

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

20TH ANUAL REPORT 2013 – 2014

BOARD OF DIRECTORS

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

AUDITOR

M/s. Sampat Mehta & Associates
Chartered Accountants

COMPANY SECRETARY

CS Lalita Lath

BANKERS

Axis Bank Limited

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

SHARE TRANSFER AGENT

M/s. LINK INTIME INDIA PRIVATE LIMITED

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

REGISTERED OFFICE ADDRESS

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

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

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twentieth Annual General Meeting of the members of **OMEGA INTERACTIVE TECHNOLOGIES LIMITED** will be held on Tuesday, 30th September, 2014 at 4.00 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 audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as on that date together with the Reports of the Directors and Auditors thereon.
2. To re-appoint, Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM and to fix their remuneration and to pass the following as an Ordinary Resolution:

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

SPECIAL BUSINESS:

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

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

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

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

DATE : 30th MAY, 2014.

NOTES:

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

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

2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 27/09/2014 to 29/09/2014 (both days inclusive).
4. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
5. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.
6. The Company has listed its shares on Stock exchange of Mumbai and Cochin .
7. a. The Company has appointed M/s. LINK INTIME INDIA PRIVATE LIMITED as Common Registrar & Transfer Agent of the Company for physicals as well as demat mode of transfers. Members are therefore requested to send their grievances to them for early disposal at the address given below.
b. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

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

8. All documents referred to in the Notice are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.
9. Members/Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
10. Members who are holding shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
11. In all correspondence with the Company, members are requested to quote their Folio No. and in case their shares are held in demat form; they must quote their DP ID and Client ID Number.
12. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with the Depository Participant to enable us to send you the quarterly reports and other communications via email.

13. Voting through electronic means

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

The instructions for e-voting are as under:

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

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

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

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

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

DATE : 30th MAY, 2014.

ANNEXURE TO THE NOTICE

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

Item 3 to 4

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

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

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

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

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

LISTING REQUIREMENTS:

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

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

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

OTHER DIRECTORSHIPS

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

2)	Name Mr. Rajesh Srinivwas Nawathe Age : 53 (22.07.1961) Qualifications : B.Com., Mr .Rajesh Srinivwas Nawathe is associated with the Company since 24th September, 2009. He has expertise in Financial matters and Management	
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Sr No.	Name of the Company	Designation
1.	TANTRASOFT SOLUTIONS (INDIA) PRIVATE LIMITED	Director
2.	ASHCO NIULAB INDUSTRIES LIMITED	Director
3.	SHARDA CAPSEC LIMITED. Outside Committee Memberships : 1 Outside Audit Committee Member : 1 Outside Shareholders Grievance Committee Member : NIL Remuneration Committee Member : 1 No. of shares held in the Company : NIL	Director

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

RENU M. SONI
(DIN:- 02651979)
DIRECTOR

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

DATE : 30th MAY, 2014.

DIRECTORS' REPORT

To,
The Shareholders,

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

FINANCIAL RESULTS :

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

OPERATIONS :

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

DIVIDEND :

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

FIXED DEPOSITS :

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

BOARD OF DIRECTORS :

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

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

DIRECTORS RESPONSIBILITY STATEMENT :

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

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

CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE :

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

SECRETARIAL COMPLIANCE CERTIFICATE :

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

AUDITORS :

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

AUDITORS' OBSERVATIONS :

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

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION :

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

FOREIGN EXCHANGE EARNINGS AND OUTGO:

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

PARTICULARS OF EMPLOYEES :

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

LISTING AGREEMENT REQUIREMENTS :

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

BUY-BACK OF SHARES :

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

ACKNOWLEDGMENT :

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

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

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

REGISTERED OFFICE :

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

DATE : 30th MAY, 2014.