

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

**20TH ANUAL REPORT 2013 – 2014**

**BOARD OF DIRECTORS**

1. Renu Soni
2. K. K. Rathi
3. Rajesh Nawathe

**AUDITOR**

M/s. Sampat Mehta & Associates  
Chartered Accountants

**COMPANY SECRETARY**

CS Lalita Lath

**BANKERS**

**Axis Bank Limited**

New Marine Lines Branch,  
Court Chambers,  
35, Sir Vithaldas Thackersey Marg,  
New Marine Lines,  
Mumbai - 400 020.

**SHARE TRANSFER AGENT**

**M/s. LINK INTIME INDIA PRIVATE LIMITED**

Unit : [Omega Interactive Technologies Limited]  
C/13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup [West], Mumbai – 400 078.

**REGISTERED OFFICE ADDRESS**

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

Vaastu Darshan – “B”, 3<sup>rd</sup> Floor, Azad Road,  
Andheri (East), Mumbai – 400 069

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the Twentieth Annual General Meeting of the members of **OMEGA INTERACTIVE TECHNOLOGIES LIMITED** will be held on Tuesday, 30<sup>th</sup> September, 2014 at 4.00 P. M. at Vaastu Darshan - "B", 3<sup>rd</sup> Floor, Azad Road, Andheri (East), Mumbai – 400 069 to transact, with or without modification(s) the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as on that date together with the Reports of the Directors and Auditors thereon.
2. To re-appoint, Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM and to fix their remuneration and to pass the following as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other relevant provisions of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Sampat Mehta & Associates, Chartered Accountants having firm Registration No. 109038W, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the third consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Auditors and the Board of Directors.

### **SPECIAL BUSINESS:**

3. As An **Ordinary Resolution:**  
**"RESOLVED THAT,** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Krishan Kumar Bhajanlal Rathi (DIN : 00156061), Director of the Company who retires by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from April 1, 2014 to March 31, 2019, not liable to retire by rotation."
4. As An **Ordinary Resolution:**  
**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajesh Srinivwas Nawathe (DIN : 01201350), Director of the Company who retires by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from April 1, 2014 to March 31, 2019, not liable to retire by rotation.

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

**RENU M. SONI  
(DIN:- 02651979)  
DIRECTOR**

**REGISTERED OFFICE :**  
308, MAKER BHAWAN NO. III,  
21, NEW MARINE LINES, MUMBAI – 400 020.

**DATE : 30<sup>th</sup> MAY, 2014.**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 27/09/2014 to 29/09/2014 (both days inclusive).
4. 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.
5. 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.
6. The Company has listed its shares on Stock exchange of Mumbai and Cochin .
7. a. The Company has appointed M/s. LINK INTIME INDIA PRIVATE LIMITED as Common Registrar & Transfer Agent of the Company for physicals as well as demat mode of transfers. Members are therefore requested to send their grievances to them for early disposal at the address given below.  
b. 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 below 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.

M/s. LINK INTIME INDIA PRIVATE LIMITED  
Unit : [Omega Interactive Technologies Limited]  
C/13, Pannalal Silk Mills Compound, LBS Marg,  
Bhandup [West], Mumbai – 400 078.  
Tel: 022-2596 3838, Fax: 022-2594 6962.  
Email id : mumbai@linkintime.co.in

8. All documents referred to in the Notice are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.
9. 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.
10. Members who are holding shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
11. 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.
12. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with the Depository Participant to enable us to send you the quarterly reports and other communications via email.

**13. Voting through electronic means**

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- (i) The Notice of the 20th AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. Initial password is provided as below /at the bottom of the Attendance Slip for the 20th AGM:  
**EVEN (E Voting Event Number) USER ID PASSWORD/PIN**
- (ii) NSDL shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their email address, can use the details as provided above.
- (iii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iv) Click on Shareholder – Login

- (v) Put user ID and password as initial password noted in step (i) above. Click Login.
  - (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
  - (viii) Select "EVEN" of Omega Interactive Technologies Limited
  - (ix) Now you are ready for e-Voting as Cast Vote page opens
  - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed
  - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote
  - (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail nestle-scrutinizer@gmail.com or nestle-evoting@in.nestle.com with a copy marked to evoting@nsdl.co.in.
- I. 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
  - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - IV. The e-voting period commences on September 25, 2014 (9:00 am) and ends on September 26, 2014 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 29, 2014, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - V. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, 29th August, 2014.
  - VI. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 29th August, 2014, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
  - VII. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - VIII. The Results shall be declared on or after the 20th Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.nestle.in](http://www.nestle.in) and on the website of NSDL within two(2) days of passing of the resolutions at the 20th Annual General Meeting of the Company on 30th, September 2014 and communicated to the BSE Limited & Cochin Stock Exchange Ltd.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Sundays between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of the 20th Annual General Meeting of the Company.

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

**RENU M. SONI  
(DIN:- 02651979)  
DIRECTOR**

**REGISTERED OFFICE :**  
308, MAKER BHAWAN NO. III,  
21, NEW MARINE LINES,  
MUMBAI – 400 020.

**DATE : 30<sup>th</sup> MAY, 2014.**

## ANNEXURE TO THE NOTICE

### Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act,2013

#### Item 3 to 4

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. Krishan Kumar Bhajanlal Rathi and Mr. Rajesh Srinivwas Nawathe, Independent Directors retire at the ensuing AGM. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five consecutive years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In the transition to the Companies Act, 2013, which is effective 1<sup>st</sup> April, 2014, those Independent Directors who have already served for ten or more years will serve for a maximum period of one term of five years. This is consistent with the provisions of Companies Act, 2013. In effect, the transition will be managed by re-appointing such Independent Directors for a period of one more term that does not exceed five years. With the above changes, the Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by the provisions of Companies Act, 2013.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Krishan Kumar Bhajanlal Rathi and Mr. Rajesh Srinivwas Nawathe, being eligible, offer themselves for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mr. Krishan Kumar Bhajanlal Rathi and Mr. Rajesh Srinivwas Nawathe, as Independent Directors on the Board of the Company for one term of five consecutive years commencing from April 1, 2014. A brief profile of proposed Independent Directors, including nature of their expertise, is provided at elsewhere in this Annual Report.

Notices have been received from Members under Section 160 of the Act proposing candidature of the above Directors for the office of Independent Director of the Company. In the opinion of the Board Mr. Krishan Kumar Bhajanlal Rathi and Mr. Rajesh Srinivwas Nawathe, fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company.

The Company has received from each of them (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that they meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

#### LISTING REQUIREMENTS:

As required under the Listing Agreement, the particulars of Directors who are proposed to be appointed / reappointed are as given below:

- |                |   |                                   |
|----------------|---|-----------------------------------|
| 1) Name        | : | Mr. Krishan Kumar Bhajanlal Rathi |
| Age            | : | 55(14.06.1959)                    |
| Qualifications | : | B.Com.                            |

Mr. Krishan Kumar Bhajanlal Rathi is associated with the Company since 24th September, 2009. He has expertise in Financial matters and Management

## OTHER DIRECTORSHIPS

S.No.	Name of the Company	Designation
1)	ISHWARDAS CLEARING AGENCY PRIVATE LIMITED	Director
	Outside Committee Memberships : NIL	
	Outside Audit Committee Member : NIL	
	Outside Shareholders Grievance Committee Member : NIL	
	Remuneration Committee Member : NIL	
	No. of shares held in the Company : NIL	

2)	Name Mr. Rajesh Srinivwas Nawathe	
	Age : 53 (22.07.1961)	
	Qualifications : B.Com.,	
	Mr .Rajesh Srinivwas Nawathe is associated with the Company since 24th September, 2009. He has expertise in Financial matters and Management	

Sr No.	Name of the Company	Designation
1.	TANTRASOFT SOLUTIONS (INDIA) PRIVATE LIMITED	Director
2.	ASHCO NIULAB INDUSTRIES LIMITED	Director
3.	SHARDA CAPSEC LIMITED.	Director
	Outside Committee Memberships : 1	
	Outside Audit Committee Member : 1	
	Outside Shareholders Grievance Committee Member : NIL	
	Remuneration Committee Member : 1	
	No. of shares held in the Company : NIL	

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

RENU M. SONI  
(DIN:- 02651979)  
DIRECTOR

REGISTERED OFFICE :  
308, MAKER BHAWAN NO. III,  
21, NEW MARINE LINES,  
MUMBAI – 400 020.

DATE : 30<sup>th</sup> MAY, 2014.

**DIRECTORS' REPORT**

To,  
The Shareholders,

Your Directors have great pleasure in presenting the 20<sup>th</sup> Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2014.

**FINANCIAL RESULTS :**

<b>Particulars</b>	<b>2013-2014(Rupees)</b>	<b>2012-2013(Rupees)</b>
Total Income	<b>7,20,626</b>	6,57,291
<b>Profit before tax</b>	<b>1,21,177</b>	2,37,586
Less : <b>Tax expense :</b>		
- Current tax	<b>23,100</b>	45,300
- Deferred tax	-	-
- Earliers Years	-	-
<b>Profit for the year</b>	<b>98,077</b>	1,92,286

**OPERATIONS :**

During the year your company has earned profit after tax of Rs.0.98 lacs against a profit after tax of Rs.1.92 lacs in the previous year. Your Directors are hopeful to achieve the better result in the current year.

**DIVIDEND :**

Due to carry forward losses, your Board has decided not to recommend any dividend for the year ended 31<sup>st</sup> March, 2014.

**FIXED DEPOSITS :**

Your Company has not accepted any deposit during the year within the meaning of section 58A of the Companies Act, 1956 from Public and the rules made there under.

**BOARD OF DIRECTORS :**

As per Section 149(10) of the Companies Act, 2013, Independent Directors are required to be appointed for a term of 5 consecutive years and can be reappointed for a maximum of two terms. They shall not be liable to retire by rotation. Accordingly, resolutions proposing appointment of the Independent Directors form part of the Notice of the AGM.

Mr. Krishan Kumar Bhajanlal Rathi and Mr. Rajesh Srinivwas Nawathe are being reappointed as Independent Directors, not liable to retirement by rotations for a terms of 5 consecutive years. The necessary resolutions are placed for the approval of the Members.

**DIRECTORS RESPONSIBILITY STATEMENT :**

**Pursuant to Section 217(2AA) of the Companies Act, 1956 the Directors confirm that :**

1. In the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
2. Appropriate policies have been selected and applied consistently and judgments and estimates wherever made 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 year;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis.

**CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE :**

Separate notes on Corporate Governance and Management Discussion and Analysis Report are made part of this Annual Report. A Certificate from a Firm of Practicing Company Secretaries certifying compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this Report.



**SECRETARIAL COMPLIANCE CERTIFICATE :**

Pursuant to provisions of Section 383A of the Companies Act, 1956 and the rules made there under, the Company has obtained a Secretarial Compliance Certificate from Lalitha Lath, Company Secretaries. The same is attached herewith.

**AUDITORS :**

Your Company's Auditors, M/s. Sampat Mehta & Associates,, retire at the ensuing AGM and, being eligible, have offered themselves for re-appointment. The Board, on the recommendation of the Audit Committee, has recommended the re-appointment of M/s. Sampat Mehta & Associates for a period of 3 (Three) years in accordance with Section 139 of the Companies Act, 2013. Appropriate resolution seeking your approval to the said re-appointment is appearing in the Notice convening the 20<sup>th</sup> AGM of the Company.

**AUDITORS' OBSERVATIONS :**

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

**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION :**

As there were no major business activities during the year under review, the requisite information with regard to the conservation of energy, technology absorption (Disclosures of Particulars in the report of Board of Directors) Rules is irrelevant/not applicable to the Company during the year under review, the same are not reported.

**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

There is no Foreign Exchange Earnings & Outgo during the year.

**PARTICULARS OF EMPLOYEES :**

There are no employees as required under section 217(2A) of the Companies Act, 1956.

**LISTING AGREEMENT REQUIREMENTS :**

Shares of the Company are listed on Stock Exchange of Mumbai and Cochin. The Company is regular in payment of listing fees.

**BUY-BACK OF SHARES :**

There was no buy-back of shares during the year under review.

**ACKNOWLEDGMENT :**

Your Directors place on record their sincere appreciation to the Company's shareholders, customers, suppliers, bankers and distributors for the support they have given to the Company and the confidence, which they have reposed in its management and the employees for the commitment and dedication shown by them.

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

**RENU M. SONI  
(DIN:- 02651979)  
DIRECTOR**

**REGISTERED OFFICE :**

308, MAKER BHAWAN NO. III,  
21, NEW MARINE LINES,  
MUMBAI – 400 020.

**DATE : 30<sup>th</sup> MAY, 2014.**

## ANNEXURE I TO DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2014

### REPORT ON CORPORATE GOVERNANCE :

#### Corporate Governance and Statement On Company's philosophy on Code of Governance.

#### 1. COMPANY'S PHILSOPHY :

Omega Interactive Technologies Limited aims at ensuring high ethical standards in all areas of its business operations to enhance its stake holder's value.

#### 2. BOARD OF DIRECTORS :

The Company presently has three Directors. Mr. Krishan Kumar Bhajanlal Rathi and Mr. Rajesh Srinivwas Nawathe are Independent, Non Executive Directors and are professionals with expertise and experience in general corporate management, finance and other allied fields. and Mrs. Renu M Soni is Executive Director.

As per clause 49 of the Listing Agreement, if the Chairman is the Non Executive at least one third of the Board should consist of Independent Directors. In case of Omega Interactive Technologies Limited, Mr. Krishan Kumar Bhajanlal Rathi and Mr Rajesh Srinivwas Nawathe are Independent and Non Executive Directors which is very much in Compliance of the Listing Agreement.

The details of composition of the Board, Category, attendance of directors at board meetings and last Annual General Meeting, number of other directorships and other committee memberships are given below:

Name of Director	Designation	Category	No. of Board Meeting attended	Attended last AGM	No. of Other Directorships Held		Outside Committee Position held	
					Public	Private	Public	Private
Mr. Krishan Kumar Bhajanlal Rathi	Director	INE	5	YES	—	1	—	—
Mr. Rajesh Srinivwas Nawathe	Director	INE	5	YES	2	1	—	—
Mr. Renu Mahesh Soni	Director	ED	5	YES	—	1	—	—

NEID stands for Non Executive and Independent Director.

ED stands for Executive Director.

During the year under review the Board of Directors of the company met 5 times on 31st May, 2013, 20th June, 2013, 13th August, 2013, 14th November, 2013 and 14th February, 2014.

Detailed Agenda is circulated / sent to the members of the Board in advance. The Board deliberates and decides on all the topics / matters including those suggested in the Listing Agreement, as and when the requirement arises.

#### 3. AUDIT COMMITTEE :

The total strength of the Audit Committee is three. The said committee was constituted to exercise powers and discharge functions as stipulated in Clause 49 of the Listing Agreement, and other relevant statutory and regulatory provisions. The Chairman of the Audit Committee is an Independent/Non Executive Director, and the other two members i.e Mr. Rajesh Srinivwas Nawathe is also Non-Executive / Independent Directors and Mrs. Renu Mahesh Soni is Executive Director.

During the relevant financial year, Four Audit Committee Meetings were held on 31<sup>st</sup> May, 2013, 13<sup>th</sup> August, 2013, 14<sup>th</sup> November, 2013 and 14<sup>th</sup> February, 2014

The constitution of the Committee as on 31st March, 2014 and the attendance of each member of the Committee is given below.

Name of the Members	Status	No. of Meetings Attended
Mr. Krishan Kumar Rathi	Chairman	4
Mr. Rajesh Srinivwas Nawathe	Member	4
Mrs. Renu M. Soni	Member	4

#### 4. REMUNERATION COMMITTEE

The Directors have decided that till the financial crisis is sorted / solved, they will not draw any remuneration from the Company. So the Remuneration Committee was not set up during the year under review.

**5. SHARE HOLDERS GRIEVANCE/ SHARE TRANSFER COMMITTEE (NOW KNOWN AS STAKEHOLDERS RELATIONSHIP COMMITTEE)**

**Share Holder's Grievance Committee**

The total strength of the Committee is three. The said committee was constituted to exercise powers and discharge functions related to Shareholders grievances and related matters. The Chairman of the Stakeholders Relationship Committee is an Independent/Non Executive Director, and of the other one of the member is non Executive Independent Director and other is Executive Director.

During the relevant financial year, four Committee Meetings were held on 31st May, 2013, 13th August, 2013, 14th November, 2013 and 14<sup>th</sup> February, 2014:-

The Company did not receive any Complaints from Shareholders during the year. The constitution of the Committee as on today is as under:

<b>Name of the Members</b>	<b>Status</b>	<b>No. of Meetings Attended</b>
Mr. Krishan Kumar Rathi	Chairman	4
Mr. Rajesh Srinivas Nawathe	Member	4
Mrs. Renu M. Soni	Member	4

**6. GENERAL BODY MEETINGS:**

The last three Annual General Meetings were held as under:

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>
31 <sup>st</sup> March, 2011	29 <sup>th</sup> August, 2011	2.00 p.m.	Registered Office
31 <sup>st</sup> March, 2012	29 <sup>th</sup> September, 2012	4.00 p.m.	3 <sup>rd</sup> Floor, Vaastu Darshan,B – Wing, Azad Road, Andheri (East),Mumbai – 400 069.
31 <sup>st</sup> March, 2013	30 <sup>th</sup> September, 2013	4.00 pm	3 <sup>rd</sup> Floor, Vaastu Darshan,B – Wing, Azad Road, Andheri (East),Mumbai – 400 069.

The Company has neither used Postal Ballot nor passed any special resolutions during the last three years, and there was no Extra Ordinary General Meeting of the members of the Company during the relevant period.

**7. DISCLOSURES:**

1. There were no transactions of material nature other than reported under "Related Party Disclosures" that have been entered into by the Company with the promoters, directors, their relatives and the management and in any Company in which they are interested, that may have potential conflict with the interest of the Company.

2. Details on the use of proceeds from public issues, right issues, preferential issues etc. NIL

Details of non-compliances, penalties etc. imposed on the Company by SEBI or Stock Exchange or any other statutory authority on any matter related to capital market, during the last three years:

The Company has not complied in strict sense with the requirements of the Stock Exchange, SEBI, and other Statutory Authorities on all matters relating to Capital Markets during the last three years.

**8. MEANS OF COMMUNICATION:**

The Company informs the quarterly / half yearly / annual results to the Stock Exchanges. The Management Discussion and Analysis is a part of the Annual Report.

**9. GENERAL SHAREHOLDERS INFORMATIONS :**

ANNUAL GENERAL MEETING	:	20 <sup>th</sup> Annual General Meeting.
DAY & DATE	:	30 <sup>th</sup> September, 2014.
TIME	:	4.00 p.m.
VENUE	:	Vaastu Darshan – "B", 3 <sup>rd</sup> Floor, Azad Road, Andheri (East), Mumbai 400 069.
<b>a) Date of Book Closure</b>	:	27/09/2014 to 29/09/2014 [Both days inclusive].
<b>b) Listing on Stock Exchanges</b>	:	The Stock Exchange of Mumbai. and Cochin
<b>c) Listing Fees</b>	:	Listing fees for both Exchanges has been paid.
<b>d) Stock code (BSE)</b>	:	511644
<b>e) ISIN No.</b>	:	INE113B01029

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

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**f) Share price movements:**

There was no trading of the scripts at the Stock Exchange(s) during the year. The data regarding the price movements are not available, and the management is unable to provide the statement showing the monthly high and low price of the script of the Company as required in the Listing Agreement.

**g) DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2014 :**

No. of Equity Shares held	No. of Shareholders	No. of Shares held	% of Equity Capital
Upto 500	3282	1,29,669	25.93
500-1000	45	33,108	6.62
1001-2000	17	24,356	4.87
2001-3000	3	7,118	1.42
3001-4000	6	21,180	4.24
4001-5000	7	33,071	6.62
5001-10000	9	73,291	14.66
10001 & above	9	1,78,207	35.64
<b>Total</b>	<b>3378</b>	<b>50,00,000</b>	<b>100.00</b>

**SHAREHOLDING PATTERN AS ON MARCH 31, 2014 :**

Category	No. of shares held	% of shareholding
Indian Promoters	42,098	8.42
Private Bodies Corporate	1,46,405	29.28
Mutual Funds/Financial Institutions	90	0.02
Indian Public	2,79,371	55.87
NRI/OCBs	13,955	2.79
Others	18,081	3.62
<b>Total</b>	<b>5,00,000</b>	<b>100.00</b>

**H) Dividend:**

The Company has not proposed / declared any dividend during the year.

**i) Share Transfer System :**

Share Transfer Requests are received at the registered office of the Company as well as directly at RTAs office. RTA does the verification and processing of documents. In order to comply with the requirements of SEBI Circular Nos. CIR/MIRSD/8/2012 dated July 5, 2012 to effect transfer of shares within 15 days, the RTA has been authorised to process, approve and effect transfer of shares on behalf of the Company at fortnightly intervals. The share certificates duly endorsed for transfer are returned to shareholders within stipulated time of 15 days.

**j) FINANCIAL CALENDAR :**

- \* Financial reporting for the quarter ended June 30, 2014 : Mid of August, 2014.
- \* Financial reporting for the quarter ended Sept.30, 2014 : Mid of November, 2014.
- \* Financial reporting for the quarter ended Dec. 31, 2015 : Mid of February, 2015.
- \* Financial reporting for the Year ended March 31, 2015 : Audited by May 31, 2015.

**k) Address for correspondence with the Company :****OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

Vaastu Darshan – “B”, 3<sup>rd</sup> Floor, Azad Road,  
Andheri (East), Mumbai – 400 069

**l) Correspondence Address Share Transfer Agents :****M/s. LINK INTIME INDIA PRIVATE LIMITED**

Unit : [Omega Interactive Technologies Limited]  
C/13, Pannalal Silk Mills Compound, LBS Marg, Bhandup [West], Mumbai – 400 078.  
Tel: 022-2596 3838, Fax: 022-2594 6962.  
Email id : mumbai@linkintime.co.in

**m) Dematerialization of shares & liquidity :**

As on March 31, 2014, a total of 4,49,076 Equity Shares representing 89.81 % of the paid up capital of the Company were held in dematerialized form with CDSL.

**10) COMPLIANCE WITH NON MANDATORY REQUIREMENT :**

The Company has complied with all mandatory requirement of Clause 49 of the Listing Agreement with the Stock Exchange and has implemented the following non mandatory requirements:

**i) AUDIT QUALIFICATION:**

It is always the companies endeavor to present unqualified financial statements. There are no audit qualifications in the Company's financial statement for the year under review.

**ii) TRAINING OF BOARD MEMBERS:**

Directors are fully briefed about all business related matters risks assessment market conditions of the product manufactured by the Company, competition and new initiative proposed by the Company.

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

**RENU M. SONI  
(DIN:- 02651979)  
DIRECTOR**

**Place : Mumbai  
DATE : 30<sup>th</sup> MAY, 2014**

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**DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT**

In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges, I, Krishan Kumar Bhajanlal Rathi , Director, hereby declare that the Board Members and the Senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this Report, as laid down by the Board of Directors.

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

**RENU M. SONI (DIN:- 02651979)  
DIRECTOR**

**Place : Mumbai  
DATE : 30<sup>th</sup> MAY, 2014**

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**CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON CORPORATE GOVERNANCE**

To,  
The Members of  
**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

We have examined the compliance of the conditions of Corporate Governance by Omega Interactive Technologies Limited for the year ended 31<sup>st</sup> March, 2014, as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges. The Compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of Corporate Governance. It is neither an audit nor an expression on the financial statements of the Company.

In our opinion and to the best of our information, and according to the explanations given to us, we certify, that the Company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned listing agreement. We state that majority of the investor grievances, if any, were attended within one month as per maintained by the Company. We further state that such compliance is neither as assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**[CS LALITA LATH]  
Practising Company Secretary  
ACS: 16854; COP: 5310:  
PLACE : MUMBAI  
DATE : 30<sup>th</sup> MAY, 2014**

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**CERTIFICATE BY CHIEF EXECUTIVE OFFICER**

As required by the Clause 49 of the Listing Agreement., I hereby certify that:

- (a) I have reviewed Financial Statements and the Cash Flow Statement for the financial year ended 31<sup>st</sup> March, 2014 and to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee that:
  - (i) There have been no significant changes in internal control over financial reporting during the year;
  - (ii) There have been no significant changes in accounting policies during the year; and
  - (iii) There are no frauds during the year.

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

**RENU M. SONI  
(DIN:- 02651979)  
DIRECTOR**

**Place : Mumbai  
DATE : 30<sup>th</sup> MAY, 2014**

## MANAGEMENT DISCUSSION AND ANALYSIS

### 1. INDUSTRY STRUCTURE AND DEVELOPMENTS :

As of now the Company is not engaged in any activity and the management is looking for a right opportunity to make the Company operational.

### 2. OVERALL REVIEW :

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

### 3. RISK AND CONCERNS :

The Company's future development will depends on when the Company becomes operational.

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

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

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

During the year under review, the Company did not carry out any activity.

### 6. 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.

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

**RENU M. SONI  
(DIN:- 02651979)  
DIRECTOR**

**Place : Mumbai  
DATE : 30<sup>th</sup> MAY, 2014.**

## INDEPENDENT AUDITOR'S REPORT

### To the Members of OMEGA INTERACTIVE TECHNOLOGIES LIMITED

#### Report on the Financial Statements

1. We have audited the accompanying financial statements of **OMEGA INTERACTIVE TECHNOLOGIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2014, and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

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

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13 September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness for the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon give the information required by the Act, in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:
  - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2014;
  - (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date and;
  - (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by Section 227(3) of the Act, we report that :
  - (a) we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
  - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) Except for the effects of the matters described in the basis of modified opinion paragraph, in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013; and
  - (e) on the basis of the written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For **Sampat Mehta & Associates**  
Chartered Accountants  
Firm's Registration No: 109038W

Place : Mumbai  
DATE : 30<sup>th</sup> MAY, 2014

**SANJIV JHAVERI**  
Partner  
Membership No: 038945



**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

**ANNEXURE IN TERMS OF PARA 1 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF OMEGA INTERACTIVE TECHNOLOGIES LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014.**

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets and we are informed that no material discrepancies were noticed by the management on such verification.
- (c) The Company has not disposed off a substantial portion of fixed assets during the year.
- (ii) (a) The Company has not granted/taken unsecured loan to/from parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (iii) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regards to providing of services. During the course of our audit, we have not observed any major weaknesses in internal controls systems.
- (iv) According to the information and explanations given to us and as per the written confirmation given to us and as per the tests conducted by us, we are of the opinion that there are no contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public and consequently the provisions of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable. To the best of our knowledge and according to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- (vii) We are informed by the Management that the Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 for any of the products of the Company.
- (viii) (a) In our opinion and according to the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund dues, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues which are applicable to it.
- (b) According to the information and explanations given to us, the following are the disputed amounts which are in arrears, as at 31<sup>st</sup> March 2014 for a period of more than six months from the date they became payable

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

- (x) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the no funds raised on short-term basis have been used for long-term investment.
- (xi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.
- (xii) In our opinion, the provisions of clauses ii, xi, xii, xiii, xiv, xv, xvi, xviii, xix, xx of para 4 of the aforesaid Order are not applicable to the Company for the year under report.

For **SAMPAT MEHTA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
 Firm No. 109038 W

**(CA SANJIV JHAVERI)**  
**PARTNER**  
 M. No. 38945

**PLACE : MUMBAI**  
**DATE : 30<sup>th</sup> MAY, 2014**

## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## BALANCE SHEET AS AT 31st MARCH, 2014

(In Rupees)

Particulars	NoteNo.	As At 31st March, 2014	As At 31st March, 2013
<b>Equity and Liabilities</b>			
<b>1) Shareholders' Funds</b>			
a) Share Capital	2	5,000,000	5,000,000
b) Reserves and Surplus	3	2,313,814	2,215,737
		<u>7,313,814</u>	<u>7,215,737</u>
<b>2) Current Liabilities</b>			
a) Other Current Liabilities	4	18,736	27,575
<b>Total</b>		<u><u>7,332,550</u></u>	<u><u>7,243,312</u></u>
<b>Assets</b>			
<b>1) Non-Current Assets</b>			
a) Fixed Assets	5		
i) Tangible Assets		86,405	103,058
b) Non-Current Investments	6	-	12,500
c) Long-Term Loans and Advances	7	6,034,074	6,070,675
d) Other Non-Current Assets	8	-	3,125
		<u>6,120,479</u>	<u>6,189,358</u>
<b>2) Current Assets</b>			
a) Cash and cash equivalents	9	976,098	849,394
b) Other Current Assets	10	235,973	204,559
		<u>1,212,071</u>	<u>1,053,953</u>
<b>Total</b>		<u><u>7,332,550</u></u>	<u><u>7,243,312</u></u>
<b>Notes forming part of the financial statements</b>	1-21		

As per our attached report of even date

**For Sampat Mehta & Associates**

Chartered Accountants

FRN No. 109038W

**(CA. Sanjiv Jhaveri)**

Partner

M No.38945

PLACE: MUMBAI

DATE : 30<sup>th</sup> MAY, 2014**For and on behalf of the Board****Renu Soni**  
(DIN - 02651979)  
Director**K. K. Rathi**  
(DIN - 00156061)  
Director**Director**  
**Rajesh Nawathe**  
(DIN - 01201350)

## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2014

(In Rupees)

Particulars	NoteNo.	As At 31st March, 2014	As At 31st March, 2013
<b>Income</b>			
Revenue from Operations	11	200,000	100,003
Other Income	12	520,626	557,288
<b>Total</b>		<b>720,626</b>	<b>657,291</b>
<b>Expenses</b>			
Employee Benefits Expense	13	56,700	71,180
Depreciation and Amortization Expense	5	16,653	20,785
Other Expenses	14	526,096	327,740
<b>Total</b>		<b>599,449</b>	<b>419,705</b>
<b>Profit before exceptional items &amp; tax</b>		<b>121,177</b>	<b>237,586</b>
Exceptional Items		-	-
<b>Profit before tax</b>		<b>121,177</b>	<b>237,586</b>
<b>Tax expenses:</b>			
- Current tax		23,100	45,300
- Deferred tax		-	-
<b>Profit for the year</b>		<b>98,077</b>	<b>192,286</b>
Earnings per equity share: (face value of Rs 10/-) Basic and Diluted	17	0.20	0.38
<b>Notes forming part of the financial statements</b>	1-21		

As per our attached report of even date

**For Sampat Mehta & Associates**Chartered Accountants  
FRN No. 109038W**(CA. Sanjiv Jhaveri)**Partner  
M No.38945PLACE: MUMBAI  
DATE : 30<sup>th</sup> MAY, 2014**For and on behalf of the Board****Renu Soni**  
(DIN - 02651979)  
Director**K. K. Rathi**  
(DIN - 00156061)  
Director**Director**  
**Rajesh Nawathe**  
(DIN - 01201350)

## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014

(In Rupees)

Particulars	FOR THE YEAR ENDED 31st MARCH, 2014	FOR THE YEAR ENDED 31st MARCH, 2013
<b>A Cash Flow from Operating Activities</b>		
Net Profit Before Tax and Extraordinary items	98,077	192,286
Depreciation	16,653	20,785
Current Year Tax	23,100	45,300
Interest Income	(520,626)	(557,288)
Exceptional Item	-	-
Miscellaneous expenses	15,625	-
Bad debts	-	-
<b>Operating Profit before Working Capital Changes</b>		
<b>Adjusted For:</b>		
(Increase)/Decrease in Trade receivable	-	-
(Decrease)/Increase in Trade Payable	-	-
(Decrease)/Increase in other current liability	(8,839)	8,030
(Increase)/ Decrease in Short term Loans & Advance	-	2,000,000
(Increase)/ Decrease in Long term Loans & Advance	-	(2,000,000)
(Increase)/ Decrease in other current assets	(31,414)	(31,465)
<b>Net Cash generated from Operations</b>	<b>(407,424)</b>	<b>(322,352)</b>
Income Tax Paid (Net of Refunds)	13,501	(65,729)
<b>Net Cash generated from Operating Activities</b>	<b>(393,922)</b>	<b>(388,081)</b>
<b>B Cash Flow from Investing Activities</b>		
Investment made during the year	-	-
Interest Income	520,626	557,288
<b>Net Cash from Investing Activities</b>	<b>520,626</b>	<b>557,288</b>
<b>C Cash flow From Financing Activities</b>		
Loan Paid	-	-
Interest Expenses	-	-
(Decrease)/Increase in short term borrowings	-	-
<b>Net Cash Flow from Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net Increase in Cash and Cash Equivalent during the Year (A+B+C)</b>	<b>126,704</b>	<b>169,208</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>849,394</b>	<b>680,185</b>
<b>Cash and Cash equivalents at the end of the year</b>	<b>976,098</b>	<b>849,394</b>
<b>Cash and Cash Equivalents include:</b>		
Cash on hand	749,802	550,954
Balances with banks - In current accounts (Refer Note No."9")	226,296	298,441
	<b>976,098</b>	<b>849,394</b>

## NOTES:

1 The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (AS) 3 on "Cash Flow Statements", and presents cash flows by operating, investing and financing activities.

As per our attached report of even date

**For Sampat Mehta & Associates**

Chartered Accountants

FRN No. 109038W

**(CA. Sanjiv Jhaveri)**

Partner

M No.38945

PLACE: MUMBAI

DATE : 30<sup>th</sup> MAY, 2014

For and on behalf of the Board

**Renu Soni**  
(DIN - 02651979)  
Director

**K. K. Rathi**  
(DIN - 00156061)  
Director

Director  
**Rajesh Nawathe**  
(DIN - 01201350)

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014**

**1) SIGNIFICANT ACCOUNTING POLICIES**

**1.1 Basis of preparation of financial statements :**

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention, on the accrual basis of accounting and accounting standards issued by the central government in Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956 to the extent applicable.

**1.2 Use of Estimates :**

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention, on the accrual basis of accounting and accounting standards issued by the central government in Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956 to the extent applicable.

**1.3 Fixed Assets and Depreciation :**

Fixed Assets are stated at cost, less accumulated depreciation. Cost comprises the purchase price and all attributable cost of bringing the asset to its working condition for its intended use. Depreciation on Fixed Assets has been provided on written down value method at the rates prescribed in Schedule XIV of the Companies Act, 1956.

**1.4 Revenue Recognition :**

Revenue (income) 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. The following specific recognition criteria must also be met before revenue is recognized:

Interest Revenue is recognized on a time proportion basis taking into account the amount outstanding and the apLong term investments are carried at cost with provision for diminution being made to recognise a decline, other than temporary, in their value. Such diminution is determined for each investment individually on the basis of the expected benefits to the company. However the exact quantum of benefits is dependent upon a number of future events, hence the provision for decrease in value of the investments is made on the basis of management's best estimates.

**1.5 Investments :**

Long term investments are carried at cost with provision for diminution being made to recognise a decline, other than temporary, in their value. Such diminution is determined for each investment individually on the basis of the expected benefits to the company. However the exact quantum of benefits is dependent upon a number of future events, hence the provision for decrease in value of the investments is made on the basis of management's best estimates.

**1.6 Taxes on income :**

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

**1.7 Provisions and contingencies :**

A provision is recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed when the Company has a possible or present obligation where it is not probable that outflow of resources will be required to settle it. Contingent assets are neither recognized nor disclosed.

**1.8 Earning Per Share :**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**1.9 Cash and Cash Equivalents :**

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

## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014

(In Rupees)

	As at 31st March, 2014	As at 31st March, 2013
<b>2) Share Capital</b>		
<b>Authorized</b>		
1,02,20,000 (P.Y. 1,02,20,000) Equity Shares of Rs 10/- each	102,200,000	102,200,000
<b>Issued, Subscribed and Paid up</b>		
5,00,000 (P.Y. 5,00,000) Equity Shares of Rs 10/- each fully paid up	5,000,000	5,000,000
<b>Total</b>	<b>5,000,000</b>	<b>5,000,000</b>

## a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:

Equity Shares	As at 31st March, 2014		As at 31st March, 2013	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	500,000	5,000,000	500,000	5,000,000
<b>Add:</b> Shares Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>500,000</b>	<b>5,000,000</b>	500,000	5,000,000

## b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs 10/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to received remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the numbers of equity shares held by the shareholders.

## c) Details of Shareholders holding more than 5 % shares in the Company.

Name of Shareholder	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity shares of Rs.10/- each fully paid up</b>				
Mividha Investments Private Limited	38,000	7.60%	38,000	7.60%

## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014

(In Rupees)

	As at 31st March, 2014	As at 31st March, 2013
<b>3) Reserves and Surplus</b>		
<b>Statutory Reserve</b>		
Balance as per last financial statements	1,000,000	1,000,000
<b>Balance as at the end of the year</b>	<u>1,000,000</u>	<u>1,000,000</u>
<b>Securities Premium Reserve</b>		
Balance as per last financial statements	640,039	640,039
<b>Balance as at the end of the year</b>	<u>640,039</u>	<u>640,039</u>
<b>Surplus in the Statement of profit and loss</b>		
Balance as per last financial statements	575,698	383,412
<b>Add:</b> Profit for the year	<u>98,077</u>	<u>192,286</u>
<b>Net Surplus in the Statement of profit and loss</b>	<u>673,775</u>	<u>575,698</u>
<b>Total</b>	<u><u>2,313,814</u></u>	<u><u>2,215,737</u></u>
<b>4) Other Current Liabilities</b>		
Creditors for expenses	11,236	22,575
Statutory Dues	<u>7,500</u>	<u>5,000</u>
<b>Total</b>	<u><u>18,736</u></u>	<u><u>27,575</u></u>

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.

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014**

## 5) FIXED ASSETS

(In Rupees)

Particulars	Gross Block		Depreciation		Net Block	
	As at 1-April-2013	As at 31-March-2014	As at 1-April-2013	For the year	As at 31-March-2014	31-March-2013
<b>Tangible Assets</b>						
a						
Computer	3,865,417	3,865,417	3,859,157	2,504	3,861,661	6,260
Furniture and Fixtures	232,664	232,664	216,319	2,958	219,277	16,345
Office Equipments	636,351	636,351	555,898	11,191	567,089	80,453
<b>Current Year Rupees Total</b>	<b>4,734,432</b>	<b>4,734,432</b>	<b>4,631,374</b>	<b>16,653</b>	<b>4,648,027</b>	<b>103,058</b>
Previous Year Rupees :	4,734,432	4,734,432	4,610,588	20,785	4,631,374	123,844



## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014

(In Rupees)

	As at 31st March, 2014	As at 31st March, 2013
<b>6) Non-Current Investments</b>		
<b>In Other :</b>		
Nil (1,250) Equity Shares of The Saraswat Co-operative Bank Limited of Rs 10/- each	–	12,500
<b>Total</b>	<u>–</u>	<u>12,500</u>
Aggregated Value of Unquoted Investments	–	12,500
<b>7) Long-Term Loans and Advances</b> <i>(unsecured, considered good)</i>		
<u>Loan given</u>		
– To Others	<b>5,750,000</b>	5,750,000
<b>Other Loans and Advances</b>		
Advance Income Tax (net)	<b>284,074</b>	320,675
<b>Total</b>	<u><b>6,034,074</b></u>	<u>6,070,675</u>
<b>8) Other Non-Current Assets</b> <i>(Unsecured, considered good)</i>		
Fixed Deposit with Bank (Refer Note no. "9")	–	3,125
<b>Total</b>	<u>–</u>	<u>3,125</u>
<b>9) Cash and cash equivalents</b>		
Cash on hand	<b>749,802</b>	550,954
Balances with banks - In current accounts	<b>226,296</b>	298,441
<b>Other Bank Balances</b>		
In Fixed Deposit A/c with The Saraswat Co-Operative Bank Limited	–	3,125
Amount disclosed under other non-current assets (Refer Note no. "8")	–	(3,125)
<b>Total</b>	<u><b>976,098</b></u>	<u>849,394</u>
<b>10) Other Current Assets</b> <i>(Unsecured, considered good)</i>		
Interest accrued but not received	<b>235,973</b>	204,559
<b>Total</b>	<u><b>235,973</b></u>	<u>204,559</u>

## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014

(In Rupees)

	As at 31st March, 2014	As at 31st March, 2013
<b>11) Revenue from Operations</b>		
Commission Received	200,000	100,003
<b>Total</b>	<b>200,000</b>	<b>100,003</b>
<b>12) Other Income</b>		
Interest Income	514,686	557,288
Interest Income on IT Refund	5,940	-
<b>Total</b>	<b>520,626</b>	<b>557,288</b>
<b>13) Employee benefits expense</b>		
Salaries	56,700	71,180
<b>Total</b>	<b>56,700</b>	<b>71,180</b>
<b>14) Other expenses</b>		
Advertisement Expenses	22,578	102,736
Depository Fees	76,223	21,905
Listing Fees	23,933	23,933
Registrar Expenses	40,450	40,777
Demat Charges	1,461	899
Internet Charges	3,579	3,280
Communication Expenses	6,753	5,909
Conveyance	20,764	27,247
Printing and Stationary	76,852	16,928
Courier Charges	43,725	-
Bank Charges	1,124	56
Legal and Professional Fees	104,200	20,100
Payment to Auditors (Refer Note no. "16")	11,236	11,236
Office Upkeep and Maintenance	9,827	22,314
Repairs and Maintenance	-	1,208
Filing Fees	53,700	4,300
Rates and Taxes	2,500	2,500
Miscellaneous Expenses	27,192	22,412
<b>Total</b>	<b>526,096</b>	<b>327,740</b>

## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014

## 15) Related Party Transactions

Related party disclosures as required by AS - 18, "Related Party Disclosures", are given below :

- i) Relationships :
- (a) Key Management Personnel :
- Mr. Krishan Kumar Rathi - Director
  - Mr. Rajesh Nawathe - Director
  - Mrs. Renu Soni - Director

- ii) Transactions with related parties :

(In Rupees)

Particulars	Key Management Personnel and other related parties		Subsidiaries	
	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2014	As at 31st March, 2013
	NIL	NIL	NIL	NIL

NOTE: Related party relationship is as identified by the company and relied upon by the Auditors.

## 16) Payment to Auditors

	As at 31st March, 2014	As at 31st March, 2013
Audit Fees	11,236	11,236
<b>Total</b>	<b>11,236</b>	<b>11,236</b>

## 17) Earnings Per Share

Particulars	Units	As at 31st March, 2014	As at 31st March, 2013
i) Profit after tax & exceptional item	Rupees	98,077	192,286
ii) Weighted average number of equity shares outstanding	Nos.	500,000	500,000
iii) Basic Earnings Per Share	Rupees	0.20	0.38
iv) Diluted Earning Per Share	Rupees	0.20	0.38
v) Face Value of Share	Rupees	10.00	10.00

## 18) Contingent Liabilities

	As at 31st March, 2014	As at 31st March, 2013
Claims against the Company not acknowledged as debts:		
Income Tax matters	548,203	548,203

## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014

## 19) Disclosure as required by Accounting Standard - AS 17 "Segment Reporting", issued by the ICAI

The business activity of the company consists of one reportable segment only i.e. software activities which includes Development of Software.

## 20) Provision for deferred tax

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

## 21) Foreign Currency Transactions

(In Rupees)

	As at 31st March, 2014	As at 31st March, 2013
Expenditure in Foreign Currency	-	-
Earnings in Foreign Currency	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## Signature to Notes 1 to 21

As per our attached report of even date

## For Sampat Mehta &amp; Associates

Chartered Accountants

FRN No. 109038W

(CA. Sanjiv Jhaveri)

Partner

M No.38945

PLACE: MUMBAI

DATE : 30<sup>th</sup> MAY, 2014

## For and on behalf of the Board

**Renu Soni**  
(DIN - 02651979)  
Director

**K. K. Rathi**  
(DIN - 00156061)  
Director

**Director**  
**Rajesh Nawathe**  
(DIN - 01201350)

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

CIN: L67120MH1994PLC077214  
Regd. Office: 308, MAKER BHAVAN NO. III,21, NEW MARINE LINES,MUMBAI  
Tel. No.022- 22054104/ 22054105 Fax No.022-2254106  
Email Id:omegainteractive.technologies@gmail.com

**ATTENDANCE SLIP**

<b>DP ID*</b>	
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<b>Folio No.</b>	
------------------	--

<b>Client ID*</b>	
-------------------	--

<b>No. of Share(s)</b>	
------------------------	--

**Name & Address of Shareholder:** .....

I/We hereby record my/our presence at the 20th Annual General Meeting of the Company held on Tuesday, the 30<sup>th</sup> day of September, 2014 at 4.00 P.M. at Vaastu Darshan – “B”, 3<sup>rd</sup> Floor, Azad Road, Andheri (East), Mumbai – 400 069.

\_\_\_\_\_  
**Signature of Shareholder / Proxy**

\*Applicable for investors holdings shares in electronic form.

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**FORM NO. MGT-11**

**PROXY FORM**

[Pursuant to the section 105(6) of the Companies Act, 2013and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

CIN : L67120MH1994PLC077214  
Name of the Company : OMEGA INTERACTIVE TECHNOLOGIES LIMITED  
Registered Office : 308, MAKER BHAVAN NO. III, 21, NEW MARINE LINES, MUMBAI  
Email Id : omegainteractive.technologies@gmail.com  
Name of the Member(s) :  
Registered address:  
E-Mail Id :  
Folio No./Client Id/DP Id :

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

- 1. Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him
- 2. Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him
- 3. Name: ..... Address: .....  
E-mail Id: ..... Signature: .....



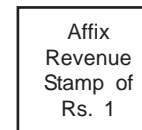
and as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Tuesday, 30<sup>th</sup> day of September, 2014 at 4.00 P.M. at Vaastu Darshan "B", 3<sup>rd</sup> Floor, Azad Road, Andheri (East), Mumbai – 400 069 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	For	Against
<b>Ordinary Business</b>			
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2014 and reports of the Directors and Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-Appointment of M/s Sampat Mehta & Associates, Chartered Accountants as the Auditors and fixing their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business</b>			
3	Re-Appointment of Mr. Krishan Kumar Bhajanlal Rathi as Independent Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-Appointment of Mr. Rajesh Srinivwas Nawathe as Independent Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of .....2014.

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_



**Note :**

- (1) This form duly completed should be deposited at the Registered Office of the Company Not later than 48 hours before the commencement of Annual General Meeting of the Company.
- (2) For the resolution, Explanatory Statement and Notes, please refer to Notice of the 20th Annual General Meeting.
- (3) Please put 'X' in the appropriate column against a resolutions indicated in the box. If you leave the "FOR" or "AGAINST" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) A proxy need not be a member of the Company.
- (5) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

## **BOOK POST**

*!If undelivered please return to :*

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

Vaastu Darshan "B", 3<sup>rd</sup> Floor, Azad Road, Andheri (East), Mumbai – 400 069.