/ Category
1.	Pooja Equiresearch Private Limited	32,50,000	Promoter
2.	Alacrity Securities Limited	72,50,000	Promoter
3.	Vijay Jyantilal Sanghavi	14,28,571	Non-Promoter
4.	Shailesh K Patwa	14,28,571	Non-Promoter
5.	Zil Sailesh Chadura	10,00,000	Non-Promoter
6.	Rajesh Chamanlal Sanghavi	10,00,000	Non-Promoter
7.	Aruna Alpesh Vora	5,00,000	Non-Promoter
8.	Pujara Pramodkumar A	5,00,000	Non-Promoter
9.	Shah Damyantiben N.	2,50,000	Non-Promoter
10.	Shah Priyank N	2,50,000	Non-Promoter
11.	Shah Jigisha Priyank	2,00,000	Non-Promoter
12.	Patel Komal Pratikbhai	2,00,000	Non-Promoter
13.	Kalpesh Shantilal Kubadia	1,00,000	Non-Promoter
14.	Rajesh Shantilal Kubadia	2,00,000	Non-Promoter
15.	Dipali N. Mehta	2,00,000	Non-Promoter
16.	Parshva Sheetal Khandor	2,00,000	Non-Promoter
17.	Kaushik G Akhani	5,00,000	Non-Promoter
18.	Jivan R. Ravariya	2,00,000	Non-Promoter
19.	Neha Agrawal	1,00,000	Non-Promoter
20.	Abhishek Agrawal	11,00,000	Non-Promoter
21.	Pushpa Kishore Shah	2,00,000	Non-Promoter
22.	Varsha Deepak Merani	15,00,000	Non-Promoter
23.	Deepak Gangaram Mirani	15,00,000	Non-Promoter
24.	Kalpesh Manji Patel	10,00,000	Non-Promoter
25.	Shanti Properties	10,00,000	Non-Promoter
26.	Patel Dharmendra M	10,00,000	Non-Promoter
27.	Urmila Ambalal Gami	5,00,000	Non-Promoter
28.	Rashila Pravin Gami	5,00,000	Non-Promoter
29.	Jyoti Suresh Gami	5,00,000	Non-Promoter
30.	Jayshree Savji Gami	5,00,000	Non-Promoter
31.	Mana Murji Gami	5,00,000	Non-Promoter
32.	Anudesh Goyal	5,00,000	Non-Promoter
33.	Jinesh Navinchandra Dhruv	5,00,000	Non-Promoter
34.	Jyoti Jinesh Dhruv	5,00,000	Non-Promoter
35.	Kapil M Jhaveri	5,00,000	Non-Promoter
36.	Tirumalla Tirupati Multi State Co Operative Credit Society Limited.	5,00,000	Non-Promoter
37.	Gurmeet Singh Bhamrah	5,00,000	Non-Promoter
38.	Jimit R Doshi	5,00,000	Non-Promoter
39.	Kuumar Nanalal Ghoda	1,50,000	Non-Promoter
40.	Ghoda Mayuriben K	1,50,000	Non-Promoter
41.	Manish R Shah Huf	1,00,000	Non-Promoter
42.	Jyoti Manish Shah	1,00,000	Non-Promoter
43.	Kantaben Rasiklal Shah	1,00,000	Non-Promoter
44.	Hetali Manish Shah	1,00,000	Non-Promoter
45.	Hinal Manish Shah	1,00,000	Non-Promoter
46.	Darshil Rohit Shah	1,00,000	Non-Promoter
47.	Jainam Mahesh Lodaria	1,00,000	Non-Promoter
48.	Gaurang Virendra Shah	1,00,000	Non-Promoter

49.	Bhupendra Ratilal Shah	1,00,000	Non-Promoter
50.	Jaswant Ratilal Modi	1,00,000	Non-Promoter
51.	Chintan Ashwin Nagda	1,00,000	Non-Promoter
52.	Darshil Ashwin Nagda	1,00,000	Non-Promoter
53.	Anita Ashwin Nagda	1,00,000	Non-Promoter
54.	Viren Kalpit Shah	1,00,000	Non-Promoter
55.	Mayur R Shah Huf	1,00,000	Non-Promoter
56.	Bina Kalpesh Varia	1,00,000	Non-Promoter
57.	Shah Kirit Ratilal	1,00,000	Non-Promoter
58.	Mahavir Pravin Mehta Huf	1,00,000	Non-Promoter
59.	Sadhana Kiran Shah	1,00,000	Non-Promoter
60.	Dharmishtha Shirish Shah	7,00,000	Non-Promoter
61.	Jenyl M Shah	3,00,000	Non-Promoter
62.	Rupal Haresh Shah	1,00,000	Non-Promoter
63.	Jagruti Chetanbhai Shah	1,00,000	Non-Promoter
64.	Chetan Hasmukhlal Mehta Huf	2,00,000	Non-Promoter
65.	Ami Vishal Vasu	1,00,000	Non-Promoter
66.	Sandili Yaduraj Patkar	100000	Non-Promoter
67.	Suneet Rastogi	1,00,000	Non-Promoter
68.	Jigar Jayantibhai Vagadoda	1,00,000	Non-Promoter
69.	Nishita Ripal Gandhi	1,00,000	Non-Promoter
70.	Ripal Bharatkumar Gandhi	1,00,000	Non-Promoter
71.	Aastha Wadhwa	5,00,000	Non-Promoter
72.	Arun Kumar Wadhwa	2,50,000	Non-Promoter
73.	Akshit Singh	2,92,858	Non-Promoter
74.	Darshan P Desai Huf	7,50,000	Non-Promoter
75.	Vaibhav Rajendra Doshi	7,50,000	Non-Promoter
76.	Wealth 4 U Hospitality Consultancy Private Limited	10,00,000	Non-Promoter
77.	Sarthak Vijlani	2,00,000	Non-Promoter
78.	Anuradha Ray	5,00,000	Non-Promoter
	Total	4,05,00,000	

f) **Relevant Date:** In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is August 23, 2024, being the date 30 days prior to the date of this Extra Ordinary General Meeting.

g) **Pricing of the Issue:**

The Equity Shares of the Company are listed and frequently traded on the BSE Limited.

The price per Equity Share, to be issued, is fixed at Rs. 14/- (Rupees Fourteen Only), being not less than the minimum price computed in accordance with Regulation 164 & 166A of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.odysseycorp.in.

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.

Name of proposed allottee	Identity of the Natural person who is the ultimate Beneficial owner	Relation, if any, with the promoters or person in control of the Company	Pre-issue		Post Issue	
			Pre issue Ownership holding	% of total Capital	Post issue Ownership holding	*% of total Capital (assuming full conversion of warrants)
Manish R Shah HUF	Manish R Shah	N.A.	0	0.00	1,00,000	0.10
Mayur R Shah HUF	Mayur R Shah	N.A.	0	0.00	1,00,000	0.10
Mahavir Pravin Mehta HUF	Mahavir Pravin Mehta	N.A.	0	0.00	1,00,000	0.10
Chetan Hasmukhlal Mehta HUF	Chetan Hasmukhlal Mehta	N.A.	0	0.00	2,00,000	0.20
Darshan P Desai HUF	Darshan P Desai	N.A.	0	0.00	7,50,000	0.74
TIRUMALLA TIRUPATI MULTI STATE CO OPERATIVE CREDIT SOCIETY LIMITED.	Gurmeet Singh Bhamrah, Kranti Prabhakar Shanbhag, Devang chorge, Santosh Prakash Kirjat, Rahul Shyam Naik Desai, Mahendra Atoley, Namit M Jhaveri, Kshirsagar Asha Anil, Bhakti H Shah, and Reshma Kambli	N.A.	0	0.00	5,00,000	0.49
Wealth 4 U Hospitality Consultancy Private Limited	Vaibhav Rajendra Doshi & Jyoti Praful Desai	N.A.	0	0.00	10,00,000	0.98
Alacrity Securities Limited	Not applicable as it is listed on BSE	Promoter Group	31,00,376	7.87	1,03,50,376	10.16
Pooja Equiresearch Pvt Ltd	Hiten R Mehta Himanshu R Mehta HUF (Himanshu is karta of HUF) Ramnikala Mehta HUF (Ramnikala is karta of HUF) Beena H Mehta Himanshu R Mehta Meeta H Mehta	Promoter Group	0	0.00	32,50,000	3.19
Shanti Properties	Kulin Shantilal Vora,	N.A.	0	0.00	10,00,000	0.98

	Rocky Rasiklal Vora, Jigna Bhogilal Vora					
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* The shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

i) Shareholding Pattern before and after the preferential issue:

Sr. No.	Category	Pre-Preferential allotment		*Post Preferential Allotment	
		No. of shares Held	% of Shareholding	No. of shares Held	% of Shareholding
A	Promoters and Promoter Group Holding:				
1	Indian Promoters / Promoter Group:	1,82,22,696	46.26	4,82,22,696	47.33
	Sub-Total (A)	1,82,22,696	46.26	4,82,22,696	47.33
B	Non – Promoters’ holding:				
	Individual	1,42,79,370	36.25	4,20,29,370	41.25
	Non-Resident Indian (NRI)	72,075	0.18	72,075	0.07
	Bodies Corporate	58,45,105	14.84	73,45,105	7.21
	Foreign Portfolio Investors Category II	1,00,000	0.25	1,00,000	0.10
	Any Other	8,74,954	2.22	41,24,954	4.05
	Sub-Total (B)	2,11,71,504	53.74	5,36,71,504	52.67
	Grand Total (A+B)	3,93,94,200	100.00	10,18,94,200	100.00

* The shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

j) Lock-in Period: The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding to non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

k) Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Allotment under Chapter V of SEBI ICDR Regulations.
- Since the equity shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

d) Certificate of Practicing Company Secretary: The certificate from, M/s. Jaymin Modi & Co. the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: www.odysseycorp.in.

m) The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Proposed Status Category	Pre issue		No of Equity share issue	Warrants issue	Post Issue	
			No of share	%			Post holding	*% of total Capital (assuming g full conversion of warrants)
1.	Pooja Equiresearch Private Limited	Promoter	0	0	32,50,000	87,50,000	1,20,00,000	11.78
2.	Alacrity Securities Limited	Promoter	31,00,376	7.87	72,50,000	47,50,000	1,51,00,376	14.82
3.	Vijay Jyantilal Sanghavi	Non-Promoter	0	0	14,28,571	0	14,28,571	1.40
4.	Shailesh K Patwa	Non-Promoter	0	0	14,28,571	0	14,28,571	1.40
5.	Zil Sailesh Chadura	Non-Promoter	0	0	10,00,000	0	10,00,000	0.98
6.	Rajesh Chamanlal Sanghavi	Non-Promoter	0	0	10,00,000	0	10,00,000	0.98
7.	Aruna Alpesh Vora	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
8.	Pujara Pramodkumar A	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
9.	Shah Damyantiben N.	Non-Promoter	0	0	2,50,000	0	2,50,000	0.25
10.	Shah Priyank N	Non-Promoter	0	0	2,50,000	0	2,50,000	0.25
11.	Shah Jigisha Priyank	Non-Promoter	0	0	2,00,000	0	2,00,000	0.20
12.	Patel Komal Pratikbhai	Non-Promoter	0	0	2,00,000	0	2,00,000	0.20
13.	Kalpesh Shantilal Kubadia	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
14.	Rajesh Shantilal Kubadia	Non-Promoter	0	0	2,00,000	0	2,00,000	0.20
15.	Dipali Mehta N.	Non-Promoter	0	0	2,00,000	0	2,00,000	0.20

Sl. No.	Name	Current Status / Proposed Status Category	Pre issue		No of Equity share issue	Warrants issue	Post Issue	
			No of share	%			Post holding	*% of total Capital (assuming full conversion of warrants)
16.	Parshva Sheetal Khandor	Non-Promoter	0	0	2,00,000	0	2,00,000	0.20
17.	Kaushik G Akhani	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
18.	Jivan R. Ravariya	Non-Promoter	0	0	2,00,000	0	2,00,000	0.20
19.	Neha Agrawal	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
20.	Abhishek Agrawal	Non-Promoter	0	0	11,00,000	0	11,00,000	1.08
21.	Pushpa Kishore Shah	Non-Promoter	0	0	2,00,000	0	2,00,000	0.20
22.	Varsha Deepak Merani	Non-Promoter	0	0	15,00,000	0	15,00,000	1.47
23.	Deepak Gangaram Mirani	Non-Promoter	0	0	15,00,000	0	15,00,000	1.47
24.	Kalpesh Manji Patel	Non-Promoter	0	0	10,00,000	0	10,00,000	0.98
25.	Shanti Properties	Non-Promoter	0	0	10,00,000	0	10,00,000	0.98
26.	Patel Dharmendra M	Non-Promoter	0	0	10,00,000	0	10,00,000	0.98
27.	Urmila Ambalal Gami	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
28.	Rashila Pravin Gami	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
29.	Jyoti Suresh Gami	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
30.	Jayshree Savji Gami	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
31.	Mana Murji Gami	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
32.	Anudesh Goyal	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
33.	Jinesh Navinchandra Dhruv	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
34.	Jyoti Jinesh Dhruv	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
35.	Kapil M Jhaveri	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
36.	Tirumalla Tirupati Multi State Co Operative Credit Society Limited	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
37.	Gurmeet Singh Bhamrah	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49

Sl. No.	Name	Current Status / Proposed Status Category	Pre issue		No of Equity share issue	Warrants issue	Post Issue	
			No of share	%			Post holding	*% of total Capital (assuming full conversion of warrants)
38.	Jimit R Doshi	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
39.	Kuumar Nanalal Ghoda	Non-Promoter	0	0	1,50,000	0	1,50,000	0.15
40.	Ghoda Mayuriben K	Non-Promoter	0	0	1,50,000	0	1,50,000	0.15
41.	Manish R Shah HUF	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
42.	Jyoti Manish Shah	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
43.	Kantaben Rasiklal Shah	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
44.	Hetali Manish Shah	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
45.	Hinal Manish Shah	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
46.	Darshil Rohit Shah	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
47.	Jainam Mahesh Lodaria	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
48.	Gaurang Virendra Shah	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
49.	Bhupendra Ratilal Shah	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
50.	Jaswant Ratilal Modi	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
51.	Chintan Ashwin Nagda	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
52.	Darshil Ashwin Nagda	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
53.	Anita Ashwin Nagda	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
54.	Viren Kalpit Shah	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
55.	Mayur R Shah HUF	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
56.	Bina Kalpesh Varia	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
57.	Shah Kirit Ratilal	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
58.	Mahavir Pravin Mehta HUF	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
59.	Sadhana Kiran Shah	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
60.	Dharmishtha Shirish Shah	Non-Promoter	0	0	7,00,000	0	7,00,000	0.69
61.	Jenyl M Shah	Non-Promoter	0	0	3,00,000	0	3,00,000	0.29
62.	Rupal Haresh Shah	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10

Sl. No.	Name	Current Status / Proposed Status Category	Pre issue		No of Equity share issue	Warrants issue	Post Issue	
			No of share	%			Post holding	*% of total Capital (assuming full conversion of warrants)
63.	Jagruti Chetanbhai Shah	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
64.	Chetan Hasmukhlal Mehta HUF	Non-Promoter	0	0	2,00,000	0	2,00,000	0.20
65.	Ami Vishal Vasu	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
66.	Sandili Yaduraj Patkar	Non-Promoter	0	0	100000	0	1,00,000	0.10
67.	Suneet Rastogi	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
68.	Jigar Jayantibhai Vagadoda	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
69.	Nishita Ripal Gandhi	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
70.	Ripal Bharatkumar Gandhi	Non-Promoter	0	0	1,00,000	0	1,00,000	0.10
71.	Aastha Wadhwa	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
72.	Arun Kumar Wadhwa	Non-Promoter	0	0	2,50,000	0	2,50,000	0.25
73.	Akshit Singh	Non-Promoter	0	0	2,92,858	0	2,92,858	0.29
74.	Darshan P Desai HUF	Non-Promoter	0	0	7,50,000	0	7,50,000	0.74
75.	Vaibhav Rajendra Doshi	Non-Promoter	0	0	7,50,000	0	7,50,000	0.74
76.	Wealth 4 U Hospitality Consultancy Private Limited	Non-Promoter	0	0	10,00,000	0	10,00,000	0.98
77.	Sarthak Vijlani	Non-Promoter	0	0	2,00,000	0	2,00,000	0.20
78.	Anuradha Ray	Non-Promoter	0	0	5,00,000	0	5,00,000	0.49
			31,00,376	7.87	4,36,00,376	1,35,00,000	6,02,00,752	59.08

* The shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

n) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

o) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

p) Principal terms of assets charged as securities:

Not Applicable.

q) Other disclosures:

- During this financial year, the Company has made preferential allotment.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 in the accompanying notice for your approval.

Except M/s. Alacritty Securities Ltd, Pooja Equiresearch Pvt Ltd, Hemanshu R Mehta, Hiten R Mehta, Sagar H Mehta, Beena H Mehta, Meeta H Mehta, Karishma Himanshu Mehta and Pooja Hemanshu Mehta, none of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

ITEM NO. 4:

The Board has proposed to raise fund by way of issue of Warrants convertible into Equity Shares to Promoter, Promoter Group and Non-Promoter Categories of Persons on Preferential basis, for the purpose as detailed below.

The Board of Directors of the Company ("Board") in their meeting held on Tuesday, August 27, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 2,20,00,000 Warrants of Rs. 14/- each, convertible into 2,20,00,000 Equity Shares of Rs. 5/- each and premium Rs. 9/- each to Promoter, Promoter Group and Non-Promoter categories of persons, in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Warrants convertible into Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price: The Board of Directors of the Company at their meeting held on August 27, 2024 have, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of Convertible Warrants to Promoter, Promoter Group and Non-Promoter categories of persons, on a preferential basis, for cash consideration ('Preferential Allotment') on the following manner:

- i. Upto 2,20,00,000 (Two Crores Twenty Lacs) convertible warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 14/- (Rupees Fourteen Only) (Warrant Issue Price) per Warrant aggregating to Rs. 30,80,00,000/- (Rupees Thirty Crores Eight Lacs Only) to the Promoter, Promoter Group and non-promoter categories of persons (hereinafter "issue of Warrants") as follows:

Sr. No.	Name of the Proposed Allottee	No. of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category
1.	Hemanshu R Mehta	15,00,000	Promoter	Promoter
2.	Bina H Mehta	15,00,000	Promoter	Promoter
3.	Hiten Ramniklal Mehta	10,00,000	Promoter	Promoter
4.	Sagar Hiten Mehta	10,00,000	Promoter	Promoter

5.	Karishma H mehta	10,00,000	Promoter	Promoter
6.	Pooja Equiresearch Private Limited	87,50,000	Promoter	Promoter
7.	Alacrity Securities Limited	47,50,000	Promoter	Promoter
8.	Tanaisha Devang Vyas	12,50,000	Non-Promoter	Non-Promoter
9.	Trina Devang Vyas	12,50,000	Non-Promoter	Non-Promoter
	Total	2,20,00,000		

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.

b. Objects of the Preferential Allotment:

Subject to applicable laws and regulations, our Company intends to use the Gross Proceeds to Preferential Issue (in whole or part) one or more, or any combination of the following:

- (c) Working Capital requirements of Company as well as its Subsidiaries, meeting various operational expenditure of the Company including contingencies;
- (d) Capital expenditure requirements of Company as well as its Subsidiaries, meeting various capital expenditure of the Company including contingencies;
- (c) Financing / investing of business opportunities, strategic initiatives;
- (d) General corporate purpose; and
- (e) Issue related expenses

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore

- c. Relevant Date:** In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is August 23, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting.

d. Pricing of the Issue:

The Equity Shares of the Company are listed and frequently traded on the BSE Limited.

The price per Equity Share, to be issued, is fixed at Rs. 14/- (Rupees Fourteen Only), being not less than the minimum price computed in accordance with Regulation 164 & 166A of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.odysseycorp.in.

e. **Amount which the Company intends to raise by way of such Convertible Warrants:** Up to a maximum of Rs. 30,80,00,000/- (Rupees Thirty Crores Eight Lacs Only).

f. **Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:**

The Equity Shares shall be offered to the Promoter and Non-Promoter categories of persons and they all have indicated their intention to subscribe to the Preferential Allotment as detailed at point “a.(i)” of the Explanatory Statement. The following Key Managerial Personnel of the Company intends to subscribe to the Warrants:

Sr. No.	Name	Category/Designation/Relation	Warrant to be allotted
1.	Hemanshu R Mehta	Promoter Group	15,00,000
2.	Bina H Mehta	Promoter Group	15,00,000
3.	Hiten Ramniklal Mehta	Promoter Group & Director	10,00,000
4.	Sagar Hiten Mehta	Promoter Group	10,00,000
5.	Karishma H mehta	Promoter Group	10,00,000
6.	Pooja Equiresearch Private Limited	Promoter Group	87,50,000
7.	Alacrity Securities Limited	Promoter Group	47,50,000

Except as mentioned above, no other Promoter and Non-Promoter, Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

g. **Time frame within which the Preferential Allotment shall be completed :** As required under the ICDR Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Convertible Warrants is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of equity shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.”

h. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of Convertible Warrants, the percentage of the post issue capital that may be held by them / her on issue of the Convertible Warrants:**

Sr. No.	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held pre - Preferential Allotment	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue (Convertible Warrants) capital
1.	Alacrity Securities Limited	Not applicable as it is listed on BSE	31,00,376	Promoter Group	14.82
2.	Pooja Equiresearch Pvt Ltd	Hiten R Mehta Himanshu R Mehta HUF (Himanshu is karta of HUF) Ramnikala Mehta HUF (Ramnikala is karta of HUF) Beena H Mehta Himanshu R Mehta Meeta H Mehta	0	Promoter Group	11.78

i. **Shareholding Pattern before and after the preferential issue of Convertible Warrants:**

Sr. No.	Category	Pre-Preferential allotment		*Post Preferential Allotment	
		No. of shares Held	% of Shareholding	No. of shares Held	% of Shareholding
A	Promoters and Promoter Group Holding:				
1	Indian Promoters / Promoter Group:	1,82,22,696	46.26	4,82,22,696	47.33
	Sub-Total (A)	1,82,22,696	46.26	4,82,22,696	47.33
B	Non – Promoters’ holding:				
	Individual	1,42,79,370	36.25	4,20,29,370	41.25
	Non-Resident Indian (NRI)	72,075	0.18	72,075	0.07
	Bodies Corporate	58,45,105	14.84	73,45,105	7.21
	Foreign Portfolio Investors Category II	1,00,000	0.25	1,00,000	0.10
	Any Other	8,74,954	2.22	41,24,954	4.05
	Sub-Total (B)	2,11,71,504	53.74	5,36,71,504	52.67
	Grand Total (A+B)	3,93,94,200	100.00	10,18,94,200	100.00

* The shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

j. Lock-in Period: The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the ICDR Regulations.

k. Undertakings:

- None of the Company, its Directors have been declared as willful defaulter or a fraudulent borrower as defined under the ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the ICDR Regulations.
- As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company.

l. Certificate of Practicing Company Secretary: The certificate from, M/s. Jaymin Modi & Co., the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company’s website and is accessible at link: www.odysseycorp.in

m. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Proposed Status Category	Pre issue		No of Equity share issue	Warrants issue	Post issue	
			No of share	%			Post holding	*% of total Capital (assuming full conversion of warrants)
1.	Hemanshu R Mehta	Promoter	10,120	0.03	0	15,00,000	15,10,120	1.48
2.	Bina H Mehta	Promoter	2,00,000	0.51	0	15,00,000	17,00,000	1.67
3.	Hiten Ramniklal Mehta	Promoter	48,000	0.12	0	10,00,000	10,48,000	1.03
4.	Sagar Hiten Mehta	Promoter	0	0.00	0	10,00,000	10,00,000	0.98
5.	Karishma H mehta	Promoter	0	0.00	0	10,00,000	10,00,000	0.98
6.	Pooja Equiresearch Private Limited	Promoter	0	0.00	32,50,000	87,50,000	1,20,00,000	11.78
7.	Alacrity Securities Limited	Promoter	31,00,376	7.87	72,50,000	47,50,000	1,51,00,376	14.82
8.	Tanaisha Devang Vyas	Non-Promoter	0	0.00	0	12,50,000	12,50,000	1.23
9.	Trina Devang Vyas	Non-Promoter	0	0.00	0	12,50,000	12,50,000	1.23
			67,16,992	17	2,10,00,000	4,40,00,000	7,17,16,992	70.38

- n. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** Nil
- o. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable
- p. Principal terms of assets charged as securities:** Not Applicable.
- q. Other disclosures:**
- During this financial year, the Company has not made any preferential allotment.
 - Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: **Not Applicable**

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 in the accompanying notice for your approval.

Except M/s. Alacrity Securities Limited, Pooja Equiresearch Pvt Ltd, Hemanshu R Mehta, Hiten R Mehta, Sagar H Mehta, Beena H Mehta, Meeta H Mehta, Karishma Himanshu Mehta and Pooja Hemanshu Mehta, none of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

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

**Place: Mumbai
Date: August 27, 2024**

**Sd/-
Jinkal Kishor Gangar
Company Secretary & Compliance Officer**

Registered Office:
102, Haridarshan Building,
Bhogilal Phadia Road, Kandivali (West),
Mumbai, Maharashtra, 400067
CIN: L67190MH1995PLC085403



Odyssey Corporation Limited
CIN: L67190MH1995PLC085403

Registered Office: 102, Haridarshan Building, Bhogilal Phadia Road, Kandivali (West), Mumbai,
Maharashtra, 400067

Email: odysseycl9999@gmail.com **Website:** www.odysseycorp.in **Contract:** +91-22-26241111

Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extraordinary General Meeting of the Company held at the registered office of the Company situated at 102, Haridarshan Building, Bhogilal Phadia Road, Kandivali (West), Mumbai, Maharashtra, 400067 on Tuesday, September 24, 2024 at 11:30 a.m.

Full Name	
Address	
Folio No.	
DP ID No.	
Client ID No.	
No. of Shares Held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

Full name of the Shareholder/Proxy
(in block letters)

Signature of Shareholder/Proxy

Note: Only Member/Proxy holder can attend the meeting.



Odyssey Corporation Limited
CIN: L67190MH1995PLC085403

Registered Office: 102, Haridarshan Building, Bhogilal Phadia Road, Kandivali (West), Mumbai,
Maharashtra, 400067

Email: odysseycl9999@gmail.com **Website:** www.odysseycorp.in **Contract:** +91-22-26241111

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 No.

DP ID No.

I/We, being the holder(s) of _____ Equity Shares of Odyssey Corporation Limited, appoint:

1. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her
Signature: _____
2. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her
Signature: _____
3. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday the September 24, 2024, at 11:30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below;

1. Alteration In Clause 8 of the Articles of Association
2. Increase in Authorised Share Capital
3. To consider and approve issue of Equity Shares on Preferential Basis for consideration in Cash;
4. Issuance of Convertible Warrants to the Promoter, Promoter Group and Non-Promoter Categories of Persons on a Preferential Basis.

Signed this ____ day of 2024

Signature of Shareholder

Signature of Proxy holder(s)

Note: 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.



Odyssey Corporation Limited

CIN: L67190MH1995PLC085403

Registered Office: 102, Haridarshan Building, Bhogilal Phadia Road, Kandivali (West), Mumbai, Maharashtra, 400067

Email: odysseycl9999@gmail.com **Website:** www.odysseycorp.in **Contract:** +91-22-26241111

BALLOT FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Extra-Ordinary General Meeting (EGM)

Sr. No.	Particular	Details
1	Name of the First named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *DP ID and Client ID (*for holder holding shares in Demat form)	
4	Class of Share	

I/We hereby exercise my/ our vote in respect of the Special Resolutions enumerated below and as set out in the Notice of Extra-Ordinary General Meeting (EGM) of the Company scheduled on Tuesday, August 24, 2024 by recording my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No.	Resolution	No. of Shares Held	(FOR)	(AGAINST)
			I/We Assent to the Resolution	I/We Dissent from the Resolution
Special Business				
1.	Alteration In Clause 8 of the Articles of Association			
2.	Increase in Authorised Share Capital			
3.	To consider and approve issue of Equity Shares on Preferential Basis for consideration in Cash:			
4.	Issuance of Convertible Warrants to the Promoter, Promoter Group and Non-Promoter Categories of Persons on a Preferential Basis.			

Signature: Shareholder/Authorized Representative

Place:

Date:

Note: Please read the instructions given below carefully before exercising your vote.

INSTRUCTIONS

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided at the EGM Venue.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (√) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.odysseycorp.in within two days of the passing of the Resolutions at the EGM of the Company, and communicated to the BSE Limited, where the shares of the Company are listed.