

OMEGA
INTERACTIVE TECHNOLOGIES LIMITED

Annual Report
2021-2022

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Eighth (28th) Annual General Meeting (AGM) of the members of OMEGA INTERACTIVE TECHNOLOGIES LIMITED will be held at the Registered Office of the company situated at 402, 4th Floor, Vaastu Darshan, "B" Wing, Azad Road, Andheri (East), Mumbai – 400 069, on Friday, 30th September, 2022 at 4.30 P.M. to transact, with or without modification(s) the following businesses:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company which includes the Audited Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss for the year ended 31st March, 2022 and the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Krishan Kumar Rath (DIN No: 00156061), who retires by rotation and being eligible offers himself for re-appointment.
3. 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), M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 102358W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for another term of 5(Five) years from the conclusion of 28th AGM until the conclusion of 33rd AGM of the Company 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 Statutory Auditors.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association in place of existing Articles of Association of the Company, copy of which is placed before the meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), and in accordance with Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company in the following manner:

- a. the existing Clause III(A): “The main objects to be pursued by the Company on its incorporation are” be substituted by the new sub-heading “III(A) - The Objects to be pursued by the Company on its incorporation are”;
- b. the existing Clause III(B) containing the “Objects Incidental or Ancillary to the attainment of Main Objects” be substituted with the new sub-heading “III(B) - Matters which are necessary for furtherance of the Objects specified in Clause III(A)”;
- c. the existing Clause III C containing the “Other Objects” be and is hereby stands deleted in full; and
- d. The existing liability clause be substituted in line of new clause provided as per Companies Act, 2013 as below:

“IV: The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:
402, 4th Floor, Vaastu Darshan,
“B” Wing, Azad Road,
Andheri (East),
Mumbai – 400 069

Place: Mumbai
Date: 30th May, 2022

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

Shonette Misquitta
Company Secretary
M. No. A57825

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY 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. If a proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.

2. The business set out in the notice may 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. 22. 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 first in order of names will be entitled to vote.
5. The Register of Directors and Key Managerial Personnel and 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 Friday, 23rd September, 2022 to Friday, 30th September, 2022 (both days inclusive).
7. Brief resume of Directors proposed to be appointed/re-appointed along with such other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings (SS-2), are provided as Annexure I to this Notice.
8. The Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after 1st April, 2019, can do so only in dematerialized form. It may also be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Therefore, members holding shares in physical form are requested to consider converting their shareholding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Members can write to the Company at omegainteractive.technologies@gmail.com or contact the Registrars and Transfer Agent –Link Intime India Private Limited for assistance in this regard:

LINK INTIME INDIA PRIVATE LIMITED

Unit: [Omega Interactive Technologies Limited]

C 101, 247 Park, L.B.S. Marg,

Vikhroli (West), Mumbai – 400 083.

Tel: 022 - 49186270, Fax: 022 - 49186060.

Email id: rnt.helpdesk@linkintime.co.in URL: www.linkintime.co.in

9. 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.
10. 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.
11. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.
12. The shares of the company are listed on BSE Limited.
13. 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.
14. 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.
15. 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.
16. Members who are holding shares in dematerialized form are requested to bring their DP ID and Client ID number for easy identification at the meeting.
17. In all correspondence with the Company, members are requested to quote their Folio No. and in case their shares are held in Demat form, they must quote their DP ID and Client ID number.
18. 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.
19. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in their address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the depository participant(s) and holdings should be verified.
20. Electronic copy of the Annual Report for FY 2021-22 is being sent to all the members whose email IDs are registered with the Company/depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2021-22 are being sent in the permitted mode.
21. A route map showing directions to reach the venue of the Twenty Eighth AGM forms part of the Annual Report.
22. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
23. 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 sub clause (1) & (2) of Regulation 44 of SEBI 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 begins on Tuesday, 27th September, 2022 at 9.00 A.M. and ends on Thursday, 29th September, 2022 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 23rd September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 23rd September, 2022. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- V. The process/manner for availing e-voting facility and the instructions for members voting electronically are as under:-

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

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





Step 1: Access to NSDL e-Voting system:

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

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

| Type of shareholders | Login Method |
|--|--|
| | <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div>   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.meeting. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |

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

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

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- d) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to trjnsti@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. AbhijeetGunjal atevoting@nsdl.co.in
- VI. 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 Friday, 23rd September, 2022.
 - VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Friday, 23rd September, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rnt.helpdesk@linkintime.co.in.
 - VIII. 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.

- IX. 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.
- X. Mr. TejasGohil, proprietor of M/s. GohilTejas& Co., Chartered Accountants has been appointed 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.
- XI. 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.
- XII. 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 working days from 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.
- XIII. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 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 BSE Limited where the shares of the company are listed.
- XIV. **ISSUANCE OF SECURITIES IN DEMATERIALIZED FORM IN CASE OF INVESTOR SERVICE REQUESTS:** We would further like to draw your attention to SEBI Notification dated January 24, 2022 and SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022. Accordingly, while processing service requests in relation to:
1. Issue of duplicate securities certificate;
 2. Claim from Unclaimed Suspense Account;
 3. Renewal / Exchange of securities certificate;
 4. Endorsement;
 5. Sub-division / Splitting of securities certificate;
 6. Consolidation of securities certificates/folios;
 7. Transmission and,
 8. Transposition.
- the Company shall issue securities only in dematerialized form. For processing any of the aforesaid service requests, the securities holder/claimant shall submit duly filled up Form ISR-4.
- XV. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
- XVI. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
- XVII. We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., Link Intime India Private Limited:

All the aforesaid forms can be downloaded from the website of the Company at

| S. No. | Particulars | Form |
|--------|---|---------|
| 1. | PAN | ISR – 1 |
| 2. | Address and PIN Code | |
| 3. | Email-Id | |
| 4. | Mobile Number | |
| 5. | Bank Account Details | |
| 6. | Demat Account Number | |
| 7. | Specimen Signature | ISR – 2 |
| 8. | Nomination Details | SH-13 |
| 9. | Declaration to opt-out Nomination | ISR – 3 |
| 10. | Cancellation or Variation of Nomination | SH – 14 |

www.omegainteractive.net and from the website of the RTA at <https://web.linkintime.co.in/KYC-downloads.html>.

XVIII. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

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

XIX. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

Registration of e-mail address permanently with Company/DP: Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by writing to them at rnt.helpdesk@linkintime.co.in. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/ Annual Reports and other communications electronically to their e-mail address in future.

Registered Office:
402, 4th Floor, Vaastu Darshan,
“B” Wing, Azad Road, Andheri (East),
Mumbai – 400 069

Place: Mumbai
Date: 30th May, 2022

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

Shonette Misquitta
Company Secretary
M. No. A57825

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:**ITEM NO: 3**

M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 102358W), were appointed as Statutory Auditors of the Company at the 23rd AGM held on 29th September, 2017, for a term of 5(Five) years i.e. till the conclusion of the 28th AGM of the Company. As per the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, the Company can appoint or re-appoint an audit firm as Statutory Auditors for not more than two (2) terms of 5(Five) consecutive years. As such, M/s. Desai Saksena & Associates, Chartered Accountants are eligible for re appointment for a further period of 5(Five) years.

M/s. Desai Saksena & Associates, Chartered Accountants, is a mid-sized single-window setup with several Partners and a dedicated team of qualified, semi-qualified staff and others persons who are technically competent, well trained, strongly motivated and have in-depth knowledge and rich experience.

The Firm is based at Mumbai, the financial capital of India. The firm has invested in a well-equipped Library, which ensures that the staff is abreast of all changes and developments in the relevant domain of the profession. It operates in a complete computerized environment.

Considering their expertise and competencies, based on the recommendations of the Audit Committee, Board of Directors, subject to the approval of Members recommended the re-appointment of M/s. Desai Saksena & Associates, Chartered Accountants, as Statutory Auditors of the Company for a term of 5(Five) consecutive years and they shall hold office from the conclusion of 28th AGM until the conclusion of 33rd AGM of the Company.

The proposed remuneration to be paid to M/s. Desai Saksena & Associates, Chartered Accountants, for audit services for the financial year ending 31st March, 2023, is Rs.11,000 (Rupees Eleven Thousand Only) plus applicable taxes and out-of-pocket expenses. The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure.

The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

M/s. Desai Saksena & Associates, Chartered Accountants has given their consent for re-appointment as Statutory Auditors and confirmed that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 141 of the Companies Act, 2013 and the rules made thereunder.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing of the proposed Resolution set out at Item No. 3.

The Board recommends the resolution at Item No. 3 of the accompanying Notice for approval of the Members as an Ordinary Resolution.

ITEM NO. 4:

The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new set of AOA to be substituted in place of the existing AOA. Copy of the draft Articles of Association of the Company would be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day between 11 A.M. to 2 P.M. upto and including the date of AGM and also at the venue of the meeting.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5:

The object clause (Clause III) of the Memorandum of Association (“MOA”) of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only “the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified”. Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause. Therefore, it is considered expedient to replace the existing MOA by a new set MOA to incorporate the aforesaid object clause as per the Companies Act, 2013.

The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under ‘Table A’ of the Act which sets out the model MOA for a Company limited by shares. Copy of the draft Memorandum of Association of the Company would be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day between 11 A.M. to 2 P.M. upto and including the date of AGM and also at the venue of the meeting.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Registered Office:
402, 4th Floor, Vaastu Darshan,
“B” Wing, Azad Road,
Andheri (East),
Mumbai – 400 069

Place: Mumbai
Date: 30th May, 2022

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

Shonette Misquitta
Company Secretary
M. No. A57825

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015:

| | |
|---|---|
| Name of Director and DIN | Mr. Krishan Kumar Rathi (DIN: 00156061) |
| Date of Birth | 14/06/1959 |
| Qualification | B.Com |
| Date of Appointment | 24/09/2009 |
| Brief resume & Nature of expertise in specific functional areas | Mr. Krishan Kumar Rathi is associated with the Company since 24th September, 2009. He has expertise in Financial matters and Management Administration. |
| Directorship held in other Companies as on 31st March, 2022 | Ishwardas Clearing Agency Private Limited |
| Disclosure of relationship between directors inter-se | Not related to any Director. |
| Chairman/Member of the Committee of the Board of Directors in other Companies as on 31st March, 2022 | NIL |
| No. of Shares held in the Company | NIL |
| Number of Meetings of the Board attended | 5 (Five) |
| Details of remuneration last drawn | NIL |

Registered Office:
402, 4th Floor, Vaastu Darshan,
“B” Wing, Azad Road, Andheri (East),
Mumbai – 400 069

Place: Mumbai
Date: 30th May, 2022

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

Shonette Misquitta
Company Secretary
M. No. A57825

DIRECTORS' REPORT

Your Directors have great pleasure in presenting the Twenty Eight (28th) Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2022.

1. FINANCIAL HIGHLIGHTS:

(Amount in INR'000)

| Particulars | Year ended 31st March, 2022 | Year ended 31st March, 2021 |
|--|--------------------------------|--------------------------------|
| Revenue from Operations | 1,656.33 | 1,360.37 |
| Other Income | 560.00 | 544.02 |
| Total Income | 2,216.33 | 1,904.39 |
| Less : Total Expenses | 2,090.57 | 1,787.88 |
| Profit before exceptional items and tax | 125.76 | 116.51 |
| Exceptional Items | - | - |
| Profit Before Tax | 125.76 | 116.51 |
| Less : Tax Expense | | |
| Current Tax | 31.70 | 29.30 |
| Tax relating to prior years | | - |
| Profit/ (Loss) for the year | 94.06 | 87.21 |

2. OPERATIONAL REVIEW:

The company is principally engaged in the business of software activities including development of software. Your Company has earned total revenue of Rs. 16,56,332/- during the current year as compared to Rs.13,60,366/- in the immediately preceding financial year. Further, in order to effectively manage the resources, the company continues to deploy the surplus funds in financial activities on short term basis as a result of which the company has managed to earn a total income of Rs. 22,16,332/- during the current year as compared to Rs. 19,04,388/- in the immediately preceding financial year. During the year under review, the company has earned profit after tax of Rs. 94,060/- as compared to profit after tax of Rs.87,206/- in the immediately preceding financial year. The Board of Directors is optimistic about better performance in the future and feels that the company has miles to achieve and striving for the better business opportunities and finding ways for cost effectiveness.

3. DIVIDEND:

Your Directors have not recommended any dividend for the year ended 31st March, 2022, in order to plough back the profits for future growth and development of the Company.

4. TRANSFER TO RESERVES:

During the year under review, the company has not transferred any amount to reserves.

5. CHANGES IN NATURE OF BUSINESS :

There has been no change in the nature of the business of the company during the financial year 2021-2022.

6. SHARE CAPITAL OF THE COMPANY :

The paid up equity share capital as at 31st March, 2022 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 neither granted any stock options nor any sweat equity.

7. EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92 of the Act read with the applicable Rules, the Annual Return for the year ended 31st March, 2022 can be accessed on the Company's website at <https://www.omegainteractive.net/>.

8. SUSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES:

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

9. PUBLIC DEPOSITS:

The 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.

10. PARTICULARS OF LOANS, GUARANTEES / SECURITIES OR INVESTMENTS:

During the year under review, the company has not given any guarantees/securities or made investments covered under Section 186 of the Companies Act, 2013. The details of the loans given by the Company have been disclosed in the notes to the financial statements.

11. 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 31st March, 2022.

12. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS :

There were no significant or material orders passed by the regulators or courts impacting the going concern status of the company and its future operations.

13. BOARD OF DIRECTORS / KEY MANAGERIAL PERSONNEL:**A. BOARD OF DIRECTORS:**

There was no change in composition of Board of Directors of the company during the year under review.

Mr. Krishan Kumar Rathi, Managing Director (DIN: 00156061), retires at the ensuing AGM and being eligible has offered himself for re-appointment.

B. KEY MANAGERIAL PERSONNEL:

Mr. Krishan Kumar Rathi, (DIN: 00156061) was re-appointed as Managing Director for a period of 3 (Three) years w.e.f. 24th April, 2022 upto 23rd April, 2025 at the 27th Annual General Meeting of the company.

14. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS :

Your Company has 3(Three) Independent Directors as on the date of this meeting. All the Independent Directors have given necessary declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

STATEMENT ON INTEGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors regarding their Integrity, Expertise and Experience.

15. 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 for the financial year ended 31st March, 2022, 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 frauds 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.

16. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual directors on the basis of evaluation criteria suggested by the Nomination and Remuneration Committee and the SEBI (LODR) Regulations, 2015. Accordingly, the Board has carried out an evaluation of its performance after taking into consideration various performance related 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 Board as a whole was carried out by the Independent Directors in their meeting held on 10th February, 2022.

Similarly, the performance of various committees, individual Independent Directors was evaluated by the entire Board of Directors (excluding the Director being evaluated) on various parameters like engagement, analysis, decision making, communication and interest of stakeholders.

The Board of Directors expressed its satisfaction with the performance of the Board, its committees and individual directors.

17. MEETING OF BOARD OF DIRECTORS OF THE COMPANY:

During the year under review, 5 (Five) Board Meetings were convened and held on 30th April, 2021, 22nd June, 2021, 30th July, 2021, 29th October, 2021 and 10th February, 2022. The maximum interval between any two meetings did not exceed 120 days as prescribed in the Companies Act, 2013.

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 Rathi | Managing Director | 5 | 5 |
| Mr. Rajesh Nawathe | Non-Executive Independent Director | 5 | 5 |
| Mrs. Subrata Paul | Non-Executive Independent Director | 5 | 5 |
| Mr. Ravi Kumar Seth | Non-Executive Independent Director | 5 | 5 |

18. 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 had 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 practices, compliance with accounting standards. The 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. Ravi Kumar Seth | Member/ Chairman | Non-Executive Independent Director | 5 | 5 |
| Mrs. Subrata Paul | Member | Non-Executive Independent Director | 5 | 5 |
| Mr. Rajesh Nawathe | Ex-Chairman/ Member | Non-Executive Independent Director | 5 | 5 |

18. AUDIT COMMITTEE:

The Audit Committee meetings were held on 30th April, 2021, 22nd June, 2021, 30th July, 2021, 29th October, 2021 and 10th February, 2022 and all the members of the Audit Committee were present in all the meetings.

19. NOMINATION & REMUNERATION COMMITTEE & ITS POLICY:

The Board of Directors of the Company had 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 for 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 policy has been posted on the website of the Company <http://www.omegainteractive.net/>.

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. Ravi Kumar Seth | Member/ Chairman | Non-Executive Independent Director | 2 | 2 |
| Mrs. Subrata Paul | Member | Non-Executive Independent Director | 2 | 2 |
| Mr. Rajesh Nawathe | Ex-Chairman/ Member | Non-Executive Independent Director | 2 | 2 |

The Nomination and Remuneration Committee meetings were held on 30th July, 2021 and 10th February, 2022 respectively.

20. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors of the Company had constituted Stakeholders Relationship Committee in order to align it with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee had 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 de-materialization, 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. Ravi Kumar Seth | Member/ Chairman | Non-Executive Independent Director | 4 | 4 |
| Mrs. Subrata Paul | Member | Non-Executive Independent Director | 4 | 4 |
| Mr. Rajesh Nawathe | Chairman/ Member | Non-Executive Independent Director | 4 | 4 |

The Stakeholders Relationship Committee meetings were held 22nd June, 2021, 30th July, 2021, 29th October, 2021 and 10th February, 2022.

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 31st March, 2022.

21. MEETING OF INDEPENDENT DIRECTORS:

During the year under review, pursuant to Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company met on 10th February, 2022 inter-alia to discuss:

1. Evaluation of performance of Non-Independent Directors and Board of Directors of the Company as a whole;
2. Evaluation of performance of the Chairman of the Company, taking into account the views of Non-Executive Directors;
3. Assess the quality, quantity and timeliness of flow of information between the management of the listed company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

22. REMUNERATION AND SITTING FEES:

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

| Name of the Director | Category of Directorship | Remuneration paid to the Director | Sitting fees paid to the Director |
|-------------------------|------------------------------------|-----------------------------------|-----------------------------------|
| Mr. Krishan Kumar Rathi | Managing Director | Nil | Nil |
| Mr. Rajesh Nawathe | Non-Executive Independent Director | Nil | Nil |
| Mrs. Subrata Paul | Non-Executive Independent Director | Nil | Nil |
| Mr. Ravi Kumar Seth | Non-Executive Independent Director | Nil | Nil |

23. VIGIL MECHANISM / WHISTLE BLOWER POLICY :

Pursuant to Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has framed 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 :

All the related party transactions entered into by the company pursuant to the provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder were in the ordinary course of business and at arm's length basis. Further, 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 dematerialized form in either of the two Depositories. The company has been allotted ISIN No. INE113B01029.

Shareholders are therefore requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts to get their holdings converted 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. AUDITORS:**A. STATUTORY AUDITORS AND THEIR REPORT:**

M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 102358W), were appointed as the Statutory Auditors of the Company for a period of 5 years from the conclusion of 23rd AGM until the conclusion of 28th AGM of the Company and is eligible for re-appointment.

The Company has received confirmation from the Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Companies Act, 2013 and the firm satisfies the criteria specified in Section 141 of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules 2014.

The Board is of the opinion that continuation of M/s. Desai Saksena & Associates, as Statutory Auditors will be in the best interests of the Company and therefore, the members are requested to consider their re-appointment as Statutory Auditors of the Company, for another term of five years, from the conclusion of the ensuing Annual General Meeting, until the conclusion of the 33rd Annual General Meeting, at such remuneration as may be mutually between the Auditors and the Board.

The Auditors' Report on the financial statements of the Company for the financial year ended 31st March, 2022 is unmodified i.e. it does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements forming part of the annual report.

B. SECRETARIAL AUDITORS AND THEIR REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder, the Company had appointed Mr. Anirudh Kumar Tanvar (Membership No. A23145) as a Secretarial Auditor of the Company for the Financial Year 2021-2022 in compliance with the applicable provisions of the Companies Act, 2013.

As required under section 204(1) of the Companies Act, 2013 the Company has obtained a Secretarial Audit Report. The auditors have issued an unqualified report for the year ended 31st March, 2022.

The Secretarial Audit Report in the prescribed Form MR-3 is annexed herewith as Annexure 'A' and forms an integral part to this report.

28. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

The company has an 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.

The Internal Audit Function monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

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

29. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Pursuant to Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report is attached as Annexure 'B' and forms an integral part of this report.

30. CORPORATE GOVERNANCE:

Pursuant to Schedule V of the SEBI (LODR) Regulations, 2015 a Corporate Governance Report is required to be attached to the Directors Report; however the same is not applicable to the company.

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

Information under Section 134(3)(m) of The Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014:

| | | |
|--|---|----------------|
| A. Conservation of Energy | : | Not Applicable |
| B. Technology Absorption | : | Not Applicable |
| C. Foreign Exchange Earnings and Outgo | : | |
| Foreign Exchange Earned | : | Nil |
| Foreign Exchange Outgo | : | Nil |

32. SEXUAL HARASSMENT:

The Company was not required to constitute 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 as the company has not employ(ed) 10 or more employees at any time during the financial year 2021-2022.

Further, the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress complaints received regarding sexual harassment were not applicable to the company during the review period.

33. PARTICULARS OF EMPLOYEES:

The requisite details in respect of employees of the Company required pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as "Annexure C" and forms an integral part of this report.

34. LISTING:

The Company's Equity Shares are listed on BSE Limited. The company has paid listing fees to BSE Limited up to 31st March, 2022 and has complied with all the required formalities. The trading in shares of the company on the Stock Exchange has resumed during the year.

35. 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.

36. 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.

37. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company which occurred during between the end of the financial year to which the financial statements relate and the date of this report.

38. SECRETARIAL STANDARDS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by The Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

39. RISK MANAGEMENT POLICY:

According to the Directors of the Company, elements of risk that could threaten the existence of the Company are very minimal. Hence, no separate risk management policy is formulated by the Company.

40. 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.

41. DISCLOSURE ON MAINTENANCE OF COST RECORDS :

Maintenance of Cost Records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the company.

42. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As of 31st March, 2022, the Board has 4(Four) members, 1(One) Executive Director and 3(Three) Independent Directors. 1(One) of the independent directors of the Board is a women. The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website, at <http://www.omegainteractive.net>.

43. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, there were no applications made or proceedings pending in the name of the company under the Insolvency and Bankruptcy Code, 2016.

44. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

The company has not availed loan from banks and financial institutions. Hence, the clause relating to one time settlement of loans from banks and financial institutions is not applicable.

45. APPRECIATION:

Your Directors would like to extend 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, 4th Floor, Vaastu Darshan,
"B" Wing, Azad Road,
Andheri (East),
Mumbai – 400 069

For and on Behalf of the Board
For Omega Interactive Technologies Limited

Krishan Kumar Rathi
Managing Director
DIN: 00156061

Subrata Paul
Director
DIN:07139577

Place: Mumbai

Date: 30th May, 2022

ANNEXURE 'A'

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2022

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

To,
The Members,
Omega Interactive Technologies Limited
402, 4th 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 provide 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 31st March, 2022 complied with the statutory provisions 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 31st March, 2022 according to the provisions of:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - d. 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.
 - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
[Not applicable during the period of audit].

- f. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share based Employee Benefits) Regulations, 2014; **[Not applicable during the period of audit]**.
 - g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable during the period of audit]**.
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not applicable during the period of audit]**.
 - i. The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **[Not applicable during the period of audit]**.
6. I have relied on the representation made by the company and its Officers for systems & mechanisms formed by the Company for compliances under other applicable Acts, Laws and Regulations.

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 read with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors and Independent Directors.

Adequate notice is given to all Directors to schedule the Board Meetings, Committee Meetings, agenda and detailed notes on agenda were sent well 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. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that based on the information provided and the representation made by the Chief Financial Officer/ Company Secretary and taken on record by the Board of Directors of the Company, in our opinion, 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 audit period, the Company had no events which had major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

The suspension in trading of equity shares of the Company has been revoked with effect from 14th March, 2022.

Anirudh Kumar Tanvar
Company Secretary

M. No.: ACS23145
CP No.: 19757
UDIN: A023145D000430838

Place: Mumbai
Date: 30th May, 2022

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

ANNEXURE I

To,
The Members,
Omega Interactive Technologies Limited
402, 4th 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. Our responsibility is to express an opinion on these secretarial records based on our 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. We believe that the processes and practices, we followed provide a reasonable basis for our 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.

Anirudh Kumar Tanvar
Company Secretary

M. No.:ACS23145
CP No.: 19757
UDIN: A023145D000430838

Place: Mumbai
Date: 30th May, 2022

ANNEXURE 'B' MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Directors of Omega Interactive Technologies Limited are pleased to present the Management Discussion & Analysis ("MD & A") Report for the Year Ended 31st March, 2022.

1. INDUSTRY STRUCTURE AND DEVELOPMENTS :

The Company is principally engaged in the business of software activities including development and consulting of software.

2. OPPORTUNITIES AND THREATS:

As cost arbitrage no longer remains a competitive advantage, the Indian IT industry is witnessing a paradigm shift in the way services are being delivered. In a move to counter the effects of regulations in key markets and the widespread adoption of automation, majority of the IT players in India are being forced to rethink their talent model. With a slowdown in demand for traditional outsourcing services, it is imperative for companies to build newer capabilities in emerging technologies such as Cloud, AI, SMAC. However, as companies intend to move up the digital value chain, ensuring robust cyber security frameworks while embracing the changes brought in by digital disruptions will be a key factor in realizing the industry's future potential. Your company is planning to find a way to tackle all the hindrances and sustain in the vibrant and competitive market conditions.

3. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE.

The company is engaged in single segment. All the activities of the Company are related to its main business. As such there are no separate reportable segments.

4. OUTLOOK:

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. The management is hopeful of achieving better results in the next few years.

5. RISKS AND CONCERNS.

The company's future development would depend upon the operational activities to be undertaken by the Company.

6. 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 authorized, recorded and reported correctly.

7. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year under review, the Company has earned profit after tax of Rs. 94,060/- as against profit after tax of Rs. 87,206/- during the previous year.

8. MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:

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

9. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIO:

During the year under review, there were no significant changes in Key Financial Ratios of the Company as compared to previous financial year.

10. CAUTIONARY STATEMENT:

Statement in the Management Discussion and Analysis describing the Company's objectives, expectations, estimates or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement due to external factors. The company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

Registered Office :
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"B" Wing, Azad Road,
Andheri (East),
Mumbai – 400 069

For and on Behalf of the Board
For Omega Interactive Technologies Limited

Place: Mumbai
Date: 30th May, 2022

Krishan Kumar Rath
Managing Director
DIN: 00156061

Subrata Paul
Director
DIN:07139577

ANNEXURE C

Disclosure in the Board's Report under Rule 5 of Companies (Appointment & Remuneration) Rules, 2014:

| Sr. No. | Particulars | Disclosures |
|---------|--|---|
| 1. | The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2020-2021. | Not Applicable |
| 2. | The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2021-2022 as compared to 2020-21 means part of the year. | a) Ms. Shonette Misquitta – Company Secretary: 22.22% b) Ms. Poonam Relekar – Chief Financial Officer: (85.49)% |
| 3. | Percentage increase in the median remuneration of employees in the financial year 2021-2022 compared to 2020-2021. | 29.56% |
| 4. | Number of permanent employees on the rolls of the company. | 4 employees as on 31st March, 2022 |
| 5. | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year. | 14.78 |
| 6. | Percentile increase in managerial remuneration. | 53.86 |
| 7. | Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year. | Not Applicable. |
| 8. | Affirmation that the remuneration is as per the remuneration policy of the company. | It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees. |

Registered Office :
402, 4th Floor, Vaastu Darshan,
“B” Wing, Azad Road,
Andheri (East),
Mumbai – 400 069

For and on Behalf of the Board
For Omega Interactive Technologies Limited

Place: Mumbai
Date: 30th May, 2022

Krishan Kumar Rathi
Managing Director
DIN: 00156061

Subrata Paul
Director
DIN:07139577

DECLARATION AS REQUIRED UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct and Code of Conduct for Independent Directors, as applicable for Board Members/ Senior Management Personnel as adopted by the Company for the Financial Year ended 31st March, 2022.

Place : Mumbai
Date : 30/05/2022

Krishan Kumar Rathi
Managing Director
DIN : 00156061

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of OMEGA INTERACTIVE TECHNOLOGIES LIMITED ("the Company") which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

| Key Audit Matters | Auditor's Response to Key Audit Matters |
|--|--|
| <p>As at the year end, the Company has granted loans of Rs.70,00,000/-. Management estimates impairment provision using specific approach method. We have reported this as a key audit matter because measurement of loan impairment involves application of significant judgement by the management. The most significant judgements are :</p> <ul style="list-style-type: none"> • Timely identification of the impaired loans • Key assumptions in respect of determination of probability of defaults and loss given defaults. | <p>Principal audit procedures performed:</p> <ul style="list-style-type: none"> • Management's judgement applied for the key assumptions used for the purpose of determination of impairment provision. |

Other information

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report including Annexures to Director's Report, but does not include the Ind AS financial statements and our Auditor's Report thereon.

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

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Ind AS financial statements.
- In our opinion, proper books of account as required by law relating to preparation of the aforesaid Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books.
- The company does not have any branches. Hence, the provisions of section 143(3)(c) is not applicable.
- The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

- g) With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"
- h) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations as at 31st March, 2022.
- (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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) The Company has not declared or paid any dividend during the year in compliance with Section 123 of the Act.

3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the company has not paid any managerial remuneration to its directors during the year and hence provisions of section 197 of the Act are not applicable to the Company.

For Desai Saksena & Associates
Chartered Accountants
F.R. No. 102358W

Dr. S.N. Desai
Partner
M. No.032546
UDIN: 22032546AMXKSM1738

Place: Mumbai
Date: 30/05/2022

Re: OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Annexure 'A' to the Independent Auditors' Report

(Referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. The Company does not have any property, plant and equipment and Intangible asset and accordingly the provisions of clause 3(i)(a) to (e) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- ii. (a) The Company does not have any Inventory and hence the provisions of clause 3(ii)(a) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, during any point of time of the year, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, provisions of clause 3 (ii)(b) of the Companies (Auditor's Report) Order is not applicable to the Company.
- iii. In respect of Investments, Loans and Advances: the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Hence, the provisions of clause 3 (iii) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits as well as deemed deposits from public within the meaning of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the provisions of clause 3 (v) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- 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. Accordingly, the provisions of clause 3(vi) of the Companies (Auditor's Report) Order is not applicable the company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of our records of the Company, in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, wealth tax, Goods and service tax, duty of customs, cess and any other statutory dues have generally been regularly deposited with the appropriate authorities.
According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there are no dues which have not been deposited on account of any dispute in respect of income tax, goods and service tax, sales tax, service tax, duty of customs, duty of excise, value added tax, as at March 31, 2022.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. The Company has not taken any loan from financial institutions or banks during the year; hence the provisions of clause 3 (ix) (a) to (f) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- x. (a) According to the information and explanations given to us and based on the records and documents produced before us, during the year the company has not raised money by way of initial public offer or further public offer (including debt instruments), therefore, the provisions of Clause 3(x)(a) of the Companies (Auditor's Report) Order are not applicable to the Company.
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Companies (Auditor's Report) Order is not applicable to the Company.

- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality as outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under Section 143(12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) To the best of our knowledge and according to the information and explanation given to us, the company has not received whistle-blower complaints, during the year.
- xii. The company is not a Nidhi Company and hence the provisions of clause 3 (xii) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xiii. According to the information and explanations given to us, all transactions with the related party are in compliance with sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with its Directors and hence the provisions of section 192 of the Companies Act are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provision of clauses 3 (xvi) (a) to (d) of the Companies (Auditor's Report) Order, 2020 Order are not applicable to the Company.
- xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, the provisions of clause (xviii) of the paragraph 3 of Companies (Auditor's Report) Order, 2020 Order are not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Ind AS financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, Section 135 of the Companies Act, 2013 is not applicable to the Company. Therefore the provisions of clause 3(xx) (a) and (b) of the Companies (Auditor's Report) Order, 2020 Order are not applicable to the Company.
- xxi. The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Desai Saksena & Associates
Chartered Accountants
F.R. No. 102358W

Dr. S.N. Desai
Partner
M. No.032546
UDIN : 22032546AMXKSM1738

Place : Mumbai
Date : 30/05/2022

Re : OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Annexure – ‘B’ to the Auditors’ Report

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

We have audited the internal financial controls over financial reporting of “**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**” (“the Company”) as of March 31, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 2022, 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 Desai Saksena & Associates
Chartered Accountants
F.R. No. 102358W

Dr. S.N. Desai
Partner
M. No.032546
UDIN : 22032546AMXKSM1738

Place : Mumbai
Date :30/05/2022

BALANCE SHEET AS AT MARCH 31, 2022

(Amount in INR'000)

| PARTICULARS | NOTES | AS AT MARCH 31, 2022 | AS AT MARCH 31, 2021 |
|-------------------------------------|-------|-------------------------|-------------------------|
| ASSETS | | | |
| 1. Non-Current Assets | | | |
| (a) Financial Assets | | | |
| (i) Loans | 3 | 7,000.00 | 7,000.00 |
| (b) Other Non-Current Assets | 5 | 182.62 | 130.23 |
| | | 7,182.62 | 7,130.23 |
| 2. Current assets | | | |
| (a) Financial Assets | | | |
| (i) Cash and Cash Equivalents | 4 | 856.51 | 434.67 |
| (ii) Loans | 3 | 20.00 | 4.00 |
| (iii) Other Financial Assets | 3 | 42.81 | 481.51 |
| | | 919.32 | 920.18 |
| TOTAL ASSETS | | 8,101.94 | 8,050.41 |
| II. EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share capital | 7 | 5,000.00 | 5,000.00 |
| (b) Other Equity | 8 | 3,090.16 | 2,996.10 |
| | | 8,090.16 | 7,996.10 |
| Liabilities | | | |
| Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Other Financial Liabilities | 9 | 11.00 | 45.03 |
| (b) Other Current Liabilities | 10 | 0.78 | 9.28 |
| | | 11.78 | 54.31 |
| TOTAL EQUITY AND LIABILITIES | | 8,101.94 | 8,050.41 |

Significant Accounting Policies and Notes forming part
of the Financial Statements

1 to 26

As per our report of even date attached
For Desai Saksena & Associates
Chartered Accountants
F.R. No. 102358W

(Dr. S.N. Desai)
Partner
M No.032546
UDIN : 22032546AMXKSM1738

For and on behalf of the Board of Directors

Krishan Kumar Rathi **Subrata Paul**
Managing Director Director
DIN : 00156061 DIN : 07139577

Shonette Misquitta **Poonam Relekar**
Company Secretary Chief Financial Officer

Place : Mumbai
Date : 30/05/2022

Place : Mumbai
Date : 30/05/2022

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

(Amount in INR'000)

| PARTICULARS | NOTES | 2021-22 | 2020-21 |
|---|-------|-----------------|-----------------|
| INCOME | | | |
| Revenue from operations | 11 | 1,656.33 | 1,360.37 |
| Other Income | 12 | 560.00 | 544.02 |
| Total Income (I) | | 2,216.33 | 1,904.39 |
| EXPENSES | | | |
| Employee benefits expense | 13 | 1,482.63 | 1,213.60 |
| Other expenses | 14 | 607.95 | 574.28 |
| Total Expenses (II) | | 2,090.57 | 1,787.88 |
| Profit before exceptional items and tax (I-II) | | 125.76 | 116.51 |
| Exceptional Items | | - | - |
| Profit before tax | | 125.76 | 116.51 |
| Tax expense: | | | |
| Current tax | | 31.70 | 29.30 |
| Adjustment of tax relating to earlier periods | | - | - |
| Profit after Tax | | 94.06 | 87.21 |
| OTHER COMPREHENSIVE INCOME | | | |
| A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods: | | - | - |
| B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods: | | - | - |
| Other Comprehensive income for the year, net of tax | | - | - |
| TOTAL COMPREHENSIVE INCOME / (LOSS) FOR THE PERIOD, NET OF TAX | | 94.06 | 87.21 |
| Earnings per share for profit attributable to equity shareholders Basic and Dilluted EPS | 15 | 0.19 | 0.17 |

Significant Accounting Policies and Notes forming part of the Financial Statements 1 to 26

As per our report of even date attached
For Desai Saksena & Associates
Chartered Accountants
F.R. No. 102358W

(Dr. S.N. Desai)
Partner
M No.032546
UDIN : 22032546AMXKSM1738

For and on behalf of the Board of Directors
Krishan Kumar Rathi **Subrata Paul**
Managing Director Director
DIN : 00156061 DIN : 07139577

Shonette Misquitta **Poonam Relekar**
Company Secretary Chief Financial Officer

Place : Mumbai
Date : 30/05/2022

Place : Mumbai
Date : 30/05/2022

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2022

(Amount in INR'000)

| PARTICULARS | 2021-22 | 2020-21 |
|--|-----------------|-----------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Profit before income tax : | 125.76 | 116.51 |
| Adjustments for: | | |
| Interest income classified as investing cash flows | (560.00) | (520.55) |
| Change in operating assets and liabilities: | | |
| (Increase)/ Decrease in other assets | - | - |
| (Increase)/ Decrease in financial assets | (16.00) | 20.50 |
| Increase/ (Decrease) in other financial liabilities | (34.03) | 19.36 |
| Increase/ (Decrease) in other liabilities | (8.50) | (31.05) |
| Cash generated from operations | (492.77) | (395.24) |
| Less: Income taxes paid | (84.09) | 42.45 |
| Net cash inflow from operating activities | (576.85) | (352.79) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Loans to others | - | (750.00) |
| Interest received | 998.70 | 595.09 |
| Net cash outflow from investing activities | 998.70 | (154.91) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Interest paid | - | - |
| Net cash inflow (outflow) from financing activities | - | - |
| Net increase (decrease) in cash and cash equivalents | 421.85 | (507.70) |
| Cash and Cash Equivalents at the beginning of the financial year | 434.67 | 942.37 |
| Cash and Cash Equivalents at end of the year | 856.51 | 434.67 |
| Reconciliation of cash and cash equivalents as per the cash flow statement: | | |
| Cash and cash equivalents as per above comprise of the following: | | |
| Cash and cash equivalents | 55.80 | 21.79 |
| Balances with banks on current accounts | 800.71 | 412.88 |
| Balances per statement of cash flows | 856.51 | 434.67 |

Note:

The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on 'Statement of Cash Flows'.

Significant Accounting Policies and Notes forming part of the Financial Statements

1 to 26

As per our report of even date attached

For Desai Saksena & Associates

Chartered Accountants

F.R. No. 102358W

(Dr. S.N. Desai)

Partner

M No.032546

UDIN : 22032546AMXKSM1738**For and on behalf of the Board of Directors****Krishan Kumar Rathi** **Subrata Paul**

Managing Director

Director

DIN : 00156061

DIN : 07139577

Shonette Misquitta

Company Secretary

Poonam Relekar

Chief Financial Officer

Place : Mumbai

Date : 30/05/2022

Place : Mumbai

Date : 30/05/2022

STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2022

A Equity Share Capital

(Amount in INR'000)

| Particulars | Balance as at the beginning of the year | Changes in Equity Share Capital due to prior period errors | Restated balance as at the beginning of the year | Changes in equity share capital during the current year | Balance as at End of the year |
|-----------------------|---|--|--|---|-------------------------------|
| March 31, 2021 | | | | | |
| Numbers | 500,000 | - | 500,000 | - | 500,000 |
| Amount (in '000) | 5,000.00 | - | 5,000.00 | - | 5000.00 |
| March 31, 2022 | | | | | |
| Numbers | 500,000 | - | 500,000 | - | 500,000 |
| Amount (in '000) | 5,000.00 | - | 5,000.00 | - | 5,000.00 |

B Other Equity

(Amount in INR'000)

| Particulars | Reserves and Surplus | | |
|---|----------------------|-------------------|-----------------|
| | Securities Premium | Retained Earnings | Total |
| Balance as at April 1, 2021 | 640.04 | 2,356.07 | 2,996.11 |
| Changes in accounting policy or prior period errors | - | - | - |
| Restated balance as at April 1, 2021 | 640.04 | 2,356.07 | 2,996.11 |
| Profit for the year | - | 94.06 | 94.06 |
| Other comprehensive income | - | - | - |
| Total comprehensive income for the year | - | 94.06 | 94.06 |
| Dividend | - | - | - |
| Transfer to retained earnings | - | - | - |
| Any other change (to be specified) | - | - | - |
| Balance as at March 31, 2022 | 640.04 | 2,450.13 | 3,090.17 |
| Balance as at April 1, 2020 | 640.04 | 2,268.86 | 2,908.90 |
| Changes in accounting policy or prior period errors | - | - | - |
| Restated balance as at April 1, 2020 | 640.04 | 2,268.86 | 2,908.90 |
| Profit for the year | - | 87.21 | 87.21 |
| Other comprehensive income | - | - | - |
| Total comprehensive income for the year | - | 87.21 | 87.21 |
| Dividend | - | - | - |
| Transfer to retained earnings | - | - | - |
| Any other change (to be specified) | - | - | - |
| Balance as at March 31, 2021 | 640.04 | 2,356.07 | 2,996.11 |

Significant Accounting Policies and Notes forming part of the Financial Statements

1 to 26

As per our report of even date attached
For Desai Saksena & Associates
Chartered Accountants
F.R. No. 102358W

(Dr. S.N. Desai)

Partner

M No.032546

UDIN : 22032546AMXKSM1738

Place : Mumbai

Date : 30/05/2022

For and on behalf of the Board of Directors

Krishan Kumar Rathi

Managing Director

DIN : 00156061

Subrata Paul

Director

DIN : 07139577

Shonette Misquitta

Company Secretary

Place : Mumbai

Date : 30/05/2022

Poonam Relekar

Chief Financial Officer

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**1 Corporate Information**

These statements comprise financial statements of Omega Interactive Technologies Limited (CIN : L67120MH1994PLC077214) for the year ended March 31, 2022. The company is a public company domiciled in India and is incorporated on March 22, 1994 under the provisions of the Companies Act, 1956 as applicable in India. Its shares are listed on Bombay Stock Exchange (BSE) Limited. The registered office of the company is located at 402, 4th Floor, Vaastu Darshan, "B" Wing, Azad Road, Andheri (East), Mumbai - 400 069.

The Company is principally engaged in the business of software activities including development of software. The financial statements were authorised for issue in accordance with a resolution of the directors on May 30, 2022.

2 Significant Accounting Policies**2.1 Basis of preparation**

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and the relevant provisions of the Companies Act, 2013 ("the Act").

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value as per the policy stated below.

2.2 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

2.3 Summary of significant accounting policies**(a) Foreign currency translation****(i) Functional and presentation currency**

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

(b) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Effective April 1, 2018, the Company adopted Ind AS 115, Revenue from Contracts with Customers, using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Recognising revenue from major business activities

(i) Sale of traded goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

(ii) Rendering of services

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

(iii) Interest income

Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

(c) Taxes

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the country where the company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(d) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

(i) Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Fair Value through OCI

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Fair Value through Profit or Loss

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

(i) Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

(ii) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it

may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(e) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

(f) Cash and cash equivalents

"Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value." "For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management."

(g) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(h) Provisions and Contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value unless the effect of time value of money is material and are determined based on best estimate required to settle the obligation at the Balance sheet date. These are reviewed at each Balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements.

(i) Employee benefits

Liabilities for salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(j) Earnings per share**Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(k) Current/non current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

(l) Cash Flow Statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

3. FINANCIAL ASSETS

(Amount in INR'000)

| Particulars | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| (A) LOANS | | |
| Non Current | | |
| Unsecured, considered good unless otherwise stated | | |
| Loans to Others | 7,000.00 | 7,000.00 |
| Total | 7,000.00 | 7,000.00 |
| Current | | |
| Unsecured, considered good unless otherwise stated | | |
| Loans to Employees | 20.00 | 4.00 |
| Total | 20.00 | 4.00 |
| Loans due by Directors or other officers of the company or any of the them either severally or jointly with any other person or amounts due by firms or private companies respectively in which any Director is a partner or a Director or a member. | | |
| (B) OTHER FINANCIAL ASSETS | | |
| Current | | |
| Financial assets carried at amortised cost | | |
| Interest accrued on Loan Given | 42.81 | 481.51 |
| Total | 42.81 | 481.51 |

4. CASH AND CASH EQUIVALENTS

(Amount in INR'000)

| Particulars | March 31, 2022 | March 31, 2021 |
|---|----------------|----------------|
| Balances with banks on current accounts | 800.71 | 412.88 |
| Cash on hand | 55.80 | 21.79 |
| Total | 856.51 | 434.67 |

5. OTHER ASSETS

(Amount in INR'000)

| Particulars | March 31, 2022 | March 31, 2021 |
|--------------------------------------|----------------|----------------|
| Non Current | | |
| Payment of Taxes (Net of Provisions) | 182.62 | 130.23 |
| Total | 182.62 | 130.23 |

6. INCOME TAX

Major Components of income tax expense for the years ended March 31, 2022 and March 31, 2021 are as follows:

i. Income tax recognised in profit or loss (Amount in INR'000)

| Particulars | 2021-22 | 2020-21 |
|---|--------------|--------------|
| Current income tax charge | 31.70 | 29.30 |
| Adjustment in respect of current income tax of previous year | - | |
| Deferred tax | | |
| Relating to origination and reversal of temporary differences | - | - |
| Income tax expense recognised in profit or loss | 31.70 | 29.30 |

Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2022 and March 31, 2021

| | 2021-22 | 2020-21 |
|--|--------------|--------------|
| Accounting profit before income tax | 125.76 | 116.51 |
| Enacted tax rate in India | 25.17% | 25.17% |
| Income tax on accounting profits | 31.65 | 29.32 |
| Effect of | | |
| MAT provisions | | |
| Adjustment in respect of current income tax of previous year | 0.05 | -0.03 |
| Others | | |
| Tax at effective income tax rate | 31.70 | 29.30 |

7. SHARE CAPITAL

i. Authorised Share Capital

(Amount in INR'000)

| | Equity Share of INR 10 each | |
|-------------------------------------|-----------------------------|---------|
| | Number | Amount |
| At April 1, 2020 | 1,02,20,000 | 102,200 |
| Increase/(decrease) during the year | - | - |
| At March 31, 2021 | 1,02,20,000 | 102,200 |
| Increase/(decrease) during the year | - | - |
| At March 31, 2022 | 1,02,20,000 | 102,200 |

ii. Issued Capital

| | Number | Amount |
|---|----------------|--------------|
| Equity shares of INR 10 each issued, subscribed and fully paid | | |
| At April 1, 2020 | 500,000 | 5,000 |
| Issued during the period | - | - |
| At March 31, 2021 | 500,000 | 5,000 |
| Issued during the period | - | - |
| At March 31, 2022 | 500,000 | 5,000 |

iii. Reconciliation of shares outstanding at the beginning and at the end of the year

| | Number | Amount |
|------------------------------|---------|--------|
| At the Beginning of the year | 500,000 | 5,000 |
| Add: Equity shares issued | - | - |
| At the end of the year | 500,000 | 5,000 |

iii. Terms/rights attached to equity shares

The company has only one class of shares referred to as equity shares having par value of INR 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.

iv. The Company does not have any holding or subsidiary company.

v. Details of shareholders holding more than 5% shares in the company

| Name of the shareholder | As at March 31, 2022 | | As at March 31, 2021 | |
|--|----------------------|-----------|----------------------|-----------|
| | Number | % holding | Number | % holding |
| Equity shares of INR 10 each fully paid Mividha Investments Private Limited | 38,000 | 7.60% | 38,000 | 7.60% |

vi. Shares reserved for issue under options

None of the above shares are reserved for the issue under option/contract/commitments for sale of shares or disinvestment.

vii. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL

viii. Details of shares held by each promoter as on 31.3.2022 :

| Shares held by promoters at the end of the year | | | % Change during the year |
|---|---------------|-------------------|--------------------------|
| Promoter name | No. of shares | % of total shares | |
| 1. Ramavtar Soni | 21,079 | 4.22% | - |
| 2. Renu M. Soni | 21,019 | 4.20% | - |

Details of shares held by each promoter as on 31.3.2021 :

| Shares held by promoters at the end of the year | | | % Change during the year |
|---|---------------|-------------------|--------------------------|
| Promoter name | No. of shares | % of total shares | |
| 1. Ramavtar Soni | 21,079 | 4.22% | - |
| 2. Renu M. Soni | 21,019 | 4.20% | - |

8. OTHER EQUITY

Reserves and Surplus

(Amount in INR'000)

| Particulars | March 31, 2022 | March 31, 2021 |
|--------------------|----------------|-----------------|
| Securities Premium | 640.04 | 640.04 |
| Retained Earnings | 2450.12 | 2,356.07 |
| Total | 3090.16 | 2,996.11 |

(a) Securities Premium

(Amount in INR'000)

| Particulars | March 31, 2022 | March 31, 2021 |
|-------------------------|----------------|----------------|
| Opening balance | 640.04 | 640.04 |
| Add/(Less): Adjustments | - | - |
| Closing balance | 640.04 | 640.04 |

The amount received in excess of face value of the equity shares is recognised in Share Premium Reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

(b) Retained Earnings

(Amount in INR'000)

| Particulars | March 31, 2022 | March 31, 2021 |
|-------------------------|----------------|-----------------|
| Opening balance | 2356.07 | 2,268.86 |
| Net Profit for the Year | 94.06 | 87.21 |
| Closing balance | 2450.12 | 2,356.07 |

9. OTHER FINANCIAL LIABILITIES

(Amount in INR'000)

| Particulars | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| Current | | |
| Financial Liabilities at amortised cost | | |
| Payable for Expenses | 11.00 | 45.03 |
| Total | 11.00 | 45.03 |

10. OTHER LIABILITIES

(Amount in INR'000)

| Particulars | March 31, 2022 | March 31, 2021 |
|------------------------|----------------|----------------|
| Current | | |
| Statutory Liabilities* | 0.78 | 1.78 |
| Salary Payable | - | 7.50 |
| Total | 0.78 | 9.28 |

* Includes Professional Tax payable

11. REVENUE FROM OPERATIONS

| Particulars | 2021-22 | 2020-21 |
|----------------------------|----------------|-----------------|
| Sale of services | | |
| Service Charges - Software | 1656.33 | 1,360.37 |
| Total | 1656.33 | 1,360.37 |

12. OTHER INCOME

(Amount in INR'000)

| Particulars | 2021-22 | 2020-21 |
|------------------------------|---------------|---------------|
| Interest income on | | |
| Loans to others | 560.00 | 520.55 |
| Income Tax Refund | - | 10.97 |
| Sundry balances written back | - | 12.50 |
| Total | 560.00 | 544.02 |

13. EMPLOYEE BENEFITS EXPENSES

(Amount in INR'000)

| Particulars | 2021-22 | 2020-21 |
|---------------------|----------------|-----------------|
| Salaries, and Bonus | 1482.63 | 1,213.60 |
| Total | 1482.63 | 1,213.60 |

14. OTHER EXPENSES

(Amount in INR'000)

| Particulars | 2021-22 | 2020-21 |
|---|---------------|---------------|
| Selling, Administration and Other Expenses | | |
| Advertisement | 36.52 | 38.47 |
| Payments to auditors (Refer note below) | 13.98 | 11.80 |
| Legal and professional fees | 15.00 | 14.00 |
| Telephone and internet expenses | 11.95 | 6.42 |
| Travelling and conveyance expenses | 32.05 | 9.79 |
| Bank charges | 2.09 | 1.48 |
| Listing and other Fees | 428.05 | 402.63 |
| Demat Charges | 12.39 | 11.68 |
| General Expenses | 10.60 | 15.36 |
| Filing fees | 29.52 | 40.40 |
| Postage Charges | - | 1.22 |
| Office Upkeep & Maintenance | 13.20 | 3.50 |
| Webhosting and Maintenance Charges | 2.60 | 11.56 |
| Membership & Subscription | - | 5.97 |
| Total | 607.95 | 574.28 |

(a) Details of Payments to auditors

(Amount in INR'000)

| Particulars | 2021-22 | 2020-21 |
|-------------------|--------------|--------------|
| As auditor | | |
| Audit Fees | 13.98 | 11.80 |
| Total | 13.98 | 11.80 |

15. EARNINGS PER SHARE

(Amount in INR'000)

| Particulars | 2021-22 | 2020-21 |
|---|-----------------|-----------------|
| Basic and Diluted earnings per share (Face Value Per Share Rs. 10) | 0.19 | 0.17 |
| (a) Profit attributable to the equity holders of the company used in calculating basic earnings per share | | |
| | 94.06 | 87.21 |
| Adjustments for calculation of diluted earnings per share: | - | - |
| Profit attributable to the equity holders of the company used in calculating diluted earnings per share | 94.06 | 87.21 |
| (b) Weighted average number of shares used as the denominator | | |
| Weighted average number of equity shares used as the denominator in calculating basic earnings per share | 5,00,000 | 5,00,000 |
| Adjustments for calculation of diluted earnings per share: | - | - |
| Weighted average number of equity shares used as the denominator in calculating Diluted earnings per share | 5,00,000 | 5,00,000 |

16. COMMITMENTS AND CONTINGENCIES

(Amount in INR'000)

| Particulars | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| Contingent Liabilities | | |
| Claim against the company not acknowledged as debt | NIL | NIL |
| Commitments | NIL | NIL |

17. RELATED PARTY TRANSACTIONS

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Name of Related Party**Key Managerial Personnel (KMP)**

Krishan Kumar Rath - Managing Director
Rajesh Nawathe - Independent Director
Subrata Paul - Independent Director
Ravi Kumar Sheth - Independent Director
Poonam Relekar - Chief Financial Officer
Shonette Misquitta - Company Secretary

(ii) Transactions with Related Parties

The following transactions occurred with related parties

| Name | Nature of Relationship | Nature of Transaction | March 31, 2022 | March 31, 2021 |
|--------------------|--------------------------|-------------------------|----------------|----------------|
| Poonam Relekar | Key Managerial Personnel | Managerial Remuneration | 300.17 | 172.35 |
| Shonette Misquitta | Key Managerial Personnel | Managerial Remuneration | 480.00 | 390.68 |

(iii) Outstanding Balance of related parties

| Name of the party | Nature of Relationship | Particulars | March 31, 2022 | March 31, 2021 |
|-------------------|--------------------------|-------------|----------------|----------------|
| Poonam Relekar | Key Managerial Personnel | Loan Given | 20.00 | 4.00 |

(iv) Key Management Personnel Compensation

| | March 31, 2022 | March 31, 2021 |
|------------------------------|----------------|----------------|
| Short-term Employee Benefits | 780.17 | 563.30 |

(v) Loans and Advances granted either severally or jointly:

| Type of Borrower | Amount of loan of advance in the nature of loan outstanding | | | | Percentage to the total loans and advances in the nature of loans |
|-------------------------|---|---------------------------------------|------------------------------------|-----------------|---|
| | Opening Balance | Loan or advance given during the year | Repayment received during the year | Closing Balance | |
| (a) Repayable on Demand | - | - | - | - | - |
| Promoters | - | - | - | - | - |
| Directors | - | - | - | - | - |
| KMPs | 4.00 | 40.00 | 24.00 | 20.00 | 100% |
| Related Parties | - | - | - | - | - |

All the arrangements and transactions entered into by the company with related parties, during the financial year 2021-22 were in ordinary course of business and on arm's length price.

18. SEGMENT REPORTING

The Company is exclusively engaged in the business of software activities i.e development and sale of software primarily in India. As per Ind AS 108 "Operating Segments" there are no reportable operating segment applicable to the Company.

19. FINANCIAL RATIOS

| Sr No. | Particulars | March 31, 2022 | March 31, 2021 | % change | Remarks |
|--------|---------------------------------|----------------|----------------|----------|-----------------------|
| 1 | Current ratio | 78.07 | 16.95 | 360.73% | Liabilities Repayment |
| 2 | Debt- Equity Ratio | - | - | - | Not Applicable |
| 3 | "Debt Service "Coverage Ratio" | - | - | - | Not Applicable |
| 4 | Return on Equity Ratio | 1.17% | 1.10% | 6.64% | Not Applicable |
| 5 | Inventory Turnover Ratio | - | - | - | Not Applicable |
| 6 | Trade Receivable Turnover Ratio | - | - | - | Not Applicable |
| 7 | Trade Payable Turnover Ratio | - | - | - | Not Applicable |
| 8 | Net Capital Turnover Ratio | 1.83 | 1.57 | 16.17% | Not Applicable |
| 9 | Net Profit Ratio | 0.057 | 0.064 | -11.41% | Not Applicable |
| 10 | Return on Capital Employed | 1.55% | 1.46% | 6.69% | Not Applicable |
| 11 | Return on Investment | - | - | - | Not Applicable |

| Sr No. | Ratios | Numerator | Denominator | March 31, 2022 | | March 31, 2021 | |
|--------|---------------------------------|---|---|----------------|-------------|----------------|-------------|
| | | | | Numerator | Denominator | Numerator | Denominator |
| 1 | Current ratio | Current Assets | Current Liabilities | 919.32 | 11.78 | 920.17 | 54.30 |
| 2 | Debt- Equity Ratio | Total Debts (Including Government Grants) | "Total Equity"(Equity Share capital + Other equity-Revaluation Reserve-Capital Redepmtion Reserve)" | - | - | - | - |
| 3 | Debt Service Coverage Ratio | "Net Profit after taxes + Non-cash operating "expenses (i.e. depreciation and other amortizations + Interest)" | Finance cost+Lease repayment + principle repayment of long term borrowings during the period/year | - | - | - | - |
| 4 | Return on Equity Ratio | Net profit after tax - Exceptional items | "Average Total Equity"[Opening (Equity Share capital + Other equity-Revaluation Reserve-Capital Redepmtion Reserve)+Closing (Equity Share Capital+Other Equity-Revaluation Reserve-Capital Redepmtion Reserve))/2]" | 94.06 | 8,043.13 | 87.21 | 7,952.50 |
| 5 | Inventory Turnover Ratio | Cost of Goods Sold | Average Inventory (opening balance+ closing balance/2) | - | - | - | - |
| 6 | Trade Receivable Turnover Ratio | Revenue from operations | Average trade receivable (Opening balance + closing balance /2) | - | - | - | - |
| 7 | Trade Payable Turnover Ratio | Purchase of stock in trade and material consumed | Average trade payable (Opening balance + closing balance /2) | - | - | - | - |
| 8 | Net Capital Turnover Ratio | Revenue from operations | Working capital (Current asset - current liabilities) | 1,656.33 | 907.54 | 1,360.37 | 856.87 |
| 9 | Net Profit Ratio | Net profit after tax - Exceptional items | Revenue from operations | 94.06 | 1,656.33 | 87.21 | 1,360.37 |
| 10 | Return on Capital Employed | Profit Before interest, Tax & Exceptional item | Equity Share capital + Other equity-Revaluation Reserve-Capital Redepmtion Reserve + Total Debts (Including Government Grants) | 125.76 | 8,090.16 | 116.51 | 7,996.10 |
| 11 | Return on Investment | Interest Income on fixed deposits | Non current Investments + Fixed deposits with bank | - | - | - | - |

20. FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category

(Amount in INR'000)

| Particulars | Carrying Amount | | Fair Value | |
|------------------------------|-----------------|-----------------|-----------------|-----------------|
| | March 31, 2022 | March 31, 2021 | March 31, 2022 | March 31, 2021 |
| FINANCIAL ASSETS | | | | |
| Amortised cost | | | | |
| Loans | 7,000.00 | 7000.00 | 7,000.00 | 7,000.00 |
| Cash and cash equivalents | 856.51 | 434.67 | 856.51 | 434.67 |
| Other financial assets | 42.81 | 481.51 | 42.81 | 481.51 |
| Total | 7,899.32 | 7,916.18 | 7,899.32 | 7,916.18 |
| FINANCIAL LIABILITIES | | | | |
| Amortised cost | | | | |
| Other financial liabilities | 11.00 | 45.03 | 11.00 | 45.03 |
| Total | 11.00 | 45.03 | 11.00 | 45.03 |

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values for loans were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the Fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

Fair Value Measurement

Level 1 - Hierarchy includes financial instruments measured using quoted prices.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

21. FINANCIAL RISK MANAGEMENT

The company's activity expose it to market risk, liquidity risk and credit risk. The Company's management oversees the management of these risks and ensures that the company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk.

(i) Foreign currency risk

Currency risk is not material as the Company's primary business activities are within India and does not have significant exposure in foreign currency.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The management is responsible for the monitoring of the Company' interest rate position. Various variables are considered by the management in structring the Company's borrowings to achieve a reasonable and competitive cost of funding.

(iii) Other price risk

The Company is not exposed to other price risk.

(B) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, investments carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables and unbilled revenues.

Cash and Cash Equivalents and Bank Deposit

Credit Risk on cash and cash equivalent, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions who have been assigned high credit rating by international and domestic rating agencies.

(C) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's management is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

Liquidity Exposure as at 31st March, 2022

(Amount in INR'000)

| Particulars | < 1 year | 1-5 years | > 5 years | Total |
|------------------------------------|---------------|-----------------|-----------|-----------------|
| Financial Assets | | | | |
| Loans | 20.00 | 7,000.00 | - | 7,020.00 |
| Cash and Cash Equivalents | 856.51 | - | - | 856.51 |
| Other Financial Assets | 42.81 | - | - | 42.81 |
| Total Financial Assets | 919.32 | 7,000.00 | - | 7,919.32 |
| Financial Liabilities | | | | |
| Other Financial Liabilities | 11.00 | - | - | 11.00 |
| Total Financial Liabilities | 11.00 | - | - | 11.00 |
| | | | | |

Liquidity Exposure as at 31st March, 2021

(Amount in INR'000)

| Particulars | < 1 year | 1-5 years | > 5 years | Total |
|------------------------------------|---------------|-----------------|-----------|----------------|
| Financial Assets | | | | |
| Loans | 4.00 | 7,000.00 | - | 7,004.00 |
| Cash and Cash Equivalents | 434.67 | - | - | 434.67 |
| Other Financial Assets | 481.51 | - | - | 481.51 |
| Total Financial Assets | 920.18 | 7,000.00 | - | 7920.18 |
| Financial Liabilities | | | | |
| Other Financial Liabilities | 45.03 | - | - | 45.03 |
| Total Financial Liabilities | 45.03 | - | - | 45.03 |

22. CAPITAL MANAGEMENT

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The company includes within debt, trade and other payables, less cash and cash equivalents.

(Amount in INR'000)

| Particulars | March 31, 2022 | March 31, 2021 |
|---------------------------------|-----------------|-----------------|
| Other payables | 11.00 | 45.00 |
| Less: cash and cash equivalents | (856.51) | (434.67) |
| Net Debt | (845.51) | (389.67) |
| Equity Share Capital | 5,000.00 | 5,000.00 |
| Other Equity | 3,090.16 | 2,996.10 |
| Total Capital | 8,090.16 | 7,996.10 |
| Capital and net debt | 7,244.65 | 7,606.43 |
| Gearing ratio | (11.67) | (5.12) |

23. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED 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.

| Particulars | March 31, 2022 | March 31, 2021 |
|---|----------------|----------------|
| i) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act: | | |
| Principal | - | - |
| Interest | - | - |
| ii) The amount of interest paid by the buyer in terms of Section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year. | - | - |
| iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act. | - | - |
| iv) The amount of interest accrued and remaining unpaid at the end of each accounting year | - | - |
| v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006 | - | - |

24. DISCLOSURES REQUIRED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

| Name of the Party | Purpose | Rate of interest (F.Y.2021-2022) | Rate of interest (F.Y.2020-2021) | March 31, 2022 | March 31, 2021 |
|--|----------|-------------------------------------|-------------------------------------|----------------|----------------|
| Loans Heritage Marble Private Limited | Business | 8.00% | 8.00% | 7,000.00 | 7,000.00 |

25. STATUTORY DISCLOSURES

- i) The Company does not have any Property, Plant and Equipment and Intangible Asset, thus the reconciliation between gross and carrying amount at the beginning and at the end of reporting period of tangible and intangible is not applicable.
- ii) The Company does not have any Trade receivables and Trade Payables as at the reporting date, thus the disclosure of ageing schedule for both current and non current is not applicable to the company.
- iii) The Company does not have any borrowings from banks and financial institutions that are used for any other purpose other than the specific purpose for which it was taken at the reporting balance sheet date.
- iv) The company does not have any immovable properties held in name of the company, therefore the disclosures regarding the title deeds which are not held in the name of the company is not applicable to the company.
- v) The company does not have any Property, Plant and Equipment and hence the disclosure of revaluation by registered valuer is not applicable to company.
- vi) The company does not have any Intangible Asset and hence the disclosure of revaluation by registered valuer is not applicable to company.
- vii) The Company does not have any investment property during the reporting period, therefore the disclosure regarding the fair value of investment property is not applicable to the company.
- viii) The Company does not have any Loans or Advances in the nature of loans granted to Promoters, Directors, KMPs and the related parties, either severally or jointly with other person, therefore the disclosure related to those are not applicable to company.
- ix) The Company does not have any Capital work in progress, thus the ageing schedule and completion schedule disclosure is not applicable to the company.
- x) The Company does not have any Intangible assets under development, thus the disclosures related to ageing and completion schedule is not applicable to company.
- xi) The company does not have any borrowing from banks or financial institutions on the basis of security of current assets, therefore the said disclosure is not applicable to the company.
- xii) No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- xiii) The Company is not declared as a wilful defaulter by any bank or financial institution or other lender during the any reporting period.
- xiv) The Company has not identified any transactions or balances in any reporting periods with companies whose name is struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- xv) There is no charge or satisfaction yet to be registered with ROC beyond the statutory period by the company.
- xvi) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- xvii) There are no schemes or arrangements which have been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the reporting period.
- xviii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: "(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or "(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

xix) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:“(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or“(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

xx) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

xxi) The Company is not covered under section 135 of the Companies Act, 2013. Hence, disclosures related to CSR activities are not applicable.

xxii) The Company has not traded or invested in Crypto currency or Virtual Currency during reporting period.

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

Significant Accounting Policies and Notes forming part of the Financial Statements 1 to 26

As per our report of even date attached

For Desai Saksena & Associates

Chartered Accountants

F.R. No. 102358W

(Dr. S.N. Desai)

Partner

M No.032546

UDIN : 22032546AMXKSM1738

For and on behalf of the Board of Directors

Krishan Kumar Rathi

Managing Director

DIN : 00156061

Subrata Paul

Director

DIN : 07139577

Shonette Misquitta

Company Secretary

Poonam Relekar

Chief Financial Officer

Place : Mumbai

Date : 30/05/2022

Place : Mumbai

Date : 30/05/2022

OMEGA INTERACTIVE TECHNOLOGIES LIMITED
Form No. MGT-11
PROXYFORM

[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, 4th Floor, Vaastu Darshan, "B" Wing, Azad Road, Andheri (East), Mumbai – 400 069

Phone : 022-61919200

E-mail : omegainteractive.technologies@gmail.com; Website:www.omegainteractive.net

Name of the Member(s): _____

Registered address _____

E-mail ID: _____ Folio No./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, here by appoint :

1. Name: _____

E-mail ID : _____

Address: _____

Signature: _____ or failing him/her

2. Name: _____

E-mail ID : _____

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 28th Annual General Meeting of the Company to be held on Friday, 30th September, 2022 at 4.30 P.M. at 402, 4th Floor, Vaastu Darshan, "B" Wing, Azad Road, Andheri (East), Mumbai -400069, Maharashtra and at any adjournment thereof in respect of such resolutions and in such manner as is indicated below:

Reso No. Description For Against

ORDINARY BUSINESS:

| | For | Against |
|---|--------------------------|--------------------------|
| 1) To receive, consider and adopt the Audited financial statements of the Company which includes the Audited Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2) To appoint a director in place of Mr. Krishan Kumar Rathi (DIN: 00156061), who retires by rotation and being eligible offers himself for re-appointment. | <input type="checkbox"/> | <input type="checkbox"/> |
| 3) To appoint M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai as Statutory Auditors for another term of 5(Five) years. | <input type="checkbox"/> | <input type="checkbox"/> |
| 4) Adoption of New set of Articles of Association as per the Companies Act, 2013 | <input type="checkbox"/> | <input type="checkbox"/> |
| 5) Adoption of New set of Memorandum of Association as per the Companies Act, 2013. | <input type="checkbox"/> | <input type="checkbox"/> |

Signed this day of _____ 2022.

Note:

Proxy need not be a member, Proxy form, complete in all respects, should reach the Company's Registered Office at 402, 4th 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 _____ Signature of Proxy holder _____

Affix
Revenue Stamp
of Re. 1/-

ATTENDANCE SLIP

REGISTERED OFFICE—402, 4th Floor, VaastuDarshan, “B” Wing,
Azad Road, Andheri (East), Mumbai – 400 069.

CIN: L67120MH1994PLC077214 Phone: 022-61919200

E- mail: omegainteractive.technologies@gmail.com Website: www.omegainteractive.net

TWENTY EIGHTH ANNUAL GENERAL MEETING ON FRIDAY, 30TH SEPTEMBER, 2022

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 electronic form.

I hereby record my presence at the 28th Annual General Meeting held on Friday, 30th September, 2022
at 402, 4th Floor, VaastuDarshan “B” Wing, Azad Road, Andheri (East), Mumbai – 400 069 at 4:30 P.M.

SIGNATURE OF THE SHARE HOLDER/PROXY

ROUTE MAP TO REACH AGM VENUE

Twenty Eighth Annual General Meeting of the Company to be held on Friday, 30th September, 2022 at 4.30 P.M.
Venue Address : 402, 4th Floor, Vaastu Darshan, "B" Wing, Azad Road, Andheri (East), Mumbai – 400 069

