

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

**ANNUAL REPORT
(2016 - 2017)**

Corporate Information

BOARD OF DIRECTORS:

Mr. Krishan Kumar Bhajanlal Rathi

Chairman & Director

Mr. Rajesh Srinivwas Nawathe

Director

Mrs. Subrata Paul

Director

STATUTORY AUDITORS

M/s. Sampat Mehta & Associates

Chartered Accountants

BANKERS

Axis Bank

REGISTERED OFFICE:

402, 4th Floor, Vaastu Darshan, “B’ Wing,

Azad Road, Andheri (East),

Mumbai - 400 069

Tel. No.: 022-65555215

REGISTRAR & SHARE TRANSFER AGENTS:

M/s. Link Intime (India) Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli (West),

Mumbai - 400 083.

Tel No.: 022 - 49186270

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<u>ANNUAL GENERAL MEETING</u>	<u>BOOK CLOSURE</u>	
Date: Friday, 29 th September, 2017	22 nd September, 2017	
Time: 11.30 A.M.	to	
Venue: Vaastu Darshan, “B” Wing, 4 th Floor, Azad Road, Andheri (East), Mumbai - 400 069.	29 th September, 2017	
	(Both days inclusive)	

NOTICE TO THE MEMBERS

NOTICE is hereby given that the **Twenty Third** Annual General Meeting of **OMEGA INTERACTIVE TECHNOLOGIES LIMITED** will be held on Friday, 29th September, 2017 at 11.30 A.M. at 402, 4th Floor, Vaastu Darshan, “B” Wing, Azad Road, Andheri (East), Mumbai – 400 069 to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company which includes the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.
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), M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai (Firm Registration Number: **102358W**), be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. Sampat Mehta & Associates, Chartered Accountants, to hold office for a period of 5 years from the conclusion of 23rd AGM until the conclusion of 28th AGM of the Company (subject to ratification by the members at every 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 Statutory Auditors.”

Registered Office:

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

**Date: 30th May, 2017
Place: Mumbai**

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

**Sd/-
Krishan Kumar Bhajanlal Rathi
Director
DIN : 00156061**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE IN THE MEETING 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 NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.

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. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names as per the Register of Members of the Company will be entitled to vote.
5. The Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 22nd September, 2017 to Friday, 29th September, 2017 (both days inclusive).
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
8. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.

9. Members/Proxies are requested to please bring their copies of the Annual Report to the meeting. Since copies of the Annual Report will not be distributed at the meeting.
10. The Company's shares are listed on Bombay Stock Exchange (BSE) Limited.
11. In view of the Circular issued by the SEBI for appointing common agency for both the modes of transfers i.e. Physical as well as Demat, the Company has already appointed M/s. Link Intime (India) Private Limited as Registrar & Transfer Agent for both the modes of transfer i.e. Physical as well as Demat. Members are therefore requested to send their grievances to them for early disposal at the address given below.

M/s. LINK INTIME INDIA PRIVATE LIMITED

Unit: [Omega Interactive Technologies Limited]

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

Vikhroli (West), Mumbai – 400083.

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

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

URL: www.linkintime.co.in

12. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given above AND in case their shares are held in Demat, this information should be passed on directly to their respective Depository Participants and not to the Company.
13. 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.
14. 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.
15. 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.
16. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in Demat form, they must quote their DP ID and Client ID Number.

17. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in their address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the depository participant(s) and holdings should be verified.
19. Electronic copy of the Annual Report for FY 2016-17 is being sent to all the members whose email IDs are registered with the Company/depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2016-17 are being sent in the permitted mode.
20. A route map showing directions to reach the venue of the Twenty Third AGM forms part of the Annual Report.

21. Voting through electronic means:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub clause (1) & (2) of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide its members the 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 Tuesday, 26th September, 2017 (9:00 A.M.) and ends on Thursday, 28th September, 2017 (5:00 P.M.). During this period members' of

the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017, 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 forgotten your password, you can reset your password by using “Forget User Details / Password” option available on 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 with a copy marked to 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 (E-Remote E-Voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sr. No. (ii) to Sr. 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 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 22nd September, 2017.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 22nd September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rnt.helpdesk@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 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 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.

Registered Office:

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

Date: 30th May, 2017

Place: Mumbai

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

Sd/-

Krishan Kumar Bhajanlal Rathi

Director

DIN: 00156061

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have great pleasure in presenting the Twenty Third Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2017.

1. FINANCIAL HIGHLIGHTS:

(Amount In Rs.)

Particulars	For Year ended 31st March, 2017	For Year ended 31st March, 2016
Revenue from Operations	6,55,335	6,96,412
Other Income	6,32,728	6,19,232
Total Income	12,88,063	13,15,644
Less : Total Expenses	11,72,467	11,43,864
Profit before exceptional items and tax	1,15,596	1,71,780
Exceptional Items	-	-
Profit Before Tax	1,15,596	1,71,780
Less : Tax Expense		
Current Tax	22,000	34,000
Tax relating to prior years	(1,266)	810
Profit After Tax	94,862	1,36,970

2. OPERATIONAL REVIEW:

During the year under review, the Company has earned revenue from operations amounting Rs. 6,55,335/- as compared to Rs. 6,96,412/- in the previous year. The Company has earned total income of Rs.12,88,063/- during the current year as compared to Rs.13,15,644/- earned in the previous year. The Company has earned profit after tax amounting Rs. 94,862/- as compared to profit after tax of Rs.1,36,970/- in immediately preceding financial year.

The Company is significantly taking active efforts for the growth and expansion of the business operations by exploring the business opportunities, strengthening its business strategies and finding ways for cost effectiveness.

3. DIVIDEND:

In view of the nominal profits after taxes, the Directors have decided to plough back the profits of the Company for the further growth and development of the Company and not to recommend any dividend for the year ended 31st March, 2017.