OMEGA INTERACTIVE TECHNOLOGIES LIMITED

29TH ANNUAL REPORT
2022-23

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

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BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Krishan Kumar Rathi	Managing Director w.e.f 24.09.2009 to 31.03.2023
Mr. Rajesh Nawathe	Non - Executive Independent Director w.e.f 24.09.2009 to 24.03.2023
Ms. Subrata Paul	Non - Executive Independent Director w.e.f 30.03.2015 to 24.03.2023
Mr. Ravi Kumar Seth	Non - Executive Independent Director w.e.f 29.05.2019 to 24.03.2023
Ms. Poonam Relekar	Chief Financial Officer Resigned on 06.03.2023
Ms. Shonette Misquitta	Company Secretary & Compliance Officer Resigned on 07.07.2022
Mr. Pankaj Baid	Additional Non- Executive Independent Director (w.e.f 24 th March, 2023)
Ms. Divya Savjibhai Thakor	Additional Non-Executive Director (w.e.f 24 th March, 2023)
Mr. Arun Kumar	Additional Executive Director (w.e.f 24 th March, 2023)
Mr. Anuj Surana	Additional Non - Executive Independent Director appointed w.e.f 31.03.2023
Ms. Neha Gupta	Company Secretary & Compliance Officer (w.e.f 08 th July, 2022)
Mr. Ashutosh Chhawchharia	Chief Financial Officer (w.e.f 14 th August,2023)

STATUTORY AUDITORS

M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai

SECRETARIAL AUDITORS

M/s. Mukesh J & Associates, Company Secretaries, Ahmedabad

REGISTERED OFFICE

E-308, Crystal Plaza, New Link Road, Andheri West opp Infinity Mall, Andheri (West), Mumbai, Maharashtra, 400053

Tel: 022-61919200

Website www.omegainteractive.net

E-mail: omegainteractive.technologies@gmail.com

REGISTRAR & SHARE TRANSFER AGENTS:

Link Intime India Pvt. Ltd

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083

Tel. No.: 022 – 49186270 Email: rnt.helpdesk@linkintime.co.in

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY NINTH (29TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF OMEGA INTERACTIVE TECHNOLOGIES LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 29, 2023 AT 05:00 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1 – ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

ITEM NO. 2: REGULARIZATION OF ADDITIONAL INDEPENDENT DIRECTOR, MR. PANKAJ BAID (DIN: 07462097) BY APPOINTING HIM AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force), Mr. Pankaj Baid (DIN: 07462097) who meets the criteria for independence as provided in Section 149(6) of the Act and who was appointed as an Additional Independent Director of the Company with effect from March 24, 2023 on recommendation of the Nomination and Remuneration Committee by the Board of Directors, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years up to March 23, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms if any with MCA or intimation to any regulatory body."

ITEM NO. 3: REGULARIZATION OF ADDITIONAL INDEPENDENT DIRECTOR, MR. ANUJ SURANA (DIN: 10092412) BY APPOINTING HIM AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s)

or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force), Mr. Anuj Surana (DIN: 10092412)who meets the criteria for independence as provided in Section 149(6) of the Act and who was appointed as an Additional Independent Director of the Company with effect from March 31, 2023 on recommendation of the Nomination and Remuneration Committee by the Board of Directors, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years up to March 30, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms if any with MCA or intimation to any regulatory body."

ITEM 4- REGULARISATION OF ADDITIONAL DIRECTOR, MR. ARUN KUMAR (DIN: 09055964) BY APPOINTING HIM AS AN EXECUTIVE DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any modification or re-enactment thereof), Mr. Arun Kumar (DIN: 09055964), who was appointed as an Additional Director of the company by the Board on 24TH March, 2023 and who holds office upto the date of this Annual General Meeting be and is hereby appointed as an Executive Director of the Company liable to retire by rotation;

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

ITEM 5- REGULARISATION OF ADDITIONAL DIRECTOR, MS. DIVYA THAKOR (DIN: 08845886) BY APPOINTING HIM AS AN NON EXECUTIVE DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any modification or re-enactment thereof), Ms. Divya Thakor (DIN: 08845886), who was appointed as an Additional Director of the company by the Board on 24^{TH} March, 2023 and who holds office upto the date of this Annual General Meeting be and is hereby appointed as an Non- Executive Director of the Company liable to retire by rotation;

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

ITEM NO: 6 SHIFTING OF REGISTERED OFFICE FORM ONE STATE TO ANOTHER

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

To Consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 12 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and subject to the confirmation by the Central Government (Regional Director, Western Region, Maharashtra), consent of the members of the company be and is hereby accorded to shift the registered office of the Company from the State of Maharashtra To "State Of Gujarat";

RESOLVED FURTHER THAT subject to the confirmation of the Central Government (Regional Director, Western Region, Maharashtra) the clause II of the Memorandum of Association be altered by substituting the word "State of Maharashtra" by the words "State of Gujarat";

II. The Registered Office of the Company shall be situated in the State of Gujarat i.e. within the Jurisdiction of Registrar of Companies, Gujarat at Ahmedabad.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company;

RESOLVED FURTHER THAT The service or interest of any of the employee would not be affected adversely by the proposed shifting of registered office as aforesaid and there are no arrears of government dues payable by the company and further the change of registered office of the company from the State of Maharashtra to the state of Gujarat will be in the interest of shareholders at large.

Registered Office: E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West) Mumbai Maharashtra 400053 India For and on behalf of the Board of Directors For Omega Interactive Technologies Limited

Place: Mumbai

Date: 05/09/2023 SD/- SD/-

ARUN KUMAR DIVYA SAVJIBHAI THAKOR ADDITIONAL DIRECTOR ADDITIONAL DIRECTOR

DIN: 09055964 DIN: 08845886

NOTES:

- 1. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice.
- 2. General instructions for accessing and participating in the 29th AGM and voting through electronic means including remote e-Voting.
- 3. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- 4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.
- 8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.omegainteractive.net. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. https://www.evoting.nsdl.com/.

- 9. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to mjassociates.pcs@gmail.com with copies marked to the Company at omegainteractive.technologies@gmail.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
- 10. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto
- 11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at omegainteractive.technologies@gmail.com on or before September 20, 2023 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- **12.** Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;
 - a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to omegainteractive.technologies@gmail.com.
 - b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to omegainteractive.technologies@gmail.com
 - c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
 - e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Transfer Agent, M/s. Link Intime India Pvt. Ltd, having its office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083 by following the due procedure.
 - f) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, BSPL to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- 13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Link Intime India Pvt. Ltd, by mail at rnt.helpdesk@linkintime.co.in together with a valid proof of address in case the shares are held in physical form.

14. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised evoting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised evoting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

- II. The Register of Members and Share Transfer Register of the Company will remain closed from Friday, 22nd September, 2023 to Friday, 29th September, 2023 (both days inclusive). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 22, 2023, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cutoff date, shall treat this Notice as intimation only.
- III. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 22, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- IV. The remote e-voting will commence on 9.00 A.M. (IST) on Tuesday, 26th September 2023 and will end on 5.00 P.M. (IST) on Thursday, 28th September 2023. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, September 22, 2023 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- V. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- VI. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e Friday, September 22, 2023
- VII. The Company has appointed **M/s Mukesh J. & Associates, Practicing Company Secretary, Ahmedabad**, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

VIII. INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING & JOINING THROUGH VC / OAVM

IX. The remote e-voting period begins 9.00 A.M. (IST) on Tuesday, 26th September 2023 and will end on 5.00 P.M. (IST) on Thursday, 28th September 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period
	or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following
	URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	4. Shareholders/Members can also download NSDL Mobile App " NSDL Speede " facility by scanning the QR code mentioned below for seamless voting experience.