

14<sup>th</sup> September, 2016

**Bombay Stock Exchange Ltd.,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai- 400 001.

Reg: Security Code No: 511644

Script ID: OMEGAIN

Dear Sir/Madam,

**Sub: 22<sup>nd</sup> Annual General Meeting**


We submit herewith the following with respect to 22<sup>nd</sup> Annual General Meeting of the Company held on Wednesday, 14<sup>th</sup> September, 2016 at 402, 4<sup>th</sup> Floor, Vaastu Darshan, "B" Wing, Azad Road, Andheri (East), Mumbai - 400 069:

1. Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizers Report (Combined - on remote E-voting and poll taken at the Annual General Meeting dated 14<sup>th</sup> September, 2016) pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended. All the resolutions for approval at the 22<sup>nd</sup> Annual General Meeting as set out in the Notice dated 30<sup>th</sup> May, 2016 have been passed by the Members with requisite majority.
3. Annual Report for the Financial Year 2015-16 pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approved and adopted at the aforesaid Annual General Meeting as per the provisions of the Companies Act, 2013.

Kindly take the above on record.

Thanking you,

Yours faithfully,  
FOR OMEGA INTERACTIVE TECHNOLOGIES LIMITED

  
**BISWANATH SARKAR**  
Compliance Officer  
Encl: As above.



**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

**ANNUAL REPORT  
(2015 - 2016)**

## Corporate Information

### BOARD OF DIRECTORS:

Mr. Krishan Kumar Bhajanlal Rathi

**Chairman & Director**

Mr. Rajesh Srinivas Nawathe

**Director**

Ms. Subrata Paul

**Director**

### STATUTORY AUDITORS

M/s Sampat Mehta & Associates

Chartered Accountants

### BANKERS

Axis Bank

### REGISTERED OFFICE:

402, 4<sup>th</sup> Floor, Vaastu Darshan, "B' Wing,  
Azad Road, Andheri (East),

Mumbai - 400 069

Tel.No: 022 – 220541041/ 22054105

### REGISTER & SHARE TRANSFER AGENTS:

M/s. Link Intime (India) Private Limited

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (West)

Mumbai - 400 078

CONTENTS	PAGE NO.
1. Notice to Members	--
2. Directors Report & Annexures to Report	
3. Management Discussion & Opportunities & Threats	
4. Report on Corporate Governance	
5. Auditors Report	
6. Annual Accounts	
7. Proxy form	

<u>ANNUAL GENERAL MEETING</u>	<u>BOOK CLOSURE :</u>
Date: Wednesday, 14 <sup>th</sup> September, 2016 Time: 11.30 A.M. Venue : Vaastu Darshan - "B", 4 <sup>th</sup> Floor, Azad Road, Andheri (East), Mumbai – 400 069.	3 <sup>rd</sup> September, 2016 to 14 <sup>th</sup> September, 2016 <b>(Both days inclusive)</b>



## NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Second Annual General Meeting of **OMEGA INTERACTIVE TECHNOLOGIES LIMITED** will be held on Wednesday, 14<sup>th</sup> September, 2016 at 11.30 a.m. at 402, 4<sup>th</sup> Floor, Vaastu Darshan, "B" Wing, Azad Road, Andheri (East), Mumbai – 400 069 to transact, with or without modification(s) the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company which includes the audited Balance Sheet as at 31<sup>st</sup> March, 2016, the statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other relevant provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. Sampat Mehta & Associates, Chartered Accountants (Firm Registration Number 109038W), as Statutory Auditors of the Company, by resolution passed at the 20th AGM until the conclusion of 23rd AGM, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 22<sup>nd</sup> AGM until the conclusion of the 23<sup>rd</sup> AGM and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee/Board of Directors in consultation with the Auditors.”

**Registered Office:**  
402, 4<sup>th</sup> Floor, Vaastu Darshan,  
"B" Wing, Azad Road,  
Andheri (East),  
Mumbai – 400 069

**For and on behalf of the Board**  
**For Omega Interactive Technologies Limited**

**Date: 30<sup>th</sup> May, 2016**

**Krishan Bhajanlal Rathi**  
**Director**  
**DIN: 00156061**

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.



**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 18. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
5. The Register of Directors, their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 3<sup>rd</sup> September, 2016 to Wednesday, 14<sup>th</sup> September, 2016 (both days inclusive).
7. The Securities and Exchange Board of India (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 the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
8. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
9. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.
10. The Company's shares are listed on BSE Limited and Cochin Stock Exchange.
11. In view of Circular issued by the SEBI for appointing common agency for both the modes of transfers i.e. physical as well as Demat, the Company has already appointed M/s. Link Intime (India) Private Limited as Registrar & Transfer Agent for both the modes of transfer i.e. physical as well as Demat. Members are therefore requested to send their grievances to them for early disposal at the address given below.

**M/s. LINK INTIME INDIA PRIVATE LIMITED  
Unit : [Omega Interactive Technologies Limited]**



**C/13, Pannalal Silk Mills Compound, LBS Marg,  
Bhandup [West], Mumbai – 400 078.  
Tel: 022-2596 3838, Fax: 022-2594 6962.  
Email id : [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)**

12. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given above AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.
13. Members/Proxies holding their Shares in physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
14. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
15. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.
16. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in DEMAT form, they must quote their DP ID and Client ID Number.
17. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. **Voting through electronic means:**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on Saturday, 10<sup>th</sup> September, 2016 (9:00 am) and ends on Tuesday, 13<sup>th</sup> September, 2016 (5:00 pm). During this period members' of the



Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7<sup>th</sup> September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing password for casting the vote. If you have forgot your password, you can reset your password by using "Forget User Details / Password" option available available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Omega Interactive Technologies Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [trjnsti@gmail.com](mailto:trjnsti@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :



(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

**EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 7<sup>th</sup> September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 7<sup>th</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in).
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Tejas Gohil, proprietor of M/s. Gohil Tejas & Co., Chartered Accountants has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.omegainteractive.net](http://www.omegainteractive.net) and on the website of NSDL immediately after the



declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and Cochin Stock Exchange.

## DIRECTORS' REPORT

Your Directors have great pleasure in presenting the Twenty Second Annual Report together with the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2016.

### 1. FINANCIAL HIGHLIGHTS:

(Amount In Rs)

Particulars	For Year ended 31 <sup>st</sup> March, 2016	For Year ended 31 <sup>st</sup> March, 2015
Revenue from Operations	6,96,412	-
Other Income	6,19,232	5,79,302
Total Income	13,15,644	5,79,302
<b>Less : Total Expenses</b>	<b>11,43,864</b>	<b>3,47,338</b>
<b>Profit before exceptional items and tax</b>	<b>1,71,780</b>	<b>2,31,964</b>
Exceptional Items	-	-
<b>Profit Before Tax</b>	<b>1,71,780</b>	<b>2,31,964</b>
<b>Less : Tax Expense</b>		
Current Tax	34,000	44,200
Tax relating to prior years	810	(36)
<b>Profit After Tax</b>	<b>1,36,970</b>	<b>1,87,800</b>

### 2. OPERATIONAL REVIEW:

During the year under review, the Company has earned revenue from operations amounting Rs.6,96,412/- as compared to Rs. Nil in the previous year. The Company has earned total income of Rs.13,15,644/- during the current year as compared to Rs.5,79,302/- earned in the previous year. The company has earned Profit after Tax amounting Rs.1,36,970/- as compared to Profit after Tax of Rs. 1,87,800/- in immediately preceding financial year.

### 3. DIVIDEND:

In view of nominal profits after taxes and in order to plough back the profits of the Company for further growth and development, the Directors have decided not to recommend any dividend for the year ended 31<sup>st</sup> March, 2016.

### 4. TRANSFER TO GENERAL RESERVE:

During the year under review, the Company has not transferred any amount to General Reserve.

### 5. SHARE CAPITAL OF THE COMPANY:

The Paid up Equity Share Capital, as at 31<sup>st</sup> March, 2016 was Rs. 50,00,000/- divided into 5,00,000 Equity shares, having face value of Rs. 10/- each fully paid up. During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock options nor sweat equity.

### 6. SUSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES:



The Company does not have any subsidiaries, joint ventures or associate companies.

**7. PUBLIC DEPOSITS:**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

**8. PARTICULARS OF LOANS, GUARANTEES / SECURITIES OR INVESTMENTS:**

During the year under review, there were no guarantees/securities or investments made by the Company under Section 186 of the Companies Act, 2013. The details of the loans given by the Company have been disclosed in the Notes to Accounts of the financial statement.

**9. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, were not applicable to the Company for the financial year ended 31<sup>st</sup> March, 2016.

**10. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant or material orders passed by the Regulators or Courts that would impact the going status of the Company and its future operations.

**11. EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as **Annexure 'A'** and forms an integral part of this Report.

**12. BOARD OF DIRECTORS:**

Your Company has three (3) Directors of which all are Independent Directors. All Independent Directors have given declaration that they meet the criteria of independence as laid under Section 149(6) of the Companies Act, 2013 and and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Directors are liable to retire by rotation.

**13. DIRECTORS RESPONSIBILITY STATEMENT:**

To the best of our knowledge and belief and according to the information and explanations obtained, Directors make the following statement in terms of Section 134 of the Companies Act, 2013:

- (a) in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and



fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**14. BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013, and under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, remuneration, obligations and governance. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman was also carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

**15. MEETING OF BOARD OF DIRECTORS OF THE COMPANY:**

During the year under review, Five (5) Board Meetings were convened and held on 30<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 14<sup>th</sup> November, 2015, 1<sup>st</sup> January, 2016 and 13<sup>th</sup> February, 2016. The brief particulars of the Directors attending the meetings are as follows:

Name of the Director	Category of Directorship	No. of meetings during the year	
		Held	Attended
Mr. Krishan Kumar Bhajanlal Rathi	Non-executive, Independent Chairman	5	5
Mr. Rajesh Srinivas Nawathe	Non-executive, Independent Director	5	5
Mrs. Subrata Paul	Non-executive, Independent Director	5	5

**16. KEY MANAGERIAL PERSONNEL:**

The Company is in the process of appointing a Key Managerial Personnel to comply with the provisions of Section 203 of the Companies Act, 2013.



**17. AUDIT COMMITTEE:**

In accordance with the provisions contained in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in consonance with the provisions of Section 177 of the Companies Act, 2013, the Board of Directors has constituted an Audit Committee comprising of 3 Directors.

The Committee acts as a link between the Management, the Statutory Auditors and the Board of Directors of the Company. The Committee focuses its attention on monitoring the financial reporting system within the Company, considering Quarterly & Annual Financial results of the Company and submitting its observations to the Board of Directors before it is adopted by the Board, review of internal audit report, internal control system, audit methodology and process, major accounting policies and practice, compliance with accounting standards. Committee also reviews the legal compliance reporting system.

**The particulars of Members of Audit Committee and their attendance at the Meetings are as under:**

Name of the Director	Designation	Category of Directorship	No. of Meetings during the year	
			Held	Attended
Mr. Krishan Kumar Bhajanlal Rathi	Chairman	Non-Executive, Independent Director	4	4
Mr. Rajesh Srinivas Nawathe	Member	Non-Executive, Independent Director	4	4
Mrs. Subrata Paul	Member	Non-Executive Independent Director	4	4

The Audit Committee meetings were held on 30<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 14<sup>th</sup> November 2015 and 13<sup>th</sup> February, 2016 respectively and all the members of Audit Committee were present.

**18. NOMINATION & REMUNERATION COMMITTEE & ITS POLICY:**

The Board of Directors of the Company has constituted a 'Nomination and Remuneration Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013. The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy lays down the criteria determining qualifications, positive attributes, independence of a director and other matters pursuant to the provisions of sub-section (3) of Section 178 of the Companies Act, 2013.

**The particulars of Members of Nomination & Remuneration Committee and their attendance at the Meetings are as under:**



Name of the Director	Designation	Category of Directorship	No. of Meetings during the year	
			Held	Attended
Mr. Krishan Kumar Bhajanlal Rathi	Chairman	Non-Executive, Independent Director	2	2
Mr. Rajesh Srinivas Nawathe	Member	Non-Executive, Independent Director	2	2
Mrs. Subrata Paul	Member	Non-Executive , Independent Director	2	2

The Remuneration Committee meeting was held on 30<sup>th</sup> May, 2015 and 13<sup>th</sup> February, 2016.

**19. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Board of Directors of the Company has constituted a 'Stakeholders Relationship Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013. The Committee has been constituted to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non-receipt of declared dividends, non-receipt of Annual Report, issues concerning dematerialization etc.

**The particulars of Members of Stakeholders Relationship Committee and their attendance at the Meetings are as under:**

Name of the Director	Designation	Category of Directorship	No. of Meetings during the year	
			Held	Attended
Mr. Krishan Kumar Bhajanlal Rathi	Chairman	Non-Executive, Independent Director	4	4
Mr. Rajesh Srinivas Nawathe	Member	Non-Executive, Independent Director	4	4
Mrs. Subrata Paul	Member	Non-Executive , Independent Director	4	4

The Stakeholders Relationship Committee meetings were held on 30<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 14<sup>th</sup> November, 2015 and 13<sup>th</sup> February, 2016 respectively.

**The details of the Complaints received during the year under review are as follows:**

Sr. No.	Nature of Complaints	Received	Pending	Disposed
1.	Non receipt of Annual Report	-	-	-



2.	Non Receipt of Share Certificates after transfer	-	-	-
3.	Non Receipt of Demat Rejected S/C's	-	-	-
4.	Others	-	-	-
	Total	-	-	-

There were no complaints pending for action as on 31<sup>st</sup> March, 2016.

**20. MEETING OF INDEPENDENT DIRECTORS:**

During the year under review, the Independent Directors of the Company met on 13<sup>th</sup> February, 2016 inter-alia to discuss:

1. Evaluation of performance of Non-Independent Directors and Board of Directors of the Company as whole.
2. Evaluation of performance of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors.

**21. RISK MANAGEMENT COMMITTEE:**

During the year the risk management committee meeting was held on 13<sup>th</sup> February, 2016. The Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board (a) to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management (b) to establish a framework for the company's risk management process and to ensure its implementation (c) to enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices and (d) to assure business growth with financial stability.

A Risk Management Policy was reviewed and approved by the Committee.

**22. REMUNERATION AND SITTING FEES:**

The details of Remuneration paid or Sitting fees paid as applicable are as follows:

Name of the Director	Category of Directorship	Remuneration paid to the Director	Sitting fees paid to the Director
Mr. Krishan Kumar Bhajanlal Rathi	Non-Executive, Independent Director	-	-
Mr. Rajesh Srinivas Nawathe	Non-Executive, Independent Director	-	-



Mrs. Subrata Paul	Non-Executive, Independent Director	-	-
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**23. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has a Vigil Mechanism / Whistle Blower policy to report genuine concerns, grievances, frauds and mismanagements, if any. The Vigil Mechanism /Whistle Blower policy has been posted on the website of the Company.

**24. RELATED PARTY TRANSACTIONS:**

The Company has not entered into any related party transactions which fall under the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder. Also, there are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large.

**25. DEPOSITORY SERVICES:**

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted **ISIN No. INE113B01029**.

Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

**26. CODE OF CONDUCT:**

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. This will help in dealing with ethical issues and also foster a culture of accountability and integrity. All the Board members and Senior Management Personnel have confirmed compliance with the Code.

**27. STATUTORY AUDITORS:**

M/s. Sampat Mehta & Associates, Chartered Accountants, (Firm Registration No.109038W) were appointed as the Statutory Auditors of the Company at the AGM held on 30<sup>th</sup> September, 2014 to hold office until the conclusion of third (3<sup>rd</sup>) consecutive AGM, are recommended for ratification of appointment for the Financial Year 2016-17. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. Sampat Mehta & Associates that their appointment, if made, would be in conformity with the limits specified in the said Section.

**28. SECRETARIAL AUDIT:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Rules made thereunder, the company has appointed Mrs. Bijal Nagda, Company Secretary, to undertake



the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as **Annexure 'B'** and forms an integral part to this Report.

**29. AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT:**

The observations of the auditors contained in their Report have been adequately dealt with in the Notes to the Accounts which are self-explanatory and, therefore, do not call for any further comments.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. The Secretarial Auditor has made observation with regards the constitution of the Board of Director and Key Managerial Personnel appointment.

The company is under process of complying with the same and would ensure in future that all the provisions are complied to the fullest extent.

**30. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an in house Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

Based on the internal audit function, the Company undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

**31. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:**

The Provisions of Corporate Governance are not applicable to the Company & Management Discussion and Analysis Reports is attached as **Annexure 'C'**.

**32. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is not applicable.

**33. SEXUAL HARASSMENT:**

The Company has constituted an Internal Complaint Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. During the year under review, no complaints were reported.

**34. SAFETY, ENVIRONMENT CONTROL AND PROTECTION:**

The Company is aware of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of

all concerned, compliances, environmental regulations and preservation of natural resources at the Plant.

**35. PARTICULARS OF EMPLOYEES:**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable.

**36. LISTING:**

The Company's Shares are listed on BSE Limited and Our Investments Enterprises Limited (Formerly known as Cochin Stock Exchange Limited).

**37. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY:**

The company has in place adequate, internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The company has adopted accounting policies, which are in line with the accounting standards and the Companies Act, 2013.

**38. REPORTING OF FRAUDS:**

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Acts & Rules framed thereunder either to the Company or to the Central Government.

**39. APPRECIATION:**

Your Directors would like to express their sincere appreciation to the company's Shareholders, Vendors and Stakeholders including Banks, who have extended their valuable sustained support and encouragement during the year under review.

**Registered Office:**  
402, 4<sup>th</sup> Floor, Vaastu Darshan,  
"B" Wing, Azad Road,  
Andheri (East),  
Mumbai - 400 069

Date: 30<sup>th</sup> May, 2016

**For and on behalf of the Board**  
**For Omega Interactive Technologies Limited**

**Krishan Bhajanlal Rathi**  
**Director**  
**DIN: 00156061**



"Annexure B"

**BIJAL NAGDA**

(Practicing Company Secretary)

\* : 743/D-4, Shiv Sahkari CHS Ltd., Sector-7, Charkop, Kandivali (West), Mumbai - 400 067

( : +91-9969064067; : csbijalgada@gmail.com

FORM NO. MR - 3

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2016**

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

To,  
The Members,  
**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
402, 4<sup>th</sup> Floor, Vaastu Darshan, "B" Wing,  
Azad Road, Andheri (East),  
Mumbai - 400 069.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **OMEGA INTERACTIVE TECHNOLOGIES LIMITED** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 complied with the statutory provisions of the applicable acts listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder; (Not applicable to the Company during the audit period);



- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), viz;
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the audit period);
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period).

I further report that the Company has a compliance system in place and I have examined the relevant documents and records with respect to other Acts as applicable which are as under:

- a. The Finance Act, 1994
- b. The Income Tax Act, 1961
- c. Chapter V of The Finance Act, 1994
- d. The Information Technology Act, 2000
- e. The Indian Contract Act, 1872
- f. The Sexual Harassment of Woman at Work Place ( Prevention , Prohibition and redressal ) Act, 2013
- g. The Registration Act, 1908
- h. The Indian Stamp Act, 1899
- i. The Bombay Stamp Act, 1958

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

- i. Secretarial Standards with respect to Board and General Meetings (SS-1 and SS-2) specified by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Limited and Cochin Stock Exchange.
- iii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



During the year under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above, **except that the Company is in the process of appointing KMP as per provisions of section 203 of The Companies Act, 2013.**

I further report that:

*The Board of Directors of the company consists of only three independent Directors.*

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions are carried out unanimously at Board Meetings and Committee Meetings and recorded in the minutes of the meeting of the Board of Directors or Committees of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year under report, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

**Bijal Nagda**  
Company Secretary

ACS No. : 26296  
COP No. : 13643

Place: Mumbai  
Date: 30<sup>th</sup> May, 2016

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report

## BIJAL NAGDA

(Practicing Company Secretary)

\* : 743/D-4, Shiv Sahkari CHS Ltd., Sector-7, Charkop, Kandivali (West),  
Mumbai - 400 067

( : +91-9969064067; : csbijalgada@gmail.com

'Annexure I'

To,  
The Members,  
OMEGA INTERACTIVE TECHNOLOGIES LIMITED  
402, 4<sup>th</sup> Floor, Vaastu Darshan, "B" Wing,  
Azad Road, Andheri (East),  
Mumbai - 400 069.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Bijal Nagda  
Company Secretary

ACS No. : 26296  
COP No. : 13643

Place: Mumbai  
Date: 30<sup>th</sup> May, 2016



**"Annexure C"**

**MANAGEMENT DISCUSSION AND ANALYSIS**

**1. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

*As of now the Company is not engaged in any activity and the management is looking for a right opportunity to make the Company operational. However, during the year under review the Company has earned income by way of Sale of traded goods of cloth.*

**2. OVERALL REVIEW:**

*Due to scarcity of working capital funds, the Company is not able to perform any business activities. To make the Company operational, the board is making its best effort to implement the cost reduction measures to the extent feasible. Several cost cutting measures have already been undertaken by the Company.*

**3. RISK AND CONCERNS:**

*The Company's future development would depend upon the commencement of its operational activities.*

**4. INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:**

*The Company is following a proper and adequate system of internal control in respect of all its activities. Further all transactions entered into by the Company are fully authorised, recorded and reported correctly.*

**5. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

*During the year under review, the Company has achieved Profit After Tax of Rs. 1.37 Lacs as against Profit After Tax of Rs.1.88 Lacs during the previous year.*

**6. MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:**

*The relationship with the staff with all levels remained cordial during the year.*

**For and on behalf of the Board  
FOR OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

**KRISHAN KUMAR BHAJANLAL RATHI  
(DIN: 00156061)  
DIRECTOR**

**Place: Mumbai  
Date: 30<sup>th</sup> May, 2016**

## Annexure A

## FORM NO. MGT 9

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014.

EXTRACT OF ANNUAL RETURN  
As on the financial year ended 31st March, 2016

## I REGISTRATION &amp; OTHER DETAILS:

i	CIN	L67120MH1994PLC077214
ii	Registration Date	22/03/1994
iii	Name of the Company	OMEGA INTERACTIVE TECHNOLOGIES LIMITED
iv	Category of the Company	Company Limited by Shares
v	<b>Address of the Registered office &amp; contact details</b>	
	Address :	402, 4TH FLOOR, VAASTU DARSHAN, "B" WING, AZAD ROAD, ANDHERI (EAST),
	Town / City :	MUMBAI- 400 069
	State :	MAHARASHTRA
	Country Name :	INDIA
	Telephone (with STD Code) :	022-22054104/22054145
	Fax Number :	-
	Email Address :	<a href="mailto:omegainteractive.technologies@gmail.com">omegainteractive.technologies@gmail.com</a>
	Website, if any:	<a href="http://www.omegainteractive.net">www.omegainteractive.net</a>
vi	Whether listed company	Yes
vii	<b>Name and Address of Registrar &amp; Transfer Agents ( RTA )</b>	
	Name of RTA:	Link Intime India Private Limited
	Address :	C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West)
	Town / City :	Mumbai
	State :	Maharashtra
	Pin Code:	400 078
	Telephone :	022-25946970-78,25963838,25960320
	Fax Number :	022-25946969,25960329
	Email Address :	<a href="mailto:nayna.wakle@linkintime.co.in">nayna.wakle@linkintime.co.in</a>

## II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

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

Interest on Loans given and  
Income tax Refund , Profit on sale  
of asset

Sl. No.	Name and Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Sale of Traded goods of cloth	46411	100%

Note: The Company has earned its other income by way of:

- 1) Interest on Loans given and
- 2) Interest on Income tax Refund

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
	N.A.				



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

i. Category-wise Share Holding

Category of Shareholders	Shareholding at the beginning of the year (As on 01.04.2015)				Share holding at the end of the year (As on 31.03.2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	42,098	-	42,098	8.42	42,098	-	42,098	8.42	0
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL: (A) (1)</b>	<b>42,098</b>	<b>0</b>	<b>42,098</b>	<b>8.42</b>	<b>42,098</b>	<b>-</b>	<b>42,098</b>	<b>8.42</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRI - Individual/	-	-	-	-	-	-	-	-	-
b) Other - Individual/	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL: (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter</b>									
<b>(A) = (A)(1) + (A)(2)</b>	<b>42,098</b>	<b>0</b>	<b>42,098</b>	<b>8.42</b>	<b>42,098</b>	<b>-</b>	<b>42,098</b>	<b>8.42</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>I. Institutions</b>									
a) Mutual Funds/UTI	-	10	10	0.002	-	10	10	0.002	0
b) Banks / FI	-	80	80	0.016	-	80	80	0.016	0
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>90</b>	<b>90</b>	<b>0.02</b>	<b>-</b>	<b>90</b>	<b>90</b>	<b>0.02</b>	<b>0</b>

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	135,999	4,340	140,339	28.07	148,691	4,340	153,031	30.61	2.54
ii) Overseas	-	9,400	9,400	1.88	-	9,400	9,400	1.88	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	228,230	35,274	263,504	52.70	211,324	34,754	246,078	49.22	-3.49
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	10,507	-	10,507	2.10	10,507	-	10,507	2.10	0.00
c) Others (specify)									
Hindu Undivided Family	-	-	-	-	17,790	-	17,790	3.56	3.56
Non Resident Indians (Non Repat)	870	-	870	0.17	870	-	870	0.17	-
Non Resident Indians (Repat)	3,730	90	3,820	0.76	3,605	90	3,695	0.74	-0.03
Foreign Companies	15,000	-	15,000	3.00	15,000	-	15,000	3.00	-
Clearing Member	14,372	-	14,372	2.87	1,441	-	1,441	0.29	-2.59
Sub-total (B)(2):-	408,708	49,104	457,812	91.58	409,228	48,584	457,812	91.58	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	408,708	49,194	457,902	91.58	409,228	48,674	457,902	91.58	0.00
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	450,806	49,194	500,000	100	451,326	48,674	500,000	100	0.00

ii Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2015)			Share holding at the end of the year (As on 31.03.2016)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	KANCHAN H SONI	21,079	4.22	-	21,079	4.22	-	0.00
2	RENU M SONI	21,019	4.20	-	21,019	4.20	-	0.00
	TOTAL	42,098	8.42	-	42,098	8.42	-	0.00



iii) Change in Promoters Shareholding

Sl. No.	Particular	Shareholding at the beginning of the year (As on 01.04.2015)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company
1	At the beginning of the year	42,098	8.42	42,098	8.42
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.)	See details below	See details below	See details below	See details below
3	At the End of the year	42,098	8.42	42,098	8.42

Sr. No.	Name	Shareholding at the beginning of the year		Date	Increasing / Decreasing in shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total shares of the company				No. of shares	% of total Shares of the company
1	KANCHAN H SONI	21,079	4.22	1/Apr/15			21,079	4.22
				31/Mar/16			21,079	4.22
2	RENU M SONI	21,019	4.20	1/Apr/15			21,019	4.20
				31/Mar/16			21,019	4.20

iv **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Name	Shareholding at the beginning of the year		Date	Increasing / Decreasing in shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning(01-04-2015) / end of the year (31-03-2016)	% of total shares of the company				No. of shares	% of total Shares of the company
1	MIVIDHA INVESTMENTS PVT. LTD.	38000	7.6000	01/04/2015	0		38000	7.6000
		38000	7.6000	31/03/2016	0		38000	7.6000
2	VIDYUT INVESTMENTS LIMITED	23140	4.6280	01/04/2015	0		23140	4.6280
		23140	4.6280	31/03/2016	0		23140	4.6280
3	MUDRA FINANCIAL SERVICES LIMITED	19383	3.8766	01/04/2015	0		19383	3.8766
		19383	3.8766	31/03/2016	0		19383	3.8766
4	PANTHER FINCAP & MANAGEMENT SERVICES LTD.	15900	3.1800	01/04/2015	0		15900	3.1800
		15900	3.1800	31/03/2016	0		15900	3.1800
5	BERNARD HEROLD AND CO INC	15000	3.0000	01/04/2015	0		15000	3.0000
		15000	3.0000	31/03/2016	0		15000	3.0000
6	KARISHMA COMMODITIES AND DERIVATIVES LIMITED	14179	2.8358	01/04/2015	0		14179	2.8358
		14179	2.8358	31/03/2016	0		14179	2.8358
7	PURSHOTTAM SOMANI	10507	2.1014	01/04/2015	0		10507	2.1014
		10507	2.1014	31/03/2016	0		10507	2.1014
8	DIPEN MAHESHWARI	9900	1.9800	01/04/2015	0		9900	1.9800
		9900	1.9800	31/03/2016	0		9900	1.9800
9	SANJEEV MAHESHWARI	9900	1.9800	01/04/2015	0		9900	1.9800
		9900	1.9800	31/03/2016	0		9900	1.9800
10	ATUL JAIN	9900	1.9800	01/04/2015	0		9900	1.9800
		9900	1.9800	31/03/2016	0		9900	1.9800



Shareholding of Directors and Key Managerial Personnel:								
Sr. No.	Name	Shareholding at the beginning of the year		Date	Increasing/Decreasing in shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning(01-04-2015)/end of the year (31-03-2016)	% of total shares of the company				No. of shares	% of total Shares of the company
1	RAJESH SRINIVAS NAWATHE	Nil	Nil	NA	Nil	NA	Nil	Nil
2	KRISHAN KUMAR BHAJANLAL RATHI	Nil	Nil	NA	Nil	NA	Nil	Nil
3	SUBRATA PAUL	Nil	Nil	NA	Nil	NA	Nil	Nil

V INDEBTEDNESS

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

(Rs In Lacs)

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
* Addition	0	0	0	0
* Reduction	0	0	0	0
<b>Net Change</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager			(Rs. In Lacs)
					Total Amount
1	Gross salary	-	-	-	
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	-	-	-	
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission	-	-	-	
	as % of profit	-	-	-	
	others specify	-	-	-	
5	Others, please specify	-	-	-	
	Total (A)	-	-	-	
	Ceiling as per the Act	-	-	-	

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors			(Rs. In Lacs)
		KRISHAN KUMAR BHAJANLAL RATHI	RAJESH SRINIVWAS	SUBRATA PAUL	Total Amount
1	Independent Directors				
	Fee for attending board committee meetings	-	-	-	
	Commission	-	-	-	
	Others, please specify	-	-	-	
	Total (1)	-	-	-	
2	Other Non Executive				
	Fee for attending board committee meetings	-	-	-	
	Commission	-	-	-	
	Others, please specify	-	-	-	
	Total (2)	-	-	-	
	Total (B)=(1+2)	-	-	-	
	Total Managerial Remuneration	-	-	-	
	Overall Ceiling as per the Act	-	-	-	

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			(Rs. In Lacs)
		Company Secretary	CFO	Total	
1	Gross salary	-	-	-	
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	-	-	-	
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission	-	-	-	
	as % of profit	-	-	-	
	others specify	-	-	-	
5	Others, please specify	-	-	-	
	Total	-	-	-	

VII. Penalties/Punishment/compounding of offence: NIL

A. COMPANY				
Penalty				
Punishment			NIL	
Compounding				
B. DIRECTORS				
Penalty				
Punishment			NIL	
Compounding				
C. OTHER OFFICERS IN DEFAULT				
Penalty				
Punishment			NIL	
Compounding				

## **Independent Auditor's Report**

**To the Members of  
Omega Interactive Technologies Limited,**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Omega Interactive Technologies Limited ('the Company'), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss and the Cashflow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements:**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cashflows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts)Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility:**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the



disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and Fairview in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and its profit and its cashflows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act. (Thereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the statement of profit and loss and the cashflow statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2016 taken on record by the Board of Directors, none of the directors is

disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate reporting "Annexure B"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise;
  - iii. There has not been any occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

**For Sampat Mehta & Associates**  
**Chartered Accountants**  
**Firm Reg. No.: 109038W**

**SanjivJhaveri**  
**Partner**  
**Mem.No. 038945**  
**Mumbai,**



#### **Annexure A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31<sup>st</sup> March, 2016, we report that:

- i. a) The Company maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.  
b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is a reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.  
c) The title deeds of immovable properties, as disclosed in Note on fixed assets to the financial statements, are held in the name of the Company.
- ii. The management has conducted the physical verification of inventories at reasonable intervals and no discrepancies were noticed;
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii), (iii)(a), (iii)(b), (iii)(c) of the said Order are not applicable to the Company and hence not commented upon;
- iv. The Company has not granted any loans or provided any guarantees or security to the parties covered under section 185 of the Act. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans, investments made and guarantee/ security provided by it as applicable.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government has not prescribed maintenance of Cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the

company;

- vii. a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed applicable statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities.

According to the information and explanations given to us, the following are the disputed amounts payable in respect of applicable statutory dues were in arrears for a period exceeding six months as at the end of the financial year from the date they became payable.

Name of the Statute	Forum of Dispute	Nature of Dues	Amount (Rs.)	Period to which amount relates
Income Tax	Appellate Tribunal	Assessment Dues	5,48,203/-	22.03.1994 to 19.07.1996

- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute;

- viii. The Company does not have any loans or borrowings from any financial institutions, banks, government or debenture holders during the year. Accordingly, the provisions of clause 3 (viii) of the Order are not applicable to the Company
- ix. The Company has not raised any money by way of initial public offer or further public offer (including Debt instrument) and term loans during the year. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable;
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year;
- xi. Based upon the audit procedures performed and the information and explanations given by the management, there has been no managerial remuneration paid or provided;



- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- xiii. Based upon the audit procedures performed and the information and explanations given by the management, the transactions with Related Parties are in compliance with Sections 177 & 188 of the Act, where applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standards;
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable;
- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

**For Sampat Mehta & Associates**  
**Chartered Accountants**  
**Firm Reg. No.: 109038W**

**SanjivJhaveri**  
**Partner**  
**Mem.No. 38945**  
**Mumbai,**

**“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of OMEGA INTERACTIVE TECHNOLOGIESS Limited.**

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

We have audited the internal financial controls over financial reporting of *OMEGA INTERACTIVE TECHNOLOGIES Limited* (“the Company”) as of March 31<sup>st</sup>, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls:**

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

**Auditors’ Responsibility:**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding



of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls over Financial Reporting:**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting:**

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

**Opinion:**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Sampat Mehta & Associates  
Chartered Accountants  
Firm Reg. No.: 109038W**

**SanjivJhaveri  
Partner  
Mem.No. 38945  
Mumbai,**



**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH 2016**

(In Rupees)

PARTICULARS	NOTE NO.	AS AT 31/03/2016	AS AT 31/03/2015
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	50,00,000	50,00,000
(b) Reserves and surplus	3	25,99,386	24,62,416
		75,99,386	74,62,416
<b>2 Current liabilities</b>			
(a) Other current liabilities	4	3,27,399	52,403
		3,27,399	52,403
<b>TOTAL</b>		<b>79,26,785</b>	<b>75,14,819</b>
<b>B ASSETS</b>			
<b>1 Noncurrent assets</b>			
(a) Long term loans and advances	5	72,36,081	69,72,077
		72,36,081	69,72,077
<b>2 Current assets</b>			
(a) Cash and bank balances	6	3,48,446	2,13,687
(b) Other current assets	7	3,42,258	3,29,055
		6,90,704	5,42,742
<b>TOTAL</b>		<b>79,26,785</b>	<b>75,14,819</b>
Significant accounting policies and notes forming part of the financial statements	1 to 21		

As per our report of even date attached  
For Sampat Mehta & Associates  
Chartered Accountants  
F.R. No. 109038W

For and on behalf of the board

Krishan Kumar Rathi  
Director  
DIN : 00156061

Rajesh Nawathe  
Director  
DIN : 01201350

CA SANJIV JHAVERI  
Partner  
M No.38945  
Mumbai  
Date : 30th May, 2016

Subrata Paul  
Director  
DIN : 07139577

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

(In Rupees)

PARTICULARS	NOTE NO.	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
<b>INCOME</b>			
Revenue from Operations	8	6,96,412	
Other Income	9	6,19,232	5,79,302
<b>Total Revenue</b>		<b>13,15,644</b>	<b>5,79,302</b>
<b>EXPENSES</b>			
Purchase of Stock in Trade	10	6,85,978	
Employee benefits expense	11	67,615	40,800
Other expenses	12	3,90,271	3,06,538
<b>Total expenses</b>		<b>11,43,864</b>	<b>3,47,338</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>1,71,780</b>	<b>2,31,964</b>
Exceptional items			
<b>Profit before tax</b>		<b>1,71,780</b>	<b>2,31,964</b>
<b>Tax expense:</b>			
Current tax		34,000	44,200
Tax relating to prior years		810	(36)
<b>Profit after tax</b>		<b>1,36,970</b>	<b>1,87,800</b>
Basic & Diluted Earning per share	14	0.27	0.38
Significant accounting policies and notes forming part of the financial statements	1 to 21		

As per our report of even date attached  
For Sampat Mehta & Associates  
Chartered Accountants  
FRN. 109038W

CA SANJIV JHAVERI  
Partner  
M. No. 38945  
Mumbai  
Date : 30th May, 2016

For and on behalf of the board

Krishan Kumar Rathi  
Director  
DIN : 00156061

Rajesh Nawathe  
Director  
DIN : 01201350

Subrata Paul  
Director  
DIN : 07139577



**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

(In Rupees)

PARTICULARS	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit After tax	1,36,970	1,87,800
Adjustments for:		
Depreciation	-	-
Interest Income	(6,19,232)	(5,73,061)
Miscellaneous expenses	-	(7)
Profit on sale of Fixed Assets	-	(6,241)
Current Year Tax	34,810	44,200
<b>Operating Profit Before Working Capital Changes</b>		
Adjustment for:		
(Decrease)/Increase in other current liability	2,74,996	33,667
(Increase)/ Decrease in other current assets	(13,203)	(93,082)
<b>Cash Generated from Operations</b>	<b>(1,85,659)</b>	<b>(4,06,724)</b>
Less: Tax Paid	(48,814)	17,804
<b>Net Cash from Operating Activities</b>	<b>(2,34,473)</b>	<b>(3,88,920)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Fixed Assets	-	53,448
Interest Received	6,19,232	5,73,061
Loan Given	(2,50,000)	(10,00,000)
<b>Net Cash flow from Investing Activities</b>	<b>3,69,232</b>	<b>(3,73,491)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Share Capital (Equity + Share Premium)	-	-
Borrowings (Net)	-	-
Interest Paid	-	-
<b>Net Cash flow from Financing Activities</b>	<b>1,34,759</b>	<b>(7,62,411)</b>
<b>INCREASE IN CASH AND CASH EQUIVALENTS</b>		
Opening Cash and Cash Equivalents	2,13,687	9,76,098
Closing Cash and Cash Equivalents	<b>3,48,446</b>	<b>2,13,687</b>

**Notes to Cash flow statement:**

- 1 The above Cash flow statement has been prepared as per the indirect method prescribed by Accounting Standard 3 issued by the "Institute of Chartered Accountants of India".
- 2 All Figures in bracket are outflow
- 3 The total of cash and cash equivalent is as per balance sheet.

As per our report of even date attached  
For Sampat Mehta & Associates  
Chartered Accountants  
FRN 109038W

CA SANJIV JHAVERI  
Partner  
M. No. 38945  
Mumbai  
Date : 30th May, 2016

For and on behalf of the board

Krishan Kumar Rathi  
Director  
DIN : 00156061

Rajesh Nawathe  
Director  
DIN : 01201350

Subrata Paul  
Director  
DIN : 07139577



**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES**

**I BASIS OF ACCOUNTING**

The financial statements are prepared to comply in all material aspects under the Historical Cost convention and in accordance with generally accepted accounting principles in India and the mandatory Accounting Standards prescribed under Section 133 of the Companies Act 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified).

**II USE OF ESTIMATES**

The preparation of financial statements in conformity with generally accepted accounting principles ('GAAP') requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

**III INCOME TAX**

Tax expense comprises both current and deferred tax at the applicable enacted/ substantively enacted rates. Current tax represents the amount of income tax payable/ recoverable in respect of the taxable income/ loss for the reporting period. Provision for current tax is made on the basis of estimated taxable income for the current accounting period in accordance with the provisions of The Income Tax Act, 1961. Deferred tax represents the effect of "timing differences" between taxable income and accounting income for the reporting period that originate in one period and capable of reversal in one or more subsequent periods. Deferred Tax Assets are recognized only on reasonable certainty of realization and on unabsorbed depreciation and brought forward losses only on virtual certainty.

**IV CASH AND CASH EQUIVALENT**

Cash and Cash equivalents in the cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

**V PROVISIONS AND CONTINGENT LIABILITIES**

Provisions are recognized in the accounts for present probable obligations arising out of past events that require outflow of resources, the amount which can be reliably estimated.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company, unless likelihood of an outflow of resources is remote. Contingent assets are not recognized in the accounts, unless there is virtual certainty as to its realization.

**VI EARNINGS PER SHARE**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.



**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**NOTE 2 SHARE CAPITAL**

(In Rupees)

Particulars	AS AT 31/03/2016		AS AT 31/03/2015	
	No. of shares	Rupees	No. of shares	Rupees
<b>Authorised</b>				
Equity shares of Rs.10/ each with voting rights	1,02,20,000	10,22,00,000	1,02,20,000	10,22,00,000
<b>Issued</b>				
Equity shares of Rs. 10/ each with voting rights	5,00,000	50,00,000	5,00,000	50,00,000
<b>Subscribed and fully paid up</b>				
Equity shares of Rs. 10/each with voting rights	5,00,000	50,00,000	5,00,000	50,00,000
<b>Total</b>	<b>5,00,000</b>	<b>50,00,000</b>	<b>5,00,000</b>	<b>50,00,000</b>

(ii) The company has only one class of shares referred to as equity shares having par value of Rs.10/each. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion of the number of equity shares held by the shareholders.

(iii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Issued during the year	Closing Balance
<b>Equity shares with voting rights</b>			
Year ended 31 March, 2016			
Number of shares	5,00,000		5,00,000
Amount (Rs.)	50,00,000		50,00,000
Year ended 31 March 2015			
Number of shares	5,00,000		5,00,000
Amount (Rs.)	50,00,000		50,00,000

(iv) None of the above shares are reserved for issue under options/contract/commitments for sale of shares or disinvestment.

(v) Shares allotted, as fully paid up, pursuant to contracts without payment being effected in cash / bonus shares / bought back / forfeited / call unpaid in previous five years NIL.

(vi) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	AS AT 31/03/2016		AS AT 31/03/2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares with voting rights</b>				
Mividha Investments Private Limited	38,000	7.60%	38,000	7.60%

**NOTE 3 RESERVES AND SURPLUS**

(In Rupees)

	AS AT 31/03/2016	AS AT 31/03/2015
<b>Securities Premium Reserve</b>		
Balance as per last financial statements	6,40,039	6,40,039
Balance as at the end of the year	6,40,039	6,40,039
<b>Statutory Reserve</b>		
Balance as per last financial statements	10,00,000	10,00,000
Balance as at the end of the year	10,00,000	10,00,000
<b>Balance in Statement of Profit and Loss</b>		
Opening Balance	8,22,377	6,73,775
Add: Balance in Profit and Loss Account	1,36,970	1,87,800
Less: Adjustment for Depreciation on Fixed Assets		(39,198)
	9,59,347	8,22,377
	<b>25,99,386</b>	<b>24,62,416</b>

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**NOTE 4 OTHER CURRENT LIABILITIES**

(In Rupees)

	AS AT 31/03/2016	AS AT 31/03/2015
Other Payables		
Statutory Dues	12,500	10,000
Creditors for expenses	3,14,899	42,403
	<b>3,27,399</b>	<b>52,403</b>

**NOTE 5 LONG TERM LOANS AND ADVANCES**

(In Rupees)

	AS AT 31/03/2016	AS AT 31/03/2015
Unsecured, considered good		
Payment of Taxes (Net)	2,36,081	2,22,077
Loan Given Others	70,00,000	67,50,000
	<b>72,36,081</b>	<b>69,72,077</b>

**NOTE 6 CASH AND BANK BALANCES**

(In Rupees)

	AS AT 31/03/2016	AS AT 31/03/2015
<b>Cash and bank Balances</b>		
<u>Cash in hand</u>		
Cash in Indian Rupees	2,61,541	1,765
<u>Bank Balances with Scheduled Banks</u>		
In Current Accounts	86,905	2,11,922
	<b>3,48,446</b>	<b>2,13,687</b>

**NOTE 7 OTHER CURRENT ASSETS**

(In Rupees)

	AS AT 31/03/2016	AS AT 31/03/2015
Interest Accrued but not received	3,42,258	3,29,055
	<b>3,42,258</b>	<b>3,29,055</b>



**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**NOTE 8 REVENUE FROM OPERATIONS**

(In Rupees)

	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Sale of Traded Goods of Cloth	6,96,412	□
	<b>6,96,412</b>	<b>□</b>

**NOTE 9 OTHER INCOME**

(In Rupees)

	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Interest		
i. Loans Given	6,18,992	5,69,055
ii. Others (I.T Refund)	240	4,006
Profit on sale of asset	□	6,241
	<b>6,19,232</b>	<b>5,79,302</b>

**NOTE 10 PURCHASE OF STOCK IN TRADE**

(In Rupees)

	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Purchase	6,85,978	□
	<b>6,85,978</b>	<b>□</b>

**NOTE 11 EMPLOYEES BENEFITS EXPENSES**

(In Rupees)

	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Salaries	67,615	40,800
	<b>67,615</b>	<b>40,800</b>

**NOTE 12 OTHER EXPENSES**

(In Rupees)

	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Depository Fees	10,305	6,741
Listing Fees	2,28,000	1,12,360
Registrar Expenses	51,694	69,861
Demat Charges	2,156	1,011
NSDL Fees	19,799	14,436
Communication Expenses	7,614	3,197
Payment to Auditors (Refer Note no. 13)	11,450	11,236
Rent, Rates and Taxes	2,500	2,500
Printing and Stationery	8,000	8,500
Miscellaneous Expenses	13,033	9,500
Advertisement Expenses	15,008	21,819
Office Upkeep and Maintenance	8,782	7,042
Filing Fees	4,200	6,500
Bank Charges	149	2,591
Conveyance Expenses	7,581	6,445
Internet Charges	-	1,011
Postage and Courier	-	16,788
Legal and Professional Fees	-	5,000
	<b>3,90,271</b>	<b>3,06,538</b>

**NOTE 13 PAYMENT TO AUDITORS**

(In Rupees)

	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Statutory Audit Fees	11,450	11,236
	<b>11,450</b>	<b>11,236</b>

**NOTE 14 EARNING PER SHARE**

(In Rupees)

		YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Profit after tax	(A)	1,36,970	1,87,800
Weighted average number of equity shares	(B)	5,00,000	5,00,000
Basic and Diluted earnings per share	(A)/(B)	0.27	0.38
Face Value of Shares (Rs)		10	10



**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**

**NOTE 15 | Contingent Liability** (In Rupees)

Particulars	AS AT 31/03/2016	AS AT 31/03/2015
Claims against the Company not acknowledged as debts:		
Income Tax matters	5,48,203	5,48,203

**NOTE 16 | Related Party Disclosure:**

Description of relationship	Names of related parties
Key Management Personnel (KMP)	Mr. Krishan Kumar Rathi   Director Mr. Rajesh Nawathe   Director Mrs. Subrata Paul   Director

Note: Related parties have been identified by the Management and relied on by the auditors.

**Details of related party transactions during the year ended 31.03.2016 and balances outstanding as at 31.03.2016:** (In Rupees)

Particulars	Holding Company	Subsidiary	Associates	KMP	Total
	NIL				

**NOTE 17 | Disclosure as required by Accounting Standard AS 17 "Segment Reporting", issued by the ICAI**  
 The business activity of the company consists of one reportable segment only i.e. software activities which includes Development of Software.

**NOTE 18 | Provision for deferred tax**  
 No deferred tax asset is accounted in books on the brought forward losses as there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

**NOTE 19 | Details of dues to micro and small enterprises as defined under the MSME Act, 2006**  
 The Company has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been made.

**NOTE 20**  
 The office of the Whole Time Company Secretary has been vacant and the Company is in process of appointing a full time Company Secretary as per Companies Act, 2013.

**NOTE 21**  
 Previous year figures have been regrouped / rearranged wherever necessary to conform to the current years' presentation.

Signature to Notes 1 to 21

As per our report of even date attached  
 For Sampat Mehta & Associates  
 Chartered Accountants  
 FRN 109038W

For and on behalf of the board

CA SANJIV JHAVERI  
 Partner  
 M. No. 38945  
 Mumbai  
 Date : 30th May, 2016

Krishan Kumar Rathi  
 Director  
 DIN : 00156061

Rajesh Nawathe  
 Director  
 DIN : 1201350

Subrata Paul  
 Director  
 DIN : 07139577



**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

**ATTENDANCE SLIP**

REGISTERED OFFICE – 402, 4<sup>th</sup> Floor, Vaastu Darshan, “B” Wing, Azad Road, Andheri (East), Mumbai – 400 069.

CIN: L67120MH1994PLC077214 Phone: 022 - 61919293

E- mail: [omegainteractive.technologies@gmail.com](mailto:omegainteractive.technologies@gmail.com) Website: [www.omegainteractive.net](http://www.omegainteractive.net)

**22<sup>ND</sup> ANNUAL GENERAL MEETING ON WEDNESDAY, 14<sup>TH</sup> SEPTEMBER, 2016**

**Please complete this Attendance Slip and hand over at the entrance of the Meeting Hall**

Registered Folio / DP & CL ID*	No. of Shares	
Name and Address of the Shareholder(s)/Proxy		
Joint Holder 1		
Joint Holder 2		

\*Applicable for Members holding shares in an electronic form.

I hereby record my presence at the 22<sup>nd</sup> Annual General Meeting held on Wednesday, 14<sup>th</sup> September, 2016 at 11:30 A.M at 402, 4<sup>th</sup> Floor, Vaastu Darshan “B” Wing, Azad Road, Andheri (East), Mumbai – 400 069.

**SIGNATURE OF THE SHARE HOLDER / PROXY**

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
Form No. MGT-11

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]  
Corporate Identification No. (CIN) - L67120MH1994PLC077214  
Regd. Office - 402, 4<sup>th</sup> Floor, Vaastu Darshan, "B" Wing, Azad Road, Andheri (East), Mumbai - 400 069  
Phone: 022 - 61919293  
E-mail: omegainteractive.technologies@gmail.com; Website: www.omegainteractive.net

Name of the Member(s): _____	
Registered address : _____	
E-mail ID: _____	FolioNo./D.P.ID.and Client ID No.* _____

\*Applicable for members holding shares in electronic form.

I/We being the member(s) of \_\_\_\_\_ shares of Omega Interactive Technologies Limited, hereby appoint:

- |                |                                     |
|----------------|-------------------------------------|
| 1. Name: _____ | E-mailId: _____                     |
| Address: _____ | Signature: _____ or failing him/her |
| 2. Name: _____ | E-mailId: _____                     |
| Address: _____ | Signature: _____ or failing him/her |
| 3. Name: _____ | E-mail Id: _____                    |
| Address: _____ | Signature: _____ or failing him/her |

As my /our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company to be held on Wednesday, the 14<sup>th</sup> September, 2016 at 11.30 A.M. at 402, 4<sup>th</sup> Floor, Vaastu Darshan - "B" Wing, Azad Road, Andheri (East), Mumbai - 400 069, Maharashtra and at any adjournment thereof in respect of such resolutions and in such manner as is indicated below:

Reso No. Description	Fur	Against
<b>ORDINARY BUSINESS:</b>		
1) To receive, consider and adopt the financial statements of the Company which includes the Audited Balance Sheet as at 31 <sup>st</sup> March, 2016, the Statement of Profit and Loss for the financial year ended as on that date and Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2) To ratify the appointment of M/s. Sampat Mehta & Associates, Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

**Note:**

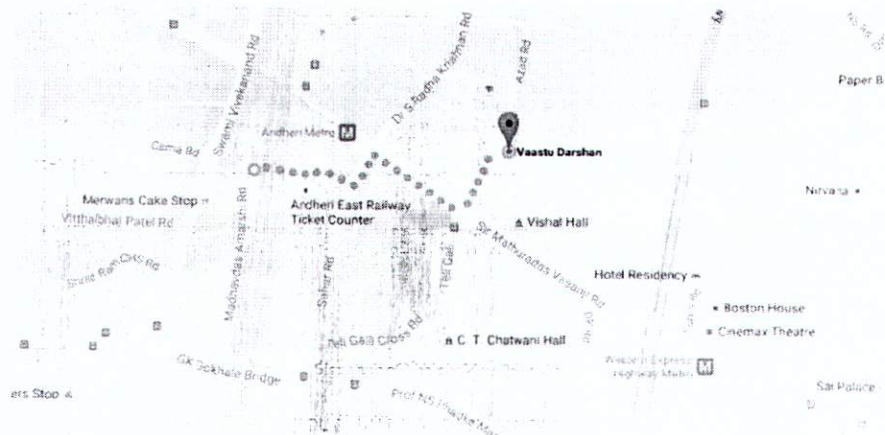
Proxy need not be a member, Proxy form, complete in all respects, should reach the Company's Registered Office at 402, 4<sup>th</sup> Floor, Vaastu Darshan, "B" Wing, Azad Road, Andheri (East), Mumbai - 400 069, not less than 48 hours before the scheduled time of the meeting.



Signature of Shareholder/ Proxy holder \_\_\_\_\_

**ROUTE MAP TO REACH AGM VENUE**

Annual General Meeting of the Company to be held on Wednesday, 14<sup>th</sup> September, 2016 at 11.30 A.M  
Venue Address: 402, 4<sup>th</sup> Floor, Vaastu Darshan, "B" Wing, Azad Road, Andheri (East), Mumbai – 400 069





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