

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

**ANNUAL REPORT  
(2014 - 2015)**

**BOARD OF DIRECTORS :**

Mr. Krishan Kumar Bhajanlal Rathi  
Mr. Rajesh Srinivwas Nawathe  
Ms. Subrata Paul

**REGISTERED OFFICE:**

308, Maker Bhavan No. III,  
21, New Marine Lines,  
Mumbai - 400 020  
Tel.No: 022 - 220541041 22054105

**STATUTORY AUDITORS**

**M/s Sampat Mehta & Associates**  
Chartered Accountants

**REGISTER & SHARE TRANSFER AGENTS:**

**M/s. Link Intime (India) Pvt. Ltd.**  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (West),  
Mumbai - 400 078.

**CORPORATE OFFICE :**

308, Maker Bhavan No. III,  
21, New Marine Lines,  
Mumbai - 400 020

**ANNUAL GENERAL MEETING**

**Date : Wednesday, 30th September, 2015**  
**Time: 4.30 P.M.**

Venue : Vaastu Darshan, "B", 3rd Floor,  
Azad Road, Andheri (East), Mumbai - 400 069.

**BOOK CLOSURE :**

22nd September, 2015  
to  
28th September, 2015

(Both days inclusive)

**NOTICE**

NOTICE is hereby given that the Twenty First Annual General Meeting of **OMEGA INTERACTIVE TECHNOLOGIES LIMITED** will be held on Wednesday, 30th September, 2015 at 4.30 p.m. at Vaastu Darshan, "B", 3rd 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 financial statements of the Company which includes the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash flow statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other relevant provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s Sampat Mehta & Associates Chartered Accountants (Firm Registration Number 109038W), as Statutory Auditors of the Company, by resolution passed at the 20th AGM until the conclusion of 23rd AGM, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 21st AGM until the conclusion of the 23rd 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/Board of Directors in consultation with the Auditors."

**SPECIAL BUSINESS :**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Subrata Paul, (DIN: 07139577), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th March, 2015 and who holds office until the date of the AGM, in the terms of section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director alongwith required deposit, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) Consecutive years for a term up to 29th March, 2020, not liable to retire by rotation."

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

**"RESOLVED THAT** pursuant to the provisions of Section 5 and 14 and all applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force) , the existing Articles of Association of the Company be and are hereby replaced with the new Articles of Association placed before the members at this meeting and initialed by the Chairman for the sake of identification, and the New Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any other Committee thereof be and is hereby authorized to do all acts, deeds, matter and things and take all such steps as may be necessary, proper or expedient to give effect to the resolution."

**Registered Office:**

**For and on behalf of the Board**

**308, Maker Bhavan No. III,  
21, New Marine Lines,  
Mumbai, 400 020**

**For Omega Interactive Technologies Limited**

**Date: 30th May, 2015**

**sd/-  
(Krishan.K.Rathi)  
Director  
DIN : 00156061**

**NOTES:**

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

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

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

- 2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21. 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. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.**

4. 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.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. A statement giving the details of the Directors seeking re-appointment, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchange, are provided in the Annexure.
7. The Register of Directors their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 22nd September, 2015 to 28th September, 2015 (both days inclusive).
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.
12. The Company's shares are listed on BSE Limited and Cochin Stock Exchange.
13. In view of Circular issued by the SEBI for appointing common agency for both the modes of transfers i.e. physical as well as Demat, the Company has already appointed M/s. Link Intime (India) Pvt. Ltd. as Registrar & Transfer Agent for both the modes of transfer i.e. physical as well as Demat. Members are therefore requested to send their grievances to them for early disposal at the address given below.

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

14. 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.
15. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.
16. 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.
17. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
18. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in DEMAT form, they must quote their DP ID and Client ID Number.
19. 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.
20. The brief profile of the Director seeking appointment is given below and forms part of the notice:

Sr.	Nature of Information	Item no. 3 of notice
1.	Name	Ms. Subrata Paul
2.	Date of Birth	23/09/1971
3.	Date of Appointment	30/03/2015
4.	Nature if experience in specific Functional Area	Management
5.	Directorships in other Companies	NIL
6.	Member of Committee of the Board in other Companies	NIL
7.	No. of shares held in the Company	NIL

#### 21. 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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may

be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing password for casting the vote. If you have forgot your password, you can reset your password by using "Forget User Details / Password" option available available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Omega Interactive Technologies Limited".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [trjnsti@gmail.com](mailto:trjnsti@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

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

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.



- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Tejas Gohil, proprietor of M/s. Gohil Tejas & Co., Chartered Accountants has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM), a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.omegainteractive.net](http://www.omegainteractive.net) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai / Cochin Stock Exchange.

## ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE  
COMPANIES ACT, 2013

(Hereinafter referred to as the "Act")

**Item No. 3 :**

The Board of Directors of the Company, pursuant to the provisions of section 161 (1) of the Act and the Articles of Association of the Company, appointed Mrs. Subrata Paul as an Additional Director of the Company w.e.f. from 30th March, 2015. In terms of the provisions of section 161 (1) of the Act, Mrs. Subrata Paul would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Subrata Paul for the office of Director of the Company. Mrs. Subrata Paul is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Pursuant to Section 149, an Independent Director can hold office for a term upto 5 consecutive years on the Board of a Company and she shall not retire by rotation.

The Company has received from her (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 she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Brief resume of Mrs. Subrata Paul, nature of her expertise in specific functional areas and names of Companies in which she holds directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided as per the listing agreement.

Copy of the letter for appointment of Mrs. Subrata Paul as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Mrs. Subrata Paul and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of this Notice.

The Board commends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the shareholders.

**Item No. 4 :**

The existing Articles of Association ("AOA") of the Company are based on Companies Act, 1956 and several regulations in the existing Articles contain reference to specific sections of the Companies Act, 1956. Some regulations in the existing AOA are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Act, several regulations of the existing AOA of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of AOA.

A copy of the draft new set of AOA is available for inspection by the members at the Registered office of the Company on all working days (except Sundays and public holidays) between 11.00 a.m. to 01.00 p.m. up to the date of Annual General Meeting for perusal by the shareholders.

None of the Directors and/or, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

The Board of Directors accordingly commends the Special Resolution set out in Item No.4 of the accompanying Notice for the approval of the members of the Company.

**Registered Office:**  
**308, Maker Bhavan No. III,**  
**21, New Marine Lines,**  
**Mumbai, 400 020**

**Date: 30th May, 2015**

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

**sd/-**  
**(Krishan.K.Rathi)**  
**Director**  
**DIN : 00156061**

**DIRECTORS' REPORT**

Your Directors have great pleasure in presenting the Twenty First Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2015.

**FINANCIAL HIGHLIGHTS :****(In Rs)**

<b>Particulars</b>	<b>Year ended 31.03.2015</b>	<b>Year ended 31.03.2014</b>
Sales & Other Income	5,79,302	7,20,626
Profit / (Loss) before tax and appropriations	2,31,964	1,21,177
Profit / (Loss) after tax	1,87,800	98,077
Add : Balance brought forward from previous year	6,73,775	5,75,698
Less: Difference of earlier years Depreciation	(39,198)	0
Profit / (Loss) available for disposal	8,22,377	673775
Proposed Dividend	0	0
Corporate Tax on Proposed Dividend	0	0
Transfer to General Reserve	0	0
Profit carried forward	8,22,377	673775

**OPERATIONAL REVIEW :**

Your Company has earned income of Rs.5,79,302 during the current year as compared to Rs.7,20,626 earned in previous year. The company has achieved Net Profit after Taxes of Rs.1,87,800 as compared to Net profit of Rs.98,077 in immediately preceding financial year. The Company has posted better operational and financial performance for the year under review, which has happened due to the commitment and untiring efforts of management.

**DIVIDEND :**

In view of Nominal profits after taxes, the Directors have decided not to recommend any dividend for the year ended 31st March, 2015.

**SHARE CAPITAL OF THE COMPANY :**

The Paid up Equity Share Capital, as at 31st March, 2015 was Rs. 50,00,000/- divided into 5,00,000 Equity shares, having face value of Rs. 10/- each fully paid up. During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock options nor sweat equity.

**SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:**

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

**FIXED DEPOSITS:**

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

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

There was no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**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 2014-15.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

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

**DIRECTORS RESPONSIBILITY STATEMENT :**

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

- (a) in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**EXTRACT OF ANNUAL RETURN :**

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

**BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

Your Company has three (3) Directors of which all are Independent Directors.

- (i) Mrs. Renu Soni (DIN 02651979) resigned from the Board w.e.f. 30th March, 2015. The Board placed on record its appreciation for the valuable services rendered and contribution made by Mrs. Renu Soni during her tenure as Director of the Company.
- (ii) During the year under review, the Company has appointed Mrs. Subrata Paul as an Additional/ Independent Director of the Company with effect from 30th March, 2015. Your Board proposes to regularize her appointment and appoint her as an Independent Director of the Company under Section 149 and 161(1) of the Act for one term of Five Years commencing from 30th March, 2015.

All Independent Directors have given declaration that they meet the criteria of independence as laid under Section 149(6) of the Companies Act, 2013 and Clause 49 of Listing Agreement.

During the year under review, the Company has not appointed any persons as the Key Managerial Personnel.

**BOARD EVALUATION :**

Pursuant to the provisions of the Companies Act, 2013, and Clause 49 of the Listing Agreement, the Board has carried out an evaluation after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, remuneration, obligations and governance. The Board of Directors expressed their satisfaction with the evaluation process.

Number of Meetings of The Board of Directors: During the year 5 Board Meetings were convened and held on 30.05.2014, 13.08.2014, 15.11.2014, 14.02.2015 and 30.03.2015. Details of these are as follows:

Name of the Director	Category of Directorship	No. of meetings during the year	
		Held	Attended
Mr. Krishan Kumar Bhajanlal Rathi	Non-executive, Independent Chairman	5	5
Mr. Rajesh Srinivwas Nawathe	Non-executive, Independent Director	5	5
Mrs. Renu Soni (Ceased w.e.f. 30.03.2015)	Non-executive, Non-Independent Director	5	5
Mrs. Subrata Paul (Appointed w.e.f. 30.03.2015)	Non-executive, Independent Director	-	-

**AUDIT COMMITTEE:**

In accordance with the provisions of the Listing Agreement and Corporate Governance, the Company has constituted an Audit Committee comprising of three Directors. The Board terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and of the Listing Agreement.

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 its adopted by the Board, review of internal audit report, internal control system, audit methodology and process, major accounting policies and practice, compliance with accounting standards. Committee also reviews the legal compliance reporting system.

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

Name of the Director	Designation	Category of Directorship	No. of meetings during the year	
			Held	Attended
Mr. Krishan Kumar Bhajanlal Rathi	Chairman	Non-Executive, Independent Director	4	4
Mr. Rajesh Srinivwas Nawathe	Member	Non-Executive, Independent Director	4	4
Mrs. Renu Soni (Ceased w.e.f. 30.03.2015)	Member	Non-executive, Non-Independent Director	4	4
Ms. Subrata Paul (Appointed w.e.f. 30.03.2015)	Member	Non-Executive Independent Director	-	-

The Audit Committee meetings were held on 30th May, 2014, 13th August, 2014, 15th November 2014 and 14th February, 2015 and all the member Directors of Audit Committee were present.

#### **NOMINATION & REMUNERATION COMMITTEE & ITS POLICY :**

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

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

Name of the Director	Designation	Category of Directorship	No. of meetings during the year	
			Held	Attended
Mr. Krishan Kumar Bhajanlal Rathi	Chairman	Non-Executive, Independent Director	1	1
Mr. Rajesh Srinivwas Nawathe	Member	Non-Executive, Independent Director	1	1
Mrs. Renu Soni (Ceased w.e.f. 30.03.2015)	Member	Non-Executive Director	1	1
Ms. Subrata Paul (Appointed w.e.f. 30.03.2015)	Member	Non-Executive Independent Director	-	-

The Remuneration Committee meeting was held on 14th February, 2015.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE :**

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



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

Name of the Director	Designation	Category of Directorship	No. of meetings during the year	
			Held	Attended
Mr. Krishan Kumar Bhajanlal Rathi	Chairman	Non-Executive, Independent Director	2	2
Mr. Rajesh Srinivwas Nawathe	Member	Non-Executive, Independent Director	2	2
Mrs. Renu Soni (Ceased w.e.f. 30.03.2015)	Member	Non-Executive Director	2	2
Ms. Subrata Paul (Appointed w.e.f. 30.03.2015)	Member	Non-Executive Independent Director	-	-

#### REMUNERATION AND SITTING FEES.

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

Name of the Director	Category of Directorship	Remuneration paid to the Director	Sitting fees paid to the Director
Mr. Krishan Kumar Bhajanlal Rathi	Non-Executive, Independent Chairman	NA	-
Mr. Rajesh Srinivwas Nawathe	Non-Executive, Independent Director	NA	-
Mrs. Renu Soni (Ceased w.e.f. 30.03.2015)	Non-Executive Director	NA	-
Mrs. Subrata Paul (Appointed w.e.f. 30.03.2015)	Non-Executive, Independent Director	NA	-

#### SEPARATE MEETING OF THE INDEPENDENT DIRECTORS :

The Independent Directors Meeting was held on 13th February, 2015, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The Board of Directors expressed their satisfaction with the evaluation process.

#### VIGIL MECHANISM / WHISTLE BLOWER POLICY :

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

**RISK MANAGEMENT POLICY :**

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

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

**RELATED PARTY TRANSACTIONS :**

The Company has not entered into any related party transactions which falls under the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder.

**DEPOSITORY SERVICES :**

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

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

**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.

**STATUTORY AUDITOR :**

M/s Sampat Mehta & Associates, Chartered Accountants, (Firm Registration No.109038W) were appointed as the Statutory Auditors of the Company at the AGM held on 30th September, 2014 to hold office until the conclusion of third consecutive AGM, are recommended for ratification of appointment for the Financial Year 2015-16. As required under the provisions of Section 139 and 142 of the Companies Act, 2013, the Company has obtained written confirmation from M/s Sampat Mehta & Associates that their appointment, if made, would be in conformity with the limits specified in the said Section.

**COST AUDITOR :**

The Provisions of Section 148 of the Companies Act, 2013 and read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, Cost audit is not applicable to the Company.

**SECRETARIAL AUDIT :**

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Rules made thereunder, the company has appointed Ms. Bijal Gada, Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as Annexure 'B' and forms an integral part to this Report.

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

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

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

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

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

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

The Internal Audit Department 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 controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

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

The Provisions of Corporate Governance are not applicable to the Company & Management Discussion and Analysis Reports forms part of the Notice.

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

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

**SEXUAL HARASSMENT :**

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

**SAFETY, ENVIRONMENT CONTROL AND PROTECTION :**

The Company is aware of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances, environmental regulations and preservation of natural resources at the Plant.

**PARTICULARS OF EMPLOYEES :**

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

**LISTING :**

The Company's Shares are listed on BSE Limited and Cochin Stock Exchange.

**APPRECIATION :**

Your Directors would like to express their sincere appreciation to the company's Shareholders, Vendors and Stakeholders including Banks, Government authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review. Your Directors also wish to place on record their appreciation for impressive growth achieved through the competence, hard work, solidarity, cooperation and support of employees at all levels.

**Registered Office:  
308, Maker Bhavan No. III,  
21, New Marine Lines,  
Mumbai, 400 020**

**On behalf of the Board of Directors  
For OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

**Date: 30th May, 2015**

**sd/-  
Krishan Bhajanlal Rathi  
Director  
DIN: 00395322**

## Annexure A

## FORM NO. MGT 9

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

## EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2015

## I REGISTRATION &amp; OTHER DETAILS :

i	CIN	L67120MH1994PLC077214
ii	Registration Date	22/03/1994
iii	Name of the Company	OMEGA INTERACTIVE TECHNOLOGIES LIMITED
iv	Category of the Company	Company Limited by Shares
v	Address of the Registered office & contact details	
	Address :	308, MAKER BHAVAN NO. III, 21, NEW MARINE LINES
	Town / City :	MUMBAI- 400 020
	State :	MAHARASHTRA
	Country Name :	INDIA
	Telephone (with STD Code) :	022-22054104/22054145
	Fax Number :	-
	Email Address :	omegainteractive.technologies@gmail.com
	Website, if any:	www.omegainteractive.net
vi	Whether listed company	Yes
vii	Name and Address of Registrar & Transfer Agents ( RTA )	
	Name of RTA:	Link Intime India Pvt. Ltd.
	Address :	C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W)
	Town / City :	Mumbai
	State :	Maharashtra
	Pin Code:	400 078
	Telephone :	022-25946970-78,25963838,25960320
	Fax Number :	022-25946969,25960329
	Email Address :	ashwini.nemlekar@linkintime.co.in

## II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover

of the company shall be stated : **Interest on loans given & income tax Refund, Profit on Sale of Assets**

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company

**Note: The Company has earned its income by way of Interest on Loans given and Income tax Refund , Profit on sale of asset**

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

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

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

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	42098.00	-	42098.00	8.42	42098.00	-	42098.00	8.42	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>(2) Foreign</b>									
a) NRI - Individual/	-	-	-	-	-	-	-	-	-
b) Other - Individual/	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	<b>42098.00</b>	<b>-</b>	<b>42098.00</b>	<b>8.42</b>	<b>42098.00</b>	<b>-</b>	<b>42098.00</b>	<b>8.42</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	10.00	10.00	0.000	-	10.00	10.00	0.000	0.00
b) Banks / FI	-	80.00	80.00	0.020	-	80.00	80.00	0.020	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII/s	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h) Foreign Venture									
Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	0.00	90.00	90.00	0.02	0.00	90.00	90.00	0.02	0.00
<b>2. Non-Institutions</b>									
a) Bodies Corp.	141765.00	4640.00	146405.00	29.28	135999.00	4340.00	140339.00	28.07	1.21
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	231930.00	36934.00	268864.00	53.77	228230.00	35274.00	263504.00	52.70	1.07
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	10507.00	-	10507.00	2.10	10507.00	-	10507.00	2.10	0.00
c) Others (specify)	22546.00	9490.00	32036.00	6.41	33972.00	9490.00	43462.00	8.69	-
<b>Sub-total (B)(2):-</b>	<b>406748.00</b>	<b>51064.00</b>	<b>457812.00</b>	<b>91.56</b>	<b>408708.00</b>	<b>49104.00</b>	<b>457812.00</b>	<b>91.60</b>	<b>2.29</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>406748.00</b>	<b>51424.00</b>	<b>457902.00</b>	<b>91.58</b>	<b>408708.00</b>	<b>49194.00</b>	<b>457902.00</b>	<b>91.58</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>448846.00</b>	<b>51154.00</b>	<b>500000.00</b>	<b>100.00</b>	<b>450806.00</b>	<b>49194.00</b>	<b>500000.00</b>	<b>100.00</b>	<b>0.00</b>

## ii Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the beginning of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	KANCHAN H SONI	21079.00	4.22	-	21079.00	4.22	-	0.00
2	RENU M SONI	21019.00	4.20	-	21019.00	4.20	-	0.00
	<b>TOTAL</b>	<b>42098.00</b>	<b>8.42</b>	<b>-</b>	<b>42098.00</b>	<b>841.96%</b>	<b>-</b>	<b>0.00</b>



iii) Change in Promoters Shareholding

Sl. No.	Particular	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	42098	8.4196	42098	8.4196
2	"Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc.)"	See details below	See details below	See details below	See details below
3	At the End of the year	<b>42098</b>	<b>8.4196</b>	<b>42098</b>	<b>8.4196</b>

Sl. No.	Name	Shareholding at the beginning of the year		Date	Increasing / Decreasing in shareholding	Reason	"Cumulative Shareholding" during the year (01-04-14 to 31-03-15)	
		No. of shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total Shares of the company
1	KANCHAN H SONI	21079.00	4.22		0.00		21079.00	4.22
2	RENU M SONI	21019.00	4.20		0.00		21019.00	4.20

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

Sl. No.	Name	Shareholding at the beginning of the year		Date	Increasing / Decreasing in shareholding	Reason	"Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total Shares of the company
1	MIVIDHA INVESTMENTS PVT. LTD.	38000	7.6000	01/04/2014	0		38000	7.6000
		38000	7.6000	31/03/2015	0		38000	7.6000
2	VIDYUT INVESTMENTS LIMITED	23140	4.6280	01/04/2014	0		23140	4.6280
		23140	4.6280	31/03/2015	0		23140	4.6280
3	MUDRA FINANCIAL SERVICES LIMITED	19383	3.8766	01/04/2014	0		19383	3.8766
		19383	3.8766	31/03/2015	0		19383	3.8766
4	PANTHER FINCAP & MANAGEMENT SERVICES LTD.	15900	3.1800	01/04/2014	0		15900	3.1800
		15900	3.1800	31/03/2015	0		15900	3.1800
5	BERNARD HEROLD AND CO INC	15000	3.0000	01/04/2014	0		15000	3.0000
		15000	3.0000	31/03/2015	0		15000	3.0000
6	KARISHMA COMMODITIES AND DERIVATIVES LIMITED	14179	2.8358	01/04/2014	0		14179	2.8358
		14179	2.8358	31/03/2015	0		14179	2.8358
7	PURSHOTTAM SOMANI	10507	2.1014	01/04/2014	0		10507	2.1014
		10507	2.1014	05/09/2014	10507	Transfer	21014	4.2028
		21014	4.2028	12/09/2014	(10507)	Transfer	10507	2.1014
		10507	2.1014	30/09/2014	10507	Transfer	21014	4.2028
		21014	4.2028	03/10/2014	(10507)	Transfer	10507	2.1014
		10507	2.1014	31/03/2015			10507	2.1014
8	DIPEN MAHESHWARI	9900	1.9800	01/09/2014	0		9900	1.9800
		9900	1.9800	19/09/2014	9900	Transfer	19800	3.9600
		19800	3.9600	30/09/2014	9900	Transfer	29700	5.9400
		29700	5.9400	03/10/2014	(19800)	Transfer	9900	1.9800
		9900	1.9800	31/03/2015			9900	1.9800
9	SANJEEV MAHESHWARI	9900	1.9800	01/04/2014	0		9900	1.9800
		9900	1.9800	05/09/2014	9900	Transfer	19800	3.9600
		19800	3.9600	12/09/2014	(9900)	Transfer	9900	1.9800
		9900	1.9800	30/09/2014	9900	Transfer	19800	3.9600
		19800	3.9600	03/10/2014	(9900)	Transfer	9900	1.9800
		9900	1.9800	31/03/2015			9900	1.9800
10	ATUL JAIN	9900	1.9800	01/04/2014	0		9900	1.9800
		9900	1.9800	05/09/2014	19800	Transfer	29700	5.9400
		29700	5.9400	12/09/2014	(19800)	Transfer	9900	1.9800
		9900	1.9800	30/09/2014	9900	Transfer	19800	3.9600
		19800	3.9600	03/10/2014	(9900)	Transfer	9900	1.9800
		9900	1.9800	31/03/2015			9900	1.9800

Sl. No.	Name	Shareholding at the beginning of the year		Date	Increasing / Decreasing in shareholding	Reason	"Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total Shares of the company
1	RAJESH SRINIVWAS NAWATHE	Nil	Nil	NA	Nil	NA	Nil	Nil
2	KRISHAN KUMAR BHAJANLAL RATHI	Nil	Nil	NA	Nil	NA	Nil	Nil
3	SUBRATA PAUL	Nil	Nil	NA	Nil	NA	Nil	Nil

**V INDEBTEDNESS**

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager : (Rs. In Lacs)

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

B. Remuneration to other directors:

(Rs. In Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		KRISHAN KUMAR BHAJANLAL RATHI	RAJESH SRINIVWAS NAWATHE	RENU SONI	
1	Independent Directors				-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act				-

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

(Rs. In Lacs)

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

**VII. Penalties/Punishment/compounding of offence**

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

## Annexure "B"

## Form No. MR-3

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31st March, 2015**

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

To,  
**The Members,**  
**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
308, Maker Bhavan No. III,  
21, New Marine Lines,  
Mumbai- 400 020.

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

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 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, 2015 according to the provisions of:

- i. The Companies Act, 2013 and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. 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, 1992; and
  - c. 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.

I have relied on the representation made by the company and its officers for systems and mechanism formed by the company for compliances under other applicable Acts, Laws and Regulations with respect to Direct Tax Laws, Shops and Establishments Legislations and other Laws as applicable.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the company with BSE Limited and Cochin Stock Exchange.

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

I further report that :

The Board of Directors of the company consists of only three independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

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

sd/-

**Bijal Gada**  
**Company Secretary**

**ACS No. : 26296**  
**COP No. : 13643**

Place: Mumbai  
Date: 30th May, 2015

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

**'Annexure I'**

To,  
**The Members,**  
**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
308, Maker Bhavan No. III,  
21, New Marine Lines,  
Mumbai- 400 020.

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

1. Maintenance of secretarial records is the responsibility of management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for 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.

**sd/-**  
**Bijal Gada**  
**Company Secretary**

**ACS No. : 26296**  
**COP No. : 13643**

**Place: Mumbai**  
**Date: 30th May, 2015**



**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 perform any business activities. To make the Company operational, the board is making its best effort to implement the cost reduction measures to the extent feasible. Several cost cutting measures have already been undertaken by the Company.

**3. RISK AND CONCERNS:**

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

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

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

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

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

**For and on behalf of the Board**

**FOR OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

sd/-  
**KRISHAN KUMAR BHAJANLAL RATHI**  
**(DIN:-00156061)**  
**DIRECTOR**

Place: Mumbai  
Date:30.05.2015

## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2015

PARTICULARS	NOTE NO.	AS AT 31.03.2015	AS AT 31.03.2014
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	5,000,000	5,000,000
(b) Reserves and surplus	3	2,462,416	2,313,814
		7,462,416	7,313,814
<b>2 Current liabilities</b>			
(a) Other current liabilities	4	52,403	18,736
		52,403	18,736
<b>TOTAL</b>		<b>7,514,819</b>	<b>7,332,550</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	5		
(i) Tangible assets		-	86,405
(b) Long-term loans and advances	6	6,972,077	6,034,074
		6,972,077	6,120,479
<b>2 Current assets</b>			
(a) Cash and bank balances	7	213,687	976,098
(b) Other current assets	8	329,055	235,973
		542,742	1,212,071
<b>TOTAL</b>		<b>7,514,819</b>	<b>7,332,550</b>
<b>Significant accounting policies and notes forming part of the financial statements</b>	<b>1 to 20</b>		

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

sd/-  
CA SANJIV JHAVERI  
Partner  
M No.38945

Place : Mumbai  
Date : 30th May, 2015

For and on behalf of the board

sd/-  
Krishan Kumar Rathi  
DIN : 00156061

sd/-  
Rajesh Nawathe  
DIN : 01201350

sd/-  
Subrata Paul  
DIN : 07139577

## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
<b>INCOME</b>			
Revenue from Operations - Commission Received		-	200,000
Other Income	9	579,302	520,626
<b>Total Revenue</b>		<b>579,302</b>	<b>720,626</b>
<b>EXPENSES</b>			
Employee benefits expense	10	40,800	56,700
Depreciation and amortisation expense	5	-	16,653
Other expenses	11	306,538	526,096
<b>Total expenses</b>		<b>347,338</b>	<b>599,449</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>231,964</b>	<b>121,177</b>
Exceptional items		-	-
<b>Profit before extraordinary items and tax</b>		<b>231,964</b>	<b>121,177</b>
Extraordinary Items		-	-
<b>Profit before tax</b>		<b>231,964</b>	<b>121,177</b>
<b>Tax expense:</b>			
Current tax		44,200	23,100
Tax relating to prior years		(36)	-
<b>Profit after tax</b>		<b>187,800</b>	<b>98,077</b>
Basic & Diluted Earning per share	13	0.38	0.20
<b>Significant accounting policies and notes forming part of the financial statements</b>	<b>1 to 20</b>		

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

sd/-  
CA SANJIV JHAVERI  
Partner  
M No.38945

Place : Mumbai  
Date : 30th May, 2015

For and on behalf of the board

sd/-  
Krishan Kumar Rathi  
DIN : 00156061

sd/-  
Rajesh Nawathe  
DIN : 01201350

sd/-  
Subrata Paul  
DIN : 07139577

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

PARTICULARS	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit After tax</b>	<b>187,800</b>	<b>98,077</b>
<b>Adjustments for:</b>		
Depreciation	-	16,653
Interest Income	(573,061)	(520,626)
Miscellaneous expenses	(7)	15,625
Profit on sale of Fixed Assets	(6,241)	-
Current Year Tax	44,200	23,100
<b>Operating Profit Before Working Capital Changes</b>		
<b>Adjustment for:</b>		
(Decrease)/Increase in other current liability	33,667	(8,839)
(Increase)/ Decrease in other current assets	(93,082)	(31,414)
<b>Cash Generated from Operations</b>	<b>(406,724)</b>	<b>(407,424)</b>
Less: Tax Paid	17,804	13,501
<b>Net Cash from Operating Activities</b>	<b>(388,920)</b>	<b>(393,923)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Fixed Assets	53,448	-
Interest Received	573,061	520,626
Loan Given	(1,000,000)	-
<b>Net Cash flow from Investing Activities</b>	<b>(373,491)</b>	<b>520,626</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Share Capital (Equity + Share Premium)	-	-
Borrowings (Net)	-	-
Interest Paid	-	-
<b>Net Cash flow from Financing Activities</b>	<b>-</b>	<b>-</b>
	<b>(762,411)</b>	<b>126,704</b>
<b>INCREASE IN CASH AND CASH EQUIVALENTS</b>		
<b>Opening Cash &amp; Cash Equivalents</b>	<b>976,098</b>	<b>849,394</b>
<b>Closing Cash &amp; Cash Equivalents</b>	<b>213,687</b>	<b>976,098</b>

**Notes to Cash flow statement:**

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

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

sd/-  
**CA SANJIV JHAVERI**  
Partner  
M No.38945

**For and on behalf of the board**

sd/-  
**Krishan Kumar Rathi**  
DIN : 00156061

sd/-  
**Rajesh Nawathe**  
DIN : 01201350

sd/-  
**Subrata Paul**  
DIN : 07139577

Place : Mumbai  
Date : 30th May, 2015

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015****NOTE 1 SIGNIFICANT ACCOUNTING POLICIES****I BASIS OF ACCOUNTING**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy there to in use.

**II USE OF ESTIMATES**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**III FIXED ASSETS**

Fixed assets are recorded at cost of acquisition or at revalued figures. Cost includes purchase cost together with all incidental charges and other related costs.

**IV DEPRECIATION ON TANGIBLE FIXED ASSETS**

Depreciation on fixed assets is calculated on a straight-line basis over the useful life of the assets as prescribed under Part C of Schedule II of the Companies Act 2013. The useful lives for the fixed assets are as follows:

<b>Assets</b>	<b>Life</b>
Computers	3 years
Furniture & Fixtures	10 years
Office Equipments	5 years
Air Conditioners	5 years

**V INCOME TAX**

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

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**OMEGA INTERACTIVE TECHNOLOGIES LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015****NOTE 1 SIGNIFICANT ACCOUNTING POLICIES****VI EARNINGS 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.

**VII CASH AND CASH EQUIVALENT**

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

**VIII 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 applicable interest rate.

## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## NOTE 2 - SHARE CAPITAL

(Amount in Rs.)

Particulars	AS AT 31.03.2015		AS AT 31.03.2014	
	No. of Shares	Rupees	No. of Shares	Rupees
<b>Authorised</b> - Equity shares of Rs.10/- each with voting rights	1,02,20,000	102,200,000	1,02,20,000	102,200,000
<b>Issued</b> - Equity shares of Rs. 10/- each with voting rights	500,000	5,000,000	500,000	5,000,000
<b>Subscribed and fully paid up</b> - Equity shares of Rs. 10/- each with voting rights	500,000	5,000,000	500,000	5,000,000
<b>Total</b>	500,000	5,000,000	500,000	5,000,000

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

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

Particulars	Opening Balance	Issued during the year	Closing Balance
<b>Equity shares with voting rights</b>			
Year ended 31st March, 2015			
- Number of shares	500,000	-	500,000
- Amount (Rs.)	5,000,000	-	5,000,000
Year ended 31st March, 2014			
- Number of shares	500,000	-	500,000
- Amount (Rs.)	5,000,000	-	5,000,000

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

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

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

Class of shares / Name of shareholder	AS AT 31.03.2015		AS AT 31.03.2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares with voting rights</b> Mividha Investments Private Limited	38,000	7.60%	38,000	7.60%

## NOTE 3 - RESERVES AND SURPLUS

(Amount in Rs.)

	AS AT 31.03.2015	AS AT 31.03.2014
<u>Securities Premium Reserve</u>		
Balance as per last financial statements	640,039	640,039
Balance as at the end of the year	640,039	640,039
<u>Statutory Reserve</u>		
Balance as per last financial statements	1,000,000	1,000,000
Balance as at the end of the year	1,000,000	1,000,000
<u>Balance in Statement of Profit and Loss</u>		
Opening Balance	673,775	575,698
<b>Add:</b> Balance in Profit and Loss Account	187,800	98,077
<b>Less:</b> Adjustment for Depreciation on Fixed Assets (Refer Note no."19")	(39,198)	-
	822,377	673,775
	2,462,416	2,313,814



## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## NOTE 4 - OTHER CURRENT LIABILITES

(Amount in Rs.)

	AS AT 31.03.2015	AS AT 31.03.2014
Other Payables		
Statutory Dues	10,000	7,500
Creditors for expenses	42,403	11,236
	52,403	18,736

## NOTE 6 - LONG TERM LOANS AND ADVANCES

(Amount in Rs.)

	AS AT 31.03.2015	AS AT 31.03.2014
Unsecured, considered good		
Advance Tax (Net of provisions)	222,077	284,074
Loan Given- Others	6,750,000	5,750,000
	6,972,077	6,034,074

## NOTE 7 - CASH AND BANK BALANCES

(Amount in Rs.)

	AS AT 31.03.2015	AS AT 31.03.2014
Cash and bank Balances		
<u>Cash in hand</u>		
Cash in Indian Rupees	1,765	749,802
<u>Bank Balances with Scheduled Banks</u>		
In Current Accounts	211,922	226,296
	213,687	976,098

## NOTE 8 - OTHER CURRENT ASSETS

(Amount in Rs.)

	AS AT 31.03.2015	AS AT 31.03.2014
Interest accrued but not received	329,055	235,973
	329,055	235,973

## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## NOTE 9 - OTHER INCOME

(Amount in Rs.)

	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
<u>Interest Received</u>		
On Loans Given	569,055	514,686
On I.T Refund	4,006	5,940
Profit on sale of fixed assets	6,241	-
	579,302	520,626

## NOTE 10 - EMPLOYEE BENEFITS EXPENSE

(Amount in Rs.)

	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
Salaries	40,800	56,700
	40,800	56,700

## NOTE 11 - OTHER EXPENSES

(Amount in Rs.)

	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
Depository Fees	6,741	76,223
Listing Fees	112,360	23,933
Registrar Expenses	69,861	40,450
Demat Charges	1,011	1,461
NSDL Fees	14,436	-
Communication Expenses	3,197	6,753
Payment to Auditors (Refer Note no. 12)	11,236	11,236
Rent, Rates and Taxes	2,500	2,500
Printing and Stationery	8,500	76,852
Miscellaneous Expenses	9,500	27,192
Advertisement Expenses	21,819	22,578
Office Upkeep and Maintenance	7,042	9,827
Filing Fees	6,500	53,700
Bank Charges	2,591	1,124
Conveyance Expenses	6,445	20,764
Internet Charges	1,011	3,579
Postage and Courier	16,788	43,725
Legal and Professional Fees	5,000	104,200
	306,538	526,096

## NOTE 12 - PAYMENT TO AUDITORS

(Amount in Rs.)

	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
Statutory Audit Fees	11,236	11,236
	11,236	11,236

## NOTE 13 - EARNINGS PER SHARE

(Amount in Rs.)

	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
Profit after tax (A)	187,800	98,077
Weighted average number of equity shares (B)	500,000	500,000
Basic & Diluted earnings per share (A)/(B)	0.38	0.20

## OMEGA INTERACTIVE TECHNOLOGIES LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## NOTE 14 - Contingent Liability

(Amount in Rs.)

	AS AT 31.03.2015	AS AT 31.03.2014
Claims against the Company not acknowledged as debts: Income Tax matters disputed in appeal	548,203	548,203

## NOTE 15 - Related Party Disclosure:

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

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

Details of related party transactions during the year ended 31.03.2015 and balances outstanding as at 31.03.2015: Rs.

Particulars	Holding Company	Subsidiary	Associates	KMP	Total
	NIL				

**Notes: 1.** Figures in bracket relates to the previous year

**NOTE 16 - Disclosure as required by Accounting Standard - AS 17 "Segment Reporting", issued by the ICAI**  
The business activity of the company consists of one reportable segment only i.e. software activities which includes Development of Software.

**NOTE 17 - Provision for deferred tax**

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

**NOTE 18 - Details of dues to micro and small enterprises as defined under the 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.

**NOTE 19 -** Pursuant to Companies Act, 2013('the Act') being effective from 1st April 2014, the company has revised depreciation rates on tangible fixed assets as per the useful life specified in Part 'C' of schedule II of the Act. As a result of this change, for assets whose useful life is already exhausted as on 1st April, 2014, carrying amount of Rs. 39,198/- has been adjusted in Reserves and Surplus in accordance with the requirements of schedule II of the Act.

**NOTE 20** Previous year figures have been regrouped / rearranged wherever necessary to conform to the current years' presentation.

**Signatures to Notes 1 to 20**

**As per our report of even date attached**

**For and on behalf of the board**

**For Sampat Mehta & Associates**

Chartered Accountants  
F.R. No. 109038W

sd/-

**CA SANJIV JHAVERI**

Partner  
M No.38945

Place : Mumbai  
Date : 30th May, 2015

sd/-

**Krishan Kumar Rathi Rajesh Nawathe**

DIN : 0156061

DIN : 01201350

sd/-

**Subrata Paul**

DIN : 07139577

**INDEPENDENT AUDITOR'S REPORT****To the Members of Omega Interactive Technologies Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of Omega Interactive Technologies Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

**Auditor's Responsibility**

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

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

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

**Report on other legal and Regulatory Requirements**

As required by the Companies (Auditors Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act we give in the Annexure 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 :

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss Statement and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors as on 31st March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of section 164(2) of the Act.
- f. 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. there was no pending litigations which would impact the financial position of the company;
  - ii. the company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. the company does not have any outstanding amount to be transferred to the Investor Education and Protection Fund.

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

Place: Mumbai  
Date: 30th May 2015

sd/-  
**Sanjiv Jhaveri**  
Partner  
Membership Number: 038945

**Annexure to the Independent Auditors Report**

Referred to in Paragraph 1 of report on other legal and regulatory requirements of the Independent Auditors Report of even date to the members of Omega Interactive Technologies Limited on the financial statements for the year ended 31st March, 2015.

- i. a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company has a procedure for physical verification of fixed assets at reasonable intervals and in accordance with that the fixed assets are generally physically verified by the management during the year. This procedure is reasonable having regard to the size of the company and the nature of its assets. No discrepancies have been noticed as all the assets have been sold/discarded during the year.
- ii. a) The company does not have any inventories and hence the provisions of clause ii(a) to(c) are not applicable to the company during the year.
- iii. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act, and hence the provisions of clause iii (a) and (b) are not applicable to the company during the year.
- iv. In our opinion and according to the information and the explanations given to us and having regard to the explanation that the entire affairs of the Company are under the direct supervision of the Board of Directors it appears that there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and for the sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Rules made thereunder to the extent notified and hence the provisions of clause v are not applicable to the company during the year.
- vi. To the best of our knowledge and as explained, the Central Government has not prescribed the maintenance of Cost Records under Section 148(1) of the Act for any of the services rendered by the company.
- vii. a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, wealth tax, service tax, custom duty, value added tax and other material statutory dues applicable to it with the appropriate authorities.
- b) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty, service tax and cess, which have not been deposited on account of any dispute.

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

- c) The Company is not required to transfer any amount to the Investor Education and Protection Fund in accordance with provisions of The Companies Act, 1956 (1 of 1956 and rules made thereunder).
- viii. The Company has no accumulated losses as at the end of the financial year ended on that date or in the immediately preceding financial year.
- ix. In our opinion and according to the information and explanations given to us, the Company has not borrowed any amount from Financial Institutions, Banks or Debenture holders and hence the question of default does not arise.
- x. According to the information and explanations given to us, the Company has not given any guarantees for the loans taken by others from Banks or Financial Institutions during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not availed any term loan during the year.
- xii. According to the information and explanations given to us and based on the audit procedure performed by us, no fraud on or by the Company has been noticed or reported during the course of our audit.

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

Place: Mumbai  
Date: 30th May 2015

sd/-  
**Sanjiv Jhaveri**  
Partner  
Membership Number: 038945



**OMEGA INTERACTIVE TECHNOLOGIES LIMITED****ATTENDANCE SLIP**

REGISTERED OFFICE - 308, Maker Bhavan No. III, 21, New Marine Lines, Mumbai - 400 020  
 CIN :L67120MH1994PLC077214Phone : 022 - 220541041 22054105, Fax : 022 - 22054106  
 E- mail :omegainteractive.technologies@gmail.com.

**21ST ANNUAL GENERAL MEETING ON 30TH SEPTEMBER, 2015**

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

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

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

I hereby record my presence at the 21st Annual General Meeting held on Wednesday, 30th September, 2015 at 4:30 P.M at Vaastu Darshan - "B", 3rd Floor, Azad Road, Andheri (East), Mumbai - 400 069, Maharashtra

**SIGNATURE OF THE SHARE HOLDER/PROXY**

**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 - 308, Maker Bhavan No. III, 21, New Marine Lines, Mumbai - 400 020**

**Phone:022 - 220541041 22054105, Fax:022 - 22054106**

**E-mail : omegainteractive.technologies@gmail.com, Website:**

Name of the Member	
Registered Address :	
Email ID :	FolioNo./D. .P. .ID.and Client ID No.*

\*Applicable for members holding shares in electronic form.

I/Webeingamember(s)of \_\_\_\_\_ sharesofOmega Interactive Technologies Limited,herebyappoint :

- |  |  |
|--|--|
| 1. Name : _____<br>Address: _____<br>_____ | E-mail Id: _____<br>Signature : <input style="width:150px; height:20px;" type="text"/> orfailinghim/her, |
| 2. Name : _____<br>Address: _____<br>_____ | E-mail Id: _____<br>Signature : <input style="width:150px; height:20px;" type="text"/> orfailinghim/her, |
| 3. Name : _____<br>Address: _____<br>_____ | E-mail Id: _____<br>Signature : <input style="width:150px; height:20px;" type="text"/> orfailinghim/her, |

Asmy/our Proxy to attend and vote (onapoll) for \_\_\_\_\_ me/us and on my/our behalf at the  
 21st Annual General Meeting of the Company to be held on Wednesday, the 30th September, 2015 at 04.30 P.M. at Vaastu Darshan -  
 "B", 3rd Floor, Azad Road, Andheri (East), Mumbai - 400 069, Maharashtra and at any adjournment the reofin respec to fsuch  
 resolutions and in such manner as is indicated below:

Reso.No. Description \_\_\_\_\_ ForAgainst

**ORDINARY BUSINESS**

- |   |                          |                          |
|---|--------------------------|--------------------------|
| 1) To receive, consider and adopt the financial statements of the Company which includes the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the financial year ended ason that date and Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditors thereon. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2) To appoint M/s. Sampat Mehta & Associates, Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification.   | <input type="checkbox"/> | <input type="checkbox"/> |

**SPECIAL BUSINESS**

- |  |                          |                          |
|--|--------------------------|--------------------------|
| 3) To appoint Mrs. Subrata Paul, as an Independent Director by passing Ordinary Resolution.              | <input type="checkbox"/> | <input type="checkbox"/> |
| 4) To approve and adopt new set of Articles of Association of the Company by passing Special Resolution. | <input type="checkbox"/> | <input type="checkbox"/> |

Signedthis \_\_\_\_\_ day of \_\_\_\_\_ 2015

**Note:**

Proxyneednotbeamember,Proxyform,completeinall respects,shouldreachtheCompany'sRegisteredOfficeat308, Maker Bhavan No. III, 21, New Marine Lines, Mumbai - 400 020,notlessthan48hoursbeforethescheduledtimeofthemeeting.

Affix  
Revenue  
Stamp

SignatureofShareholder/ Proxy holder \_\_\_\_\_