



OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Date: 06/09/2024

**The Manager,
BSE Limited,
25th Floor, PJ Towers,
Dalal Street Fort, Mumbai- 400 001**

SUB: 30TH ANNUAL REPORT OF OMEGA INTERACTIVE TECHNOLOGIES LIMITED FOR THE FINANCIAL YEAR 2023-24.

REF: OMEGA INTERACTIVE TECHNOLOGIES LIMITED (BSE SCRIP CODE - 511644)

Dear Sir/Ma'am,

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the 30th Annual Report of our company for the financial year 2023-2024.

You are requested to kindly take the same on record.

FOR, OMEGA INTERACTIVE TECHNOLOGIES LIMITED

**ARUN KUMAR
DIRECTOR
DIN: 09055964**

CIN: L67120MH1994PLC077214



Regd Office - E-308, Crystal Plaza, New Link Road,
Ancheri (W), Mumbai - 400053, Maharashtra India



Tel. No. 022-68322609



Website: www.omegainteractive.net



Email Id: omegainteractive.technologies@gmail.com

OMEGA INTERACTIVE TECHNOLOGIES
LIMITED

30TH ANNUAL REPORT
F.Y- 2023-24

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BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Pankaj Baid	Non- Executive Independent Director (w.e.f 24 th March, 2023)
Ms. Divya Savjibhai Thakor	Non- Executive Director (w.e.f 24 th March, 2023 to 27 th July, 2024)
Mr. Arun Kumar	Executive Director (w.e.f 24 th March, 2023)
Mr. Anuj Surana	Independent Director appointed w.e.f 31 st March, 2023 to 13 th October, 2023.
Ms. Neha Gupta	Company Secretary & Compliance Officer w.e.f 08 th July, 2022 to 26 th October, 2023
Mr. Ashutosh Chhawchharia	Chief Financial Officer (w.e.f 14 th August,2023)
Mr. Ankit Bhojak	Company Secretary & Compliance Officer (w.e.f 14 th June,2024)
MR. SUHIT BAKSHI (DIN: 06395813)	Additional Non-Executive Director (w.e.f 03 rd September, 2024)

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 30TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTEETH (30TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF OMEGA INTERACTIVE TECHNOLOGIES LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 30, 2024 AT 04:30 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, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

ITEM NO. 2: RE-APPOINTMENT OF A DIRECTOR

To appoint a Director in the place of Mr. Arun Kumar (DIN: 09055964), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

“RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arun Kumar (DIN: 09055964), who retires by rotation, at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as the Director of the company, liable to retire by rotation.

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

SPECIAL BUSINESS:

ITEM NO: 3 SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER

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 the Board and / or any other person so authorized by the Board, be and is / are hereby authorized on behalf of the Company to make any modifications, variations or alterations

stipulated by any authority while according approval / consent as may be considered necessary and to appoint counsels / consultants and advisors, file applications / petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds and things as may be deemed necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT any Director of the Company and Company Secretary be and are hereby severally authorised to sign and submit the necessary, forms, intimations, and e-forms with the relevant statutory authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

ITEM NO: 4 REGULARISATION OF APPOINTMENT OF MR. SUHIT BAKSHI (DIN: 06395813) ADDITIONAL DIRECTOR AS AN NON-EXECUTIVE 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 Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force), MR. SUHIT BAKSHI (DIN: 06395813), who was appointed as an Additional Director of the Company with effect from 03rd September,2024 by board of directors and who holds office only upto the date of the ensuing Annual General Meeting of the Company, be and is hereby appointed as a Non-Executive Director of the Company on the terms and conditions and remuneration as agreed and whose period of office shall be liable to retire by rotation with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised 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.”

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

**SD/-
ARUN KUMAR
DIRECTOR
DIN: 09055964**

**SD/-
SUHIT BAKSHI
ADDITIONAL DIRECTOR
DIN: 06395813**

**Registered Office: E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri
(West) Mumbai Maharashtra 400053 India**

**Place: Mumbai
Date: 04/09/2024**

Notes:

I. GENERAL INFORMATION:

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. 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.
3. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Electronic copy of all documents referred to the accompanying Notice of the AGM will be available for inspection by the Shareholders in electronic mode on the website of the Company at <https://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 National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
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. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2015, however, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SS-2 (Secretarial Standards on General Meeting (issued by the Institute of company Secretaries of India (“ICSI”) and the provisions of the MCA Circulars and the SEBI Circulars, the business may be transacted through electronic voting system and the Company is providing for voting by electronic means (E-voting) to its Members through remote e-voting platform provided by the NSDL to cast their votes.
9. The Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.

10. 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 23rd September, 2024 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.

II. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:

- I. The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (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. Monday, September 23, 2024, 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 Cut off date, shall treat this Notice as intimation only.
- II. 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. Monday, September 23, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or evoting system on the date of the AGM by following the procedure mentioned in this part.
- III. The remote e-voting will commence on 9.00 A.M. (IST) on Friday, 27th September 2024 and will end on 5.00 P.M. (IST) on Sunday, 29th September, 2024. During this period, the members of the Company holding shares as on the Cut-off date i.e. Monday, September 23, 2024 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.
- IV. 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.
- V. 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. Monday, September 23, 2024.
- VI. 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

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 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>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 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</p> <p>2) 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.</p> <p>3) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> I. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. II. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. III. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. IV. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent

to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mjassociates.pcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board

Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

- 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 company.
- 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 Company's email id. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 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.

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

**SD/-
ARUN KUMAR
DIRECTOR
DIN: 09055964**

**SD/-
SUHIT BAKSHI
ADDITIONAL DIRECTOR
DIN: 06395813**

**Registered Office: E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri
(West) Mumbai Maharashtra 400053 India**

**Place: Mumbai
Date: 04/09/2024**

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

The Registered office of the Company is situated in the "State of Maharashtra" E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West) Mumbai MH 400053 IN The Company has shifted its Corporate Office from Maharashtra to Gujarat and the shifting of registered office to the other location shall increase the effectiveness in Corporate functioning of the Company.

With a view to improve the overall operational efficiency, streamline document management system and achieve overall effectiveness, the Board of Directors consider it beneficial for the Company to shift its registered office.

The Board, therefore, recommends the proposed Special Resolution to the Members of the Company for their consideration and approval.

The altered Memorandum of Association shall be placed before the meeting and shall also be available for inspection by the Members at the Company's Registered Office between 10.00 a.m. to 5.00 p.m. on all working days, up to the date of the Annual General Meeting.

None of the Directors, Manager and other Key Managerial Personnel of the Company and their relatives, is in anyway, directly or indirectly, concerned or interested in the aforesaid resolution.

ITEM NO.4

MR. SUHIT BAKSHI (DIN: 06395813) was appointed as an Additional Director with effect from 03rd September, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of MR. SUHIT BAKSHI on the Company Board is desirable and would be beneficial to the Company. The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice of AGM for approval of the members.

Except MR. SUHIT BAKSHI and his relatives, to the extent of their shareholdings, if any, none of the Director or Key Managing Personnel of the Company and their relative are in any way concerned or interested, financially or otherwise in this resolution.

In View of the above, your Directors recommend the proposed resolution with or without modification as a Special Resolution.

EXHIBIT TO THE NOTICE

Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting (Under Regulation 36 of the SEBI Listing Obligations and Disclosure Requirements, 2015)

Name of Director	MR. ARUN KUMAR
DIN	09055964
Date of Birth	05/07/1995
Brief Resume and Nature of Expertise in Functional Areas	Mr. Arun Kumar comes with Administrative Background. He has experience in managing different an companies and is on the board of multiple companies. He is Versatile Professional with excellent organizational skills and extensive knowledge of running businesses.
No. of Equity Shares held in the Company	NIL
Names of listed entities (Including this listed entity) in which the person holds the Directorship and the Membership of Committees of the board*	NONE
Disclosure of Relationships between Directors inter-se	He is not related to any of other Director of the Company

Name of Director	MR. SUHIT BAKSHI
DIN	06395813
Date of Birth	06/10/1984
Brief Resume and Nature of Expertise in Functional Areas	MR. SUHIT BAKSHI (DIN: 06395813) is an experienced member with excellent communication and public speaking skills which helps in the better growth of the company.
No. of Equity Shares held in the Company	NIL
Names of listed entities (Including this listed entity) in which the person holds the Directorship and the Membership of Committees of the board*	NONE
Disclosure of Relationships between Directors inter-se	He is not related to any of other Director of the Company

*Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship across all Listed Companies including this company.

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

**SD/-
ARUN KUMAR
DIRECTOR
DIN: 09055964**

**SD/-
SUHIT BAKSHI
ADDITIONAL DIRECTOR
DIN: 06395813**

**Registered Office: E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri
(West) Mumbai Maharashtra 400053 India**

**Place: Mumbai
Date: 04/09/2024**

DIRECTORS' REPORT

TO
THE MEMBERS OF THE COMPANY
OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Your Directors feel great pleasure in presenting the 30th Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended 31st March, 2024.

1. FINANCIAL HIGHLIGHTS

(Rs. In Lakhs)

S. NO.	PARTICULARS	CURRENT YEAR ENDED 31 ST MARCH, 2024	PREVIOUS YEAR ENDED 31 ST MARCH, 2023
1.	Total Revenue	9.00	19.08
2.	Other Income	5.31	5.26
3.	Total Income	14.31	24.34
4.	Less: Total Expenses	23.11	16.73
5.	Profit before exceptional items and tax	(8.80)	7.61
6.	Exceptional Items	-	-
7.	Profit before Tax	(8.80)	16.73
8.	Less: Tax Expenses	-	-
9.	Current Tax	-	1.93
10.	Less: Excess provision for Tax of earlier periods written back	-	-
11.	Profit after Tax	(8.80)	5.68
12.	Earnings per share (EPS)		
13.	Basic	(1.76)	1.14
14.	Diluted	(1.76)	1.14

2. REVIEW OF OPERATIONS

During the year under review, the Company's Revenue from Operations stood at Rs. 9,00,000/- compared to Rs. 19,08,030/- in the previous year. The Net Loss for the year stood at Rs. 8,80,000/- as against profit of Rs. 7,61,000/- reported in the Previous Year.

3. CHANGE IN MANAGEMENT AND CONTROL

In view of the appointments and resignation of Directors in the Board of the Company following is the revised Composition of the Board;

SR NO	NAME OF THE DIRECTORS	DESIGNATION	DIN/PAN	STATUS
1	PANKAJ BAID	Non-Executive Independent Director	07462097	Non- Executive Independent Director

2	DIVYA SAVJIBHAI THAKOR	Non Executive Director	08845886	Non-Executive Director
3	ARUN KUMAR	Executive Director	09055964	Executive Director

4. DIVIDEND

Your Directors have not recommended any dividend for the year ended 31st March, 2024, in order to plough back the profits for future growth and development of the Company.

5. TRANSFER TO RESERVES

During the year under review, the company has not transferred any amount to reserves.

6. CHANGES IN NATURE OF BUSINESS

There has been no change in the nature of the business of the company during the financial year 2023-2024.

7. SHARE CAPITAL OF THE COMPANY

The paid up equity share capital as at 31st March, 2024 was Rs. 1,59,94,320/- divided into 15,99,432 equity shares, having face value of Rs. 10/- each fully paid up.

During the year under review, the Company has issued 20,91,249 Convertible Equity Warrants. Where out of 20,91,249 Convertible Equity Warrants, Board of Directors of the Company through resolution by circulation on 02nd April, 2024 had considered and approved the conversion of 7,33,488 Equity Warrants upon receipt of 25% of the issue price from the allottees.

Whereas, 13,57,761 warrants shall remain pending for conversion which can only be converted into equity shares upon payment of balance 75% of the warrant amounts as per issue price per warrant within 18 months from the date of warrant allotment.

8. MANAGEMENT DISCUSSIONS AND ANALYSIS

The Management Discussion and Analysis Report on the operations of the Company, as required under Regulation 34 read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and as approved by the Board of Directors, is provided in a separate section and forms an integral part of this Report.

9. ANNUAL RETURN

Pursuant to Section 92 of the Act read with the applicable Rules, the Annual Return for the year ended 31st March, 2024 can be accessed on the Company's website at <https://www.omegainteractive.net/>.

10. SUSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

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

11. PUBLIC DEPOSITS

The 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 under review.

12. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3) (c) of the Companies Act, 2013:

- a. That in the preparation of the Annual Accounts for the year ended 31st March, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. That 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. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The Annual Accounts have been prepared on a going concern basis;
- e. That 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; and
- f. That the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. CORPORATE GOVERNANCE REPORT

As per the provisions of Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions related to Corporate Governance as specified in Regulations 17, 18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V shall not apply to a listed entity having paid up Share Capital not exceeding Rupees Ten Crores and Net worth not exceeding Rupees Twenty Five Crores, as on the last day of the previous financial year.

As on the last day of the previous financial year, the paid up Share Capital and Net worth of the Company was below the threshold limits stated above, thereby presently the Company is not required to comply with the above provisions of Corporate Governance. Accordingly, the Report on Corporate Governance and Certificate regarding compliance of conditions of Corporate Governance are not made a part of the Annual Report.

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

Information under Section 134(3)(m) of The Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, details regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo for the year under review are as follows:

Conservation of Energy

- a) Steps taken or impact on conservation of energy – The Operations of the Company do not consume energy intensively. However, Company continues to implement prudent practices for saving electricity and other energy resources in day-to-day activities.
- b) Steps taken by the Company for utilizing alternate sources of energy – Though the activities undertaken by the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.

Technology Absorption

- a) The efforts made towards technology absorption – The Company continues to take prudential measures in respect of technology absorption, adaptation and take innovative steps to use the scarce resources effectively.
- b) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable

The Particulars of Foreign Exchange and Outgo for the year under review are: (Rs. in Lakhs)

PARTICULARS	31 ST MARCH, 2024	31 ST MARCH, 2023
FOREIGN EXCHANGE EARNING	NIL	NIL
FOREIGN EXCHANGE OUTGOING	NIL	NIL

15. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The requisite details in respect of employees of the Company required pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as “Annexure I” and forms an integral part of this report.

16. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS

As required by Regulation 34(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Cash Flow Statement is appended.

As the Company does not have any Subsidiary Company or Associate Company or Joint Venture Company, it is not required to publish Consolidated Financial Statement.

17. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and Regulation 16 (1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

18. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

BOARD OF DIRECTORS:

During the financial year 2023-24, there were changes in the composition of board of directors of the company:

SR NO	DESIGNATION	APPOINTMENT/RESIGNATION OF DIRECTORS
1	Non-Executive Director	Ms. Divya Savjibhai Thakor (w.e.f. 24/03/2023)
2	Executive Director	Mr. Arun Kumar (w.e.f 24/03/2023)
3	Additional Non Executive Independent Director	Mr. Pankaj Baid (w.e.f 24/03/2023)

KEY MANAGERIAL PERSONNEL:

SR. NO.	DESIGNATION	CHANGE IN KMP	Event
1	Company Secretary	Ms. Neha Gupta, having Membership No. 37355	Appointed on 08/07/2022 Resigned on 26/10/2023
2	Chief Financial Officer	Mr. Ashutosh Chhawchharia	Appointed on 14/08/2023

The Board received a declaration from all the directors under Section 164 and other applicable provisions, if any, of the Companies Act, 2013 that none of the directors of the company is disqualified under the provisions of the Companies Act, 2013 ("Act") or under the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

Also, the Board appointed Mr. Ankit Bhojak as Compliance Officer and Company Secretary of the Company after closure of Financial Year 2023-24, i.e., 14th June, 2024 in place of resigning Company Secretary Ms. Neha Gupta.

RESIGNATION OF DIRECTORS

The following directors have resigned from the company during the year:

SR. NO.	DESIGNATION		NAME OF DIRECTORS	Date of Cessation
1	Non-Executive Director	Independent	Mr. Anuj Surana	Resigned with effect from Close of business hours of 13 TH October, 2023

RETIREMENT BY ROTATION

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mr. Arun Kumar, Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment and your Board recommends his re- appointment.

As stipulated under the Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), brief resume of the Directors proposed to be appointed/re- appointed are given in the Notice convening the Annual General Meeting of the Company.

KEY MANAGERIAL PERSONNEL

During the year under review, there was change in Key Managerial Personnel of the company as mentioned in above and accordingly, at present, the following are the Key Managerial Personnel of the company:

SR NO	DESIGNATION	NAME OF THE DIRECTORS
1	Company Secretary & Compliance Officer	Ms. Neha Gupta (w.e.f 08/07/2022 to 26/10/2023)
2	Chief Financial Officer	Mr. Ashutosh Chhawchharia (w.e.f 14/08/2023)
3	Company Secretary & Compliance Officer	Mr. Ankit Bhojak (w.e.f., 14/06/2024)

19. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

Your Company has 1 (One) Independent Directors as on the date of this meeting. All the Independent Directors have given necessary declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

20. STATEMENT ON INTEGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors regarding their Integrity, Expertise and Experience.

21. MEETINGS OF THE BOARD

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. A tentative annual calendar of the Board and Committee Meetings is informed to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings.

The notice of meeting of Directors and Committees is given well in advance to all the Directors of the Company. The agenda of the Board / Committee meetings is circulated not less than 7 days prior to the date of the meeting. The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the year under review, 06 (Six) Board Meetings were convened and the intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

NAME OF THE DIRECTOR	THE CATEGORY	NUMBER OF MEETINGS WHICH DIRECTOR WAS ENTITLED TO ATTEND	MEETINGS ATTENDED
Mr. Pankaj Baid	Independent Director	6	6
Ms. Divya Savjibhai Thakor	Non-Executive Director	6	6
Mr. Arun Kumar	Executive Director	6	6
Mr. Anuj Surana	Additional Independent Director	3	3

22. SEPARATE MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 5th September, 2023 to review, among other things, the performance of non-independent directors and the Board as whole, evaluation of the performance of the Chairman and the flow of communication between the Board and the management of the Company.

23. COMMITTEES OF THE BOARD

The Company's Board has the following Committees:

- > Audit Committee
- > Nomination and Remuneration Committee
- > Stakeholders Relationship Committee

i) AUDIT COMMITTEE:

During the financial year 2023 -2024, (4) meetings of Audit Committee were held on 19th May, 2023; 14th August, 2023; 10th November, 2023; and 14th February, 2024.

The table below highlights the attendance of the Members of the Committee. The requisite quorum was present at all the Meetings.

NAME OF MEMBERS	DESIGNATION	MEETINGS ATTENDED
Mr. Pankaj Baid	CHAIRMAN	4
Mrs. Divya Thakor	MEMBER	4
Mr. Arun Kumar	MEMBER	4

The Company Secretary has acted as the Secretary to the Committee.

All the recommendations made by the Audit Committee were accepted by the Board of Directors. The terms of reference of the Audit Committee shall include but not limited to the following:

- a) To recommend the appointment/re-appointment/ re-placement and terms of appointment of the Auditors of the Company.
- b) To review and monitor Auditor's independence and performance and effectiveness of audit process.
- c) To review with the Management the Quarterly Financial Results before submission to the Board for approval.
- d) Review the adequacy of internal control system. Finding of any internal investigations by the internal auditors in to matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- e) Approval or any subsequent modification of transactions of the Company with related parties.
- f) Reviewing the Company's risk management policy.
- g) To scrutinize inter-corporate loans and investments made by the Company.
- h) To evaluate the Internal Financial Controls and Risk Management Systems.
- i) To carry out valuation of undertakings and the assets of the Company, wherever it is necessary.
- j) To review, with the management, performance of Statutory and Internal Auditors, adequacy of the Internal Control System.
- k) To review the functioning of the Whistle Blower Mechanism.
- l) To approve appointment of Chief Financial Officer after assessing the qualifications, experience and background etc. of the candidate.
- m) To carry out any other function, as may be assigned to Audit Committee pursuant to any amendments to the Listing Regulations and the applicable provisions of the Act.
- n) To oversee the Company's financial reporting process and disclosure of the financial information to ensure that the financial statements are correct, sufficient and creditable.
- o) To review the following information/document:
 - ✚ Management Discussion and Analysis of financial condition and results of operation;
 - ✚ Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - ✚ Management letter/letters of internal control weakness issued by the Statutory Auditors;
 - ✚ Internal audit reports relating to internal control weakness;
 - ✚ Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations.

ii) NOMINATION AND REMUNERATION COMMITTEE

During the financial year 2023-24, 4(Four) meetings of NRC were held on 19th May, 2023; 14th August, 2023; 10th November, 2023; and 14th February, 2024.

The table below highlights the attendance of the Members of the Committee. The requisite quorum was present at the Meeting.

NAME OF MEMBERS	DESIGNATION	MEETINGS ATTENDED
Mr. Pankaj Baid	CHAIRPERSON	4
Ms. Divya Thakor	MEMBER	4
Mr. Arun Kumar	MEMBER	4

The Company Secretary has acted as the Secretary to the Committee.

The broad terms of reference of the NRC, as approved by the Board, are in compliance with Section 178 of the Companies Act, 2013 which are as follows:

- a) To lay down criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- b) To formulate a criteria for evaluation of performance of Independent Directors and the Board of Directors.
 - a) To recommend remuneration to be paid to a Director for any service rendered by him to the Company which are of a professional nature and provide an opinion, whether such Director possess the requisite qualification for the practice of such profession.
 - b) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
 - c) To decide whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
 - d) To recommend to the Board the appointment and removal of the Directors, including Independent Directors.
 - e) Carrying out functions as delegated by the Board of Directors from time to time.

The Board of Directors has framed "Remuneration and Nomination Policy" which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The said Policy is uploaded on the website of the company i.e. www.omegainteractive.net.

iii) STAKEHOLDERS RELATIONSHIP COMMITTEE

During the financial year 2022-23, 04 (Four) meetings of SRC were held on 19th May, 2023; 14th August, 2023; 10th November, 2023; and 14th February, 2024.

The table below highlights the attendance of the Members of the Committee. The requisite quorum was present at the Meeting.

NAME OF MEMBERS	DESIGNATION	MEETINGS ATTENDED
Mr. Pankaj Baid	CHAIRPERSON	4
Ms. Divya Thakor	MEMBER	4
Mr. Arun Kumar	MEMBER	4

The Company Secretary has acted as the Secretary to the Committee.

Stakeholders Relationship Committee is empowered to oversee the Redressal of Stakeholders complaints pertaining to transfer of shares, non-receipt of annual reports, non-receipt of declared dividends, issue of duplicate certificates, transmission /demat / remat of shares and other miscellaneous grievances.

The detailed particulars of Stakeholders complaints handled by the Company and its Registrar & Share Transfer Agent during the year 2023-24 are as under:

NATURE OF COMPLAINTS	OPENING AT THE BEGINNING OF YEAR	RECEIVED DURING YEAR	REDRESSED THE	PENDING AT THE END OF YEAR
Non-receipt of Share Certificate	NIL	NIL	--	NIL
Non-receipt of Dividend/ Interest/ Redemption Warrant	NIL	NIL	--	NIL
Non-receipt of Annual Report	NIL	NIL	--	NIL
Others	NIL	NIL	--	NIL

24. ANNUAL PERFORMANCE EVALUATION BY THE BOARD

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual directors on the basis of evaluation criteria suggested by the Nomination and Remuneration Committee and the SEBI (LODR) Regulations, 2015.

Accordingly, the Board has carried out an evaluation of its performance after taking into consideration various performance related 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 performance evaluation of the Board as a whole was carried out by the Independent Directors in their meeting.

Similarly, the performance of various committees, individual Independent Directors was evaluated by the entire Board of Directors (excluding the Director being evaluated) on various parameters like engagement, analysis, decision making, communication and interest of stakeholders.

The Board of Directors expressed its satisfaction with the performance of the Board, its committees and individual directors.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Director. The Board of Directors expressed their satisfaction with the evaluation process.

25. DIRECTORS TRAINING AND FAMILIARIZATION

The Company undertakes and makes necessary provision of an appropriate induction programme for new Director(s) and ongoing training for existing Directors. The new Director(s) are introduced to the Company culture, through appropriate training programmes. Such kind of training programmes helps develop relationship of the directors with the Company and familiarize them with Company processes.

The management provides such information and training either at the meeting of Board of Directors or at other places.

The induction process is designed to:

- build an understanding of the Company's processes and
- fully equip Directors to perform their role on the Board effectively

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expectations from them.

26. DETAILS OF FRAUD REPORT BY AUDITOR:

As per auditors' report, no fraud u/s 143 (12) reported by the auditor.

27. AUDITORS

(I) STATUTORY AUDITORS AND THEIR REPORT:

M/S Desai Saksena & Associates, Chartered Accountants, Mumbai having Firm Registration No. 102358W, were appointed as Statutory Auditors of the Company for a term of 05 (Five) years from the conclusion of 28th AGM until the conclusion of 33rd AGM of the Company on such remuneration as may be mutually between the Auditors and the Board of directors of the Company.

Notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments.

The Auditor's Report does not contain any qualification, reservation or adverse remark except mentioned below;

Modified qualification	Management Reply
The Company has exceeded the borrowing limits beyond the limits specified under Section 180 (1) (c) and other applicable Provisions of Companies Act, 2013	Borrowings in the financials are considered to be Short Term Loans and Borrowings or Temporary Loans and hence do not violate section 180 (1) (c) of Companies Act, 2013.
The Company has given the loans and advances in the nature of loan exceeding the limit specified under section 186 of the Companies Act, 2013	Loans and Advances standing in Financials are advances given to customer in lieu of business and advance given to expand business. The ageing of the same does not exceed 6 months and the same will be settled during the year. Management shall pass resolution for the same in upcoming General Meeting if necessary.
The Company has not made the appointment of Company Secretary as at balance sheet date.	The Company was in search of suitable candidates and on the finding such candidates the company has made the appointment of

Company Secretary.

(II) INTERNAL AUDITOR AND ITS REPORT

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the rules made thereunder the board has re-appointed M/s. B A Bedawala & Co., Chartered Accountants, Ahmedabad as Internal Auditor on 14th February, 2024 for the financial year 2023-2024 at remuneration to be decided mutually between the board of directors and the Auditors including reimbursement of out of pocket expenses, if any, incurred during the course of audit.

(III) SECRETARIAL AUDITORS AND THEIR REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Mukesh J & Associates, Company Secretaries, Ahmedabad, Gujarat on 14th February, 2024 to conduct Secretarial Audit for the year ended on 31st March, 2024.

Secretarial Audit Report issued by M/s. Mukesh J. & Associates, Company Secretaries in Form MR- 3 is annexed herewith forms as an integral part of this Report.

The Secretarial Auditors have notified certain comments for non-complying in timely manner on certain SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Companies Act, 2013 compliances as mentioned below:

Modified qualification from Secretarial Auditor	Management Reply
The Composition of Board is not duly constituted as required under section 203 of the Companies Act, 2013 and Regulation 17 of SEBI LODR Regulations, 2015;	The Management herewith clarifies that as our company is undergoing change in management structure and restructuring of work and related procedural formalities; therefore, it is under the process of finding suitable and long term executives who shall give proper shape and guidance to the vision and mission of our company. Thus, as a result of the same; the board structure requirement was not met; however, the company ensures to duly fulfil the said compliance requirement in an expeditious manner so as to avoid any aspect of non-compliance in future.
As required under Regulation 6 (1) SEBI LODR Regulations, 2015 Any vacancy in the Office of a Company Secretary shall be filled by the listed entity at the earliest and in any case not later than three months from the date such vacancy, However, the Company has not filled up casual vacancy of Compliance Officer within the 3 months from the date of such vacancy.	The management herewith clarifies that as the company was in search of a suitable candidate for the said designation; therefore; there resulted a delay in the appointment of the Company Secretary in the Company. Furthermore, as on date; the company has appointed a Qualified Company Secretary in compliance with requirement laid down under Regulation 6(1) of SEBI(LODR) Regulations, 2015.
As required under Regulation 17(1E) of the SEBI	The management hereby clarifies that; as the

<p>(LODR) Regulations, 2015, Any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the date such vacancy, However, the Company has not filled up casual vacancy of Independent Director within three months from the date of such vacancy created by resignation of independent Director.</p>	<p>company was in search of suitable candidate for the said designation; there resulted a delay in compliance with the said regulation. Moreover; the management assures that with due compliance with Regulation 17 of the SEBI (LODR) Regulations, 2015; it shall ensure that all other non-compliances forming part thereof are made good by the company.</p>
<p>As required under Regulation 30 of the SEBI (LODR) Regulations, 2015, Proceedings of Annual General Meeting of the Company shall be disclosed within 12 hours, However the Company has not disclosed Proceedings of Annual General Meeting of the Company within 12 Hours.</p>	<p>The management clarifies that the proceedings of the AGM was filed in delayed manner due to short business hours during festive time of Milad un-Nabi/Id-e-Milad; therefore, it caused an inadvertent delay in submission of proceedings of Annual General Meeting (AGM) held on 29.09.2023. However, the Company had submitted the proceedings of AGM within 24 hours instead of 12 hours. Furthermore; the management assures that it will be more careful in future and would further like to state that the Company has been regular in adhering to the compliances under the Listing Regulations and other applicable laws.</p>
<p>As required under Regulation 47 of the SEBI (LODR) Regulations, 2015, the notice given to shareholder by advertisement, however the company has not given any advertisement for the EGM held during the year.</p>	<p>The management clarifies that it had inadvertently failed to submit the advertisement of EGM notice dispatched to shareholders of the company. Furthermore, it has ensured that appropriate measure will be taken to ensure timely compliance of all applicable regulations in future.</p>
<p>The Company had not maintained the SDD Software during the year.</p>	<p>The management herewith informs that the company has installed the SDD software in accordance with the requirements of the Insider Trading Regulations and the SEBI norms and had duly made all applicable entries in the said software as per the requirement of the Regulations.</p> <p>However, as stated earlier, due to change in management of the company and the resulting changes in the working structure of the company; the company was not able to enter some of the entries in the SDD software in a timely manner. Moreover, now the company has aligned appropriate action plan to ensure compliance with said regulations.</p>
<p>The Company has passed the resolution for Shifting RO from State of Maharashtra to State of Gujarat in last AGM, however the company was failed to shift the registered office in last one year.</p>	<p>The management herewith informs that due to change in management and restructuring of other procedural and work related requirements of the company; the above stated resolution was not executed as forecasted by the management. However, the company is clear with its intent of changing RO from State of Maharashtra to the</p>

	State of Gujarat and accordingly, it has put up the said agenda again in its ensuing AGM for approval of its shareholders.
Further the company has received notice from ROC for not maintaining the registered office as per the requirement of Companies Act, 2013	<p>The Company has passed the resolution in the Annual General Meeting held on September 29,2023 to shift the registered office of the Company from the State of Maharashtra To "State Of Gujarat" due to change in management of the Company.</p> <p>Currently The Registered office of the Company is situated in the "State of Maharashtra" E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West) Mumbai MH 400053 IN.</p> <p>The Company has shifted its Corporate Office from Maharashtra to Gujarat and in the process to shift of registered office to the other location in Gujarat that will increase the effectiveness in corporate functioning of the Company. The process for registered office shifting is filed and is under process.</p> <p>Furthermore, on the date of Surprise Visit, the management was present at Gujarat office and is frequently travelling to and forth from Gujarat to Maharashtra and back due to business operations.</p>
The Company has given the loans and advances in the nature of loan exceeding the limit specified under section 186 of the Companies Act, 2013	Loans and Advances standing in Financials are advances given to customer in lieu of business and advance given to expand business. The ageing of the same does not exceed 6 months and the same will be settled during the year. Management shall pass resolution for the same in upcoming General Meeting if necessary.

28. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has an 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 Function 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 control system. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

29. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As the Company is not having net worth of rupees five hundred Crores or more, or turnover of rupees one thousand Crores or more or a net profit of rupees five Crores or more during previous financial year,

The Company is not required to comply with the provisions of Section 135 of the Companies Act, 2013 with the regard to the formation of the CSR Committee and undertaking of Social Expenditure as required under the said Section.

30. SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES

As Company does not have any Subsidiaries or Associates Companies or Joint ventures, it is not required to give disclosure in Form AOC-1 Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014.

31. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has framed 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.

32. RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the financial year were on an arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations.

There were no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature.

A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions, if any. The Company has adopted a Related Party Transactions Policy.

The details have been enclosed pursuant to clause (h) of subsection (3) of Section 134 of Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules 2014 – 'AOC-2'- **Annexure II**.

33. PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS BY THE COMPANY

During the year under review, the company has not given any guarantees/securities or made investments covered under Section 186 of the Companies Act, 2013. The details of the loans given by the Company have been disclosed in the notes to the financial statements.

34. 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 ended 31st March, 2024.

35. 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 dematerialized form in either of the two Depositories. The company has been allotted ISIN No. INE113B01029.

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

36. 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.

37. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant or material orders passed by the regulators or courts impacting the going concern status of the company and its future operations.

38. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which occurred during between the end of the financial year to which the financial statements relate and the date of this report.

During the year under review, the Company has issued 20,91,249 Convertible Equity Warrants. Where out of 20,91,249 Convertible Equity Warrants, Board of Directors of the Company through resolution by circulation on 02nd April, 2024 had considered and approved the conversion of 7,33,488 Equity Warrants upon receipt of 25% of the issue price from the allottees.

Whereas, 13,57,761 warrants shall remain pending for conversion which can only be converted into equity shares upon payment of balance 75% of the warrant amounts as per issue price per warrant within 18 months from the date of warrant allotment.

Also, consent of the members of the company had been accorded to shift the registered office of the Company from the State of Maharashtra to "State of Gujarat".

39. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In pursuance to Section 177 of the Companies Act, 2013, the Company has adopted a Vigil Mechanism / Whistle Blower Policy to deal with instance of fraud and mismanagement, if any.

The Company promotes ethical behavior in all its business activities and has adopted a mechanism of reporting illegal or unethical behavior. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the employees / workers.

The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in the exceptional cases.

The confidentiality of those reporting violation is maintained and they are not subjected to any discriminatory practice.

However, no violation of laws or unethical conduct etc. was brought to the notice of the Management or Audit Committee during the year ended 31st March, 2024.

We affirm that during the financial year 2023-24, no employee or director was denied access to the Audit Committee.

40. RISK MANAGEMENT POLICY

According to the Directors of the Company, elements of risk that could threaten the existence of the Company are very minimal. Hence, no separate risk management policy is formulated by the Company.

41. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company was not required to constitute 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 as the company has not employ(ed) 10 or more employees at any time during the financial year 2023-24.

Further, the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress complaints received regarding sexual harassment were not applicable to the company during the review period.

42. LISTING

The Company's Equity Shares are listed on BSE Limited. The company has paid listing fees to BSE Limited up to 31st March, 2024 and has complied with all the required formalities.

The trading in shares of the company on the Stock Exchange has resumed during the year.

43. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

The company has in place adequate, internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The company has adopted accounting policies, which are in line with the accounting standards and the Companies Act, 2013.

44. REPORTING OF FRAUDS

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Acts & Rules framed thereunder either to the Company or to the Central Government.

45. SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by The Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

46. 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.

47. DISCLOSURE ON MAINTENANCE OF COST RECORDS

Maintenance of Cost Records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the company.

48. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016

During the year under the review, there were no applications made or proceedings pending in the name of the company under the insolvency and bankruptcy code, 2016.

49. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under the review, there has been no one time settlement of loans taken from banks and financial institutions.

50. GENERAL DISCLOSURE

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (sweat equity shares) to employees of the Company under ESOS.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company operations in future.

51. APPRECIATION

Your Directors would like to extend their sincere appreciation to the Company's shareholders, vendors and stakeholders including banks, who have extended their valuable sustained support and encouragement during the year under review.

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

**SD/-
ARUN KUMAR
DIRECTOR
DIN: 09055964**

**SD/-
SUHIT BAKSHI
ADDITIONAL DIRECTOR
DIN: 06395813**

**Registered Office: E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri
(West) Mumbai Maharashtra 400053 India**

Place: Mumbai

Date: 04/09/2024

ANNEXURE I
DISCLOSURE IN THE BOARD'S REPORT UNDER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

Sr. No.	Particulars	Disclosures
1	The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2023-2024	Not Applicable
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2023-2024 as compared to 2022-23 means part of the year.	Not Applicable During the Year Company Secretary has resigned from the Company.
3	Percentage increase in the median remuneration of employees in the financial year 2023-2024 compared to 2022-23.	Not Applicable NIL
4	Number of permanent employees on the rolls of the company	4 (Four)
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year.	Not Applicable
6	Percentile increase in managerial remuneration.	NIL
7	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not Applicable.
8	Affirmation that the remuneration is as per the remuneration policy of the company	It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

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

SD/-
ARUN KUMAR
DIRECTOR
DIN: 09055964

SD/-
SUHIT BAKSHI
ADDITIONAL DIRECTOR
DIN: 06395813

Registered Office: E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West) Mumbai Maharashtra 400053 India

Place: Mumbai
Date: 04/09/2024

Annexure II
FORM NO. AOC-2

[Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Companies Act, 2013 and Rules 8 (2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of Contracts / Arrangements entered into by the Company with the Related Parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain Arm's Length transactions under third proviso thereto:

A. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:
There are no such transactions during the year which are not at arm's length basis.

B. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARM'S LENGTH BASIS:

Name (s) of the Related Party and nature of Relationship	
Nature of contract/arrangement/transactions	Managerial Remuneration
Duration of contract/arrangements/transaction	Transactional
Salient Terms of contract/arrangements/transactions including the value if any	0.25 Lakhs
Date(s) of approval by the Board	19/05/2023
Amount paid as Advances, if any	NIL

For and on behalf of the Board of Directors
For, Omega Interactive Technologies Limited

SD/-
ARUN KUMAR
DIRECTOR
DIN: 09055964

SD/-
SUHIT BAKSHI
ADDITIONAL DIRECTOR
DIN: 06395813

Registered Office: E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West) Mumbai Maharashtra 400053 India

Place: Mumbai
Date: 04/09/2024

DECLARATION AS REQUIRED UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct and Code of Conduct for Independent Directors, as applicable for Board Members/ Senior Management Personnel as adopted by the Company for the Financial Year ended 31st March, 2024.

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

**SD/-
ARUN KUMAR
DIRECTOR
DIN: 09055964**

**SD/-
SUHIT BAKSHI
ADDITIONAL DIRECTOR
DIN: 06395813**

**Registered Office: E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West) Mumbai
Maharashtra 400053 India**

Place: Mumbai

Date: 04/09/2024

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2024
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies Appointment and Remuneration Personnel) Rules, 2014]

To,
OMEGA INTERACTIVE TECHNOLOGIES LIMITED
8, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West) Mumbai MH 400053

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **OMEGA INTERACTIVE TECHNOLOGIES LIMITED (CIN: L67120MH1994PLC077214)** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct of statutory compliance and expressing our opinion thereon.

Based on our 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 the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, 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:

We have examined the books, papers, minute books, forms, and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024, according to the provisions of:

- i) The Companies Act, 2013 ('the Act') 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) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, there being no Overseas Direct Investment and External Commercial Borrowings; **Not applicable for the period under review.**
- v) The following Regulations and Guidelines are prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - 1) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **The Company has complied with the Regulations during the period under review.**
 - 2) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations'); **The Company has complied with the Regulations during the period under review.**
 - 3) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable for the period under review.**
 - 4) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client; **The Company has complied with the Regulations during the period under review.**
 - 5) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **The Company has complied with the Regulations during the period under review.**

- 6) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **Not applicable for the review period; Not applicable for the period under review.**
- 7) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable for the period under review.**
- 8) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable for the period under review.**
- 9) As informed to us, there are no laws that are specifically applicable to the Company based on its sector/industry.

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India;
- b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except following:

- 1) *The Composition of Board is not duly constituted as required under section 203 of the Companies Act, 2013 and Regulation 17 of SEBI LODR Regulations, 2015;*
- 2) *As required under Regulation 6 (1) SEBI LODR Regulations, 2015 Any vacancy in the Office of a Company Secretary shall be filled by the listed entity at the earliest and in any case not later than three months from the date such vacancy, However, the Company has not filled up casual vacancy of Compliance Officer within the 3 months from the date of such vacancy.*
- 3) *As required under Regulation 17(1E) of the SEBI (LODR) Regulations, 2015, Any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the date such vacancy, However, the Company has not filled up casual vacancy of Independent Director within three from the date of such vacancy created by resignation of independent Director.*
- 4) *As required under Regulation 30 of the SEBI (LODR) Regulations, 2015, Proceedings of Annual General Meeting of the Company shall be disclosed within 12 hours, However the Company has not disclosed Proceedings of Annual General Meeting of the Company within 12 Hours.*
- 5) *As required under Regulation 47 of the SEBI (LODR) Regulations, 2015, the notice given to shareholder by advertisement, however the company has not given any advertisement for the EGM held during the year.*
- 6) *The Company had not maintained the SDD Software during the year.*
- 7) *The Company has passed the resolution for Shifting RO from State of Maharashtra to State of Gujarat in last AGM, however the company was failed to shift the registered office in last one year.*
- 8) *Further the company has received notice from ROC for not maintaining the registered office as per the requirement of Companies Act, 2013.*
- 9) *The Company has given the loans and advances in the nature of loan exceeding the limit specified under section 186 of the Companies Act, 2013*

Besides that, the Company needs to streamline and update the website of the Company in compliance with the requirement of SEBI (LODR Regulations) 2015.

We further report that: The Board of Directors of the Company is not duly constituted with the proper balance of the Executive Directors, Non-Executive Directors, and Independent Directors as on 31st March, 2024.

The changes in the composition of the Board of Directors that took place during the period 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 at least seven days 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.

The majority decision is carried unanimously while the dissenting members' views if any are captured and recorded as part of the Minutes.

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

We further report that, as per the representations and clarifications made to us, during the audit period under review, there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Note: Our appointment was made by the Board of Directors in the meeting held on 14/02/2024. Further, the secretarial audit and the Certification on this Form MR-3 have been done on basis of the documents made available to us in the electronic form by the Secretarial Team of the Company.

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

For, MUKESH J & ASSOCIATES,
Company Secretaries
(ICSI Unique Code S2021GJ796900)

SD/-
Mukesh Jiwnani
Proprietor
ACS No: 29793
COP No: 23381
UDIN: A029793F001122709

Place: Ahmedabad
Date: 03/09/2024

Annexure A

**To,
OMEGA INTERACTIVE TECHNOLOGIES LIMITED
8, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West) Mumbai MH 400053**

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

1. The maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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 a test basis to ensure those correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company has also compliance with Tax Laws.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events, etc.
5. Compliance with the provisions of corporate laws, rules, regulations, and standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. As regards the books, papers, forms, reports, and returns filed by the Company under the provisions referred to in our Secretarial Audit Report in Form No. MR-3 the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns, and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns, and documents.
7. 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.

**For, MUKESH J & ASSOCIATES,
Company Secretaries
(ICSI Unique Code S2021GJ796900)**

**SD/-
Mukesh Jiwnani
Proprietor
ACS No: 29793
COP No: 23381
UDIN: A029793F001122709**

**Place: Ahmedabad
Date: 03/09/2024**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Directors of Omega Interactive Technologies Limited are pleased to present the Management Discussion & Analysis ("MD & A") Report for the Year Ended 31st March, 2024.

1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Company is principally engaged in the business of software activities including development and consulting of software.

2. OPPORTUNITIES AND THREATS:

As cost arbitrage no longer remains a competitive advantage, the Indian IT industry is witnessing a paradigm shift in the way services are being delivered. In a move to counter the effects of regulations in key markets and the widespread adoption of automation, majority of the IT players in India are being forced to rethink their talent model. With a slowdown in demand for traditional outsourcing services, it is imperative for companies to build newer capabilities in emerging technologies such as Cloud, AI, SMAC. However, as companies intend to move up the digital value chain, ensuring robust cyber security frameworks while embracing the changes brought in by digital disruptions will be a key factor in realizing the industry's future potential. Your company is planning to find a way to tackle all the hindrances and sustain in the vibrant and competitive market conditions.

3. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE.

The company is engaged in single segment. All the activities of the Company are related to its main business. As such there are no separate reportable segments.

4. OUTLOOK:

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. The management is hopeful of achieving better results in the next few years.

5. RISKS AND CONCERNS.

The company's future development would depend upon the operational activities to be undertaken by the Company.

6. INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:

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

7. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year under review, the Company has incurred loss of Rs. 8,80,000/- as against profit after tax of Rs. 5,68,000/- during the previous year.

8. MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:

The relationship with the staff with all levels remained cordial during the year.

9. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIO:

RATIO	F.Y 2023-24	F.Y 2022-23
Current Ratio	1.99	24.02
Debt-Equity Ratio	0.97	NA
Debt Service Coverage Ratio	(5.42)	NA
Return on Equity Ratio	(0.11)	0.07
Inventory Turnover Ratio	NA	NA
Trade Receivable Turnover Ratio	0.80	NA
Trade Payable Turnover Ratio	NA	NA
Net Capital Turnover Ratio	0.01	0.72
Net Profit Ratio	(0.98)	0.30
Return on Capital Employed	(0.03)	0.09
Return on Investment	NA	NA

10. CAUTIONARY STATEMENT:

Statement in the Management Discussion and Analysis describing the Company's objectives, expectations, estimates or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement due to external factors. The company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

11.DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF

There is no Significant change in the net worth of the company during the year under review.

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

**SD/-
ARUN KUMAR
DIRECTOR
DIN: 09055964**

**SD/-
SUHIT BAKSHI
ADDITIONAL DIRECTOR
DIN: 06395813**

Registered Office: E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West) Mumbai Maharashtra 400053 India

Place: Mumbai

Date: 04/09/2024

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of **Omega Interactive Technologies Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, *except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report*, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

Attention is drawn to:

- a) The Company has exceeded the borrowing limits beyond the limits specified under section 180 (1) (c) and other applicable provisions of the Companies Act 2013.
- b) The Company has given loans and advances in the nature of loans exceeding the limits specified under section 186 of the Companies Act, 2013.
- c) The Company has not made appointment of Company secretary as at Balance Sheet date



We conducted our audit of the Financial Statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion on the Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response to Key Audit Matters
<p>In the earlier year, the Company has granted loans of Rs. 60,00,000/- Management estimates impairment provision using specific approach method. We have reported this as a key audit matter because measurement of loan impairment involves application of significant judgement by the management. The most significant judgements are :</p> <ul style="list-style-type: none"> • Timely identification of the impaired loans • Key assumptions in respect of determination of probability of defaults and loss given defaults. 	<p>Principal audit procedures performed:</p> <ul style="list-style-type: none"> • Management's judgement applied for the key assumptions used for the purpose of determination of impairment provision.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and

events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations *except for the effects of the matter described in the 'Basis of Qualified Opinion'* paragraph above, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) *Except for the effects of the matter described in the 'Basis of Qualified Opinion'* paragraph above, 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, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) *Except for the effects of the matter described in the 'Basis of*

Qualified Opinion' paragraph above, in our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.

- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Financial Statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company do not have pending litigations.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company

("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. Dividend:
- (a) The Company has not declared interim dividend during the year.
 - (b) The Board of Directors of the Company have not proposed any dividend in the immediately preceding previous year and for the year.
- vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section

143(11) of the Act, we give in “**Annexure B**” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Desai Saksena & Associates

Chartered Accountants

Firm’s registration number: 102358W

A

Alok.K.Saksena

Partner

Membership number: 35170

Mumbai, Date: 26th July 2024

UDIN: 24035170BKARRJ9466



**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT
(Referred to in paragraph 1(f) under ‘Report on Other Legal and
Regulatory Requirements’ section of our report to the Members of
OMEGA INTERACTIVE TECHNOLOGIES LIMITED of even date)**

**Report on the Internal Financial Controls with reference to
Financial Statements under Clause (i) of sub-section 3 of Section
143 of the Companies Act, 2013 (the “Act”)**

We have audited the internal financial controls with reference to Financial Statements of **Omega Interactive Technologies Limited** (the “Company”) as of March 31, 2024 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls with reference to Financial Statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements

included obtaining an understanding of internal financial controls with reference to Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Financial Statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Financial

Statements and such internal financial controls with reference to Financial Statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to Financial Statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Desai Saksena & Associates**
Chartered Accountants
F.R. No. 102358W



Alok K. Saksena
Partner
M. No.035170

Place : Mumbai
Date : 26th July 2024
UDIN : 24035170BKARRJ9466

Re: OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Annexure 'B' to the Independent Auditors' Report

(Referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. The Company does not any have property, plant and equipment and Intangible asset and accordingly the provisions of clause 3 (i) (a) to (e) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- ii. (a) The Company does not have any Inventory and hence the provisions of clause 3(ii)(a) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, during any point of time of the year, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, provisions of clause 3 (ii) (b) of the Companies (Auditor's Report) Order is not applicable to the Company.
- iii. The Company has granted loan aggregating to Rs 2072.26 lacs to other parties during the year. The Company has not made investments, has not provided any guarantee or security to companies, firms, Limited Liability Partnerships or any other parties, during the year.

- (a) The Company has granted loans to other parties during the year, and details of which are given below:

Particulars	Amount (Rs.in Lakhs)
<ul style="list-style-type: none">• Aggregate amount of loans during the year:- Other parties	2072.26
Balance outstanding as at balance sheet date in respect of above cases: <ul style="list-style-type: none">• Loan:	

- Other parties	2137.04
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- (b) The terms and conditions of the loans granted during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- (c) In respect of loans granted by the Company, the loans are repayable on demand. Interest is payable on quarterly basis.
- (d) The principal amounts is repayable on demand, hence question of overdue do not arise. The loans were granted at the year end, hence question of any overdue interest does not arise.
- (e) The advances in the nature of loans granted during the year are repayable on demand. Hence, question of fallen due do not arise. As loans are repayable on demand question of renewal does not arise. As per the explanation given to us, the loan granted in the earlier year Rs.60 lacs outstanding as at 31.3.24 is not due as at 31st March 2024.
- iv. The Company has not complied with the provisions of Section 186 of the Companies Act, 2013 in respect of loans granted. The details of contravention are as under:

Sn	Particulars	As at 31 st March 2024- Rs.in lacs
1	Paid up share Capital	50.00
2	Security Premium	6.40
3	Free Reserves	24.50
4	Total-	80.90
5	Limit u/s 186(2) is higher of -	
6	60% of (paid-up share capital + free reserves + securities premium) or	48.54
7	100% of (free reserves + securities premium).	30.90
8	Whichever is higher-	48.54
9	Loans given during the year & given in the earlier financial year:	
10	Ambaji Import Pvt Ltd	851.71
11	Finanvo Technologies Pvt Ltd	669.13
12	Growth Harvest Private Limited	556.73
13	Rajhans Infracon (India) Pvt Ltd	60.00
	Total	2137.58

The Company has not granted any loans, secured or unsecured or provided any guarantees or security to parties covered under section 185 of the Act.

v. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits as well as deemed deposits from public within the meaning of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the provisions of clause 3 (v) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

vi. The Central Government has not prescribed maintenance of Cost records under sub-section (1) of section 148 of the Act, in respect of the activities carried on by the company. Accordingly, the provisions of clause 3 (vi) of the Companies (Auditor's Report) Order is not applicable the company.

vii. (a) According to the information and explanations given to us and on the basis of our examination of our records of the Company, in respect of undisputed statutory dues including Goods and service tax, cess and any other statutory dues have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable, other than Income Tax dues of Rs.1.92 lacs.

(b) According to the information and explanations given to us, there are no dues which have not been deposited on account of any dispute in respect of income tax, goods and service tax, as at March 31, 2024.

viii According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

ix (a) The Company has not defaulted in the repayment of loans or borrowings to the lender.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loans during the year. The outstanding term loan at the beginning of the year was applied for the purpose for which loans were obtained.

(d) On an overall examination of the Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) The Company do not have any subsidiary company and associate

company. Hence question of taking any funds from any entity or person on account of or to meet the obligations of its subsidiary company and associate company do not arise and hence reporting under clause 3(ix) (e) of the Order is not applicable.

- (f) The Company do not have any subsidiary company. Hence question of raising any loans during the year on the pledge of securities held in its subsidiary Company do not arise and hence reporting under clause 3(ix) (f) of the Order is not applicable
- X (a) According to the information and explanations given to us and based on the records and documents produced before us, during the year the company has not raised money by way of initial public offer or further public offer (including debt instruments), therefore, the provisions of Clause 3(x)(a) of the Companies (Auditor's Report) Order are not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Companies (Auditor's Report) Order is not applicable to the Company. The Company has not made any preferential allotment warrants during the year.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality as outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under Section 143(12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government till the date of this report.
- (c) To the best of our knowledge and according to the information and explanation given to us, the company has not received whistleblower complaints, during the year.
- xii. The company is not a Nidhi Company and hence the provisions of clause 3 (xii) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xiii. According to the information and explanations given to us, all transactions with the related party are in compliance with sections 177 and 188 of the

Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.

- xiv. (a) The Company has not provided an internal audit report. As the internal audit report itself are not provided question of internal audit system commensurate with the size and nature of its business do not arise.
- (b) As the internal audit reports of the company are not provided to us, question of consideration of these for the period under audit do not arise.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with its Directors and hence the provisions of section 192 of the Companies Act are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provision of clauses 3 (xvi) (a) to (d) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xvii. The Company has incurred cash losses in the financial year covered by the audit. The Company has not incurred cash losses in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, the provisions of clause (xviii) of the paragraph 3 of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Ind AS financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the

audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. In our opinion and according to the information and explanations given to us, Section 135 of the Companies Act, 2013 is not applicable to the Company. Therefore the provisions of clause 3 (xx) (a) and (b) of the Companies (Auditor's Report) Order, 2020 Order are not applicable to the Company.

For Desai Saksena & Associates
Chartered Accountants
F.R. No. 102358W

Alok K.Saksena
Partner
M. No.035170



Place : Mumbai
Date : 26th July 2024
UDIN : 24035170BKARRJ9466

OMEGA INTERACTIVE TECHNOLOGIES LIMITED
CIN: L67120MH1994PLC077214
BALANCE SHEET AS AT MARCH 31, 2024

(Rs in Lacs)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
I. ASSETS			
Non-current assets			
(a) Financial assets			
(i) Other financial assets	3	60.00	60.00
Total non-current assets		60.00	60.00
Current assets			
(a) Financial assets			
(i) Trade receivables	5	14.79	7.84
(ii) Cash and cash equivalents	6	272.22	18.74
(iii) Bank balance other than disclosed in Note 6 above	7	436.02	-
(iv) Loans	3	2,077.06	1.13
(b) Other current assets	4	1.43	0.04
Total current assets		2,801.52	27.75
TOTAL ASSETS		2,861.52	87.75
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	8	50.00	50.00
(b) Other equity	9	1,400.64	36.60
Total equity		1,450.64	86.60
Liabilities			
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	10	1,408.87	-
(ii) Other financial liabilities	11	-	0.13
(b) Other current liabilities	12	0.02	-
(c) Current tax Liabilities	13	-	1.02
(d) Provisions	14	1.99	-
Total current liabilities		1,410.88	1.15
TOTAL EQUITY AND LIABILITIES		2,861.52	87.75
Summary of material accounting policies	2		

The accompanying notes are an integral part of the financial statements

As our report of even date

For Desai Saksena & Associates
Chartered Accountants
FRN: 102358W
SD/-

Alok Saksena
Partner
M.No.: 035170
UDIN: 24035170BKARRJ9466
Place : Mumbai
Date:- July 26, 2024

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

SD/-
Arun Kumar
(Director)
DIN: 09055964

SD/-
Divya Thakor
(Director)
DIN: 088845886

SD/-
Ankit Bhojak
Company Secretary

SD/-
Ashutosh Chhawchharia
Chief Financial Officer

OMEGA INTERACTIVE TECHNOLOGIES LIMITED
CIN: L67120MH1994PLC077214
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(Rs in Lacs except EPS)

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
Income:			
Revenue from Operations	15	9.00	19.08
Other income	16	5.31	5.26
Total income (A)		14.31	24.34
Expenses:			
Employee benefit expense	17	5.30	10.60
Finance costs	18	1.37	0.03
Other expenses	19	16.44	6.10
Total expenses (B)		23.11	16.73
Profit before tax for the year (C) = (A-B)		(8.80)	7.61
Tax expense:			
(i) Current tax		-	1.92
(ii) Less : Adjustment of tax for earlier years		-	0.01
Total tax expense (D)		-	1.93
Other comprehensive Income (after Tax)			
A) Items that will not be reclassified to profit and loss		-	-
Income Tax on above		-	-
B) Items that will be reclassified to profit and loss		-	-
Income tax on above		-	-
Total Other Comprehensive Income (Net of Tax)		-	-
Total Comprehensive Income for the period comprising Net Profit/ (Loss) for the period & Other Comprehensive Income		(8.80)	5.68
Earnings per equity share (in ₹)			
Basic & Diluted Earnings Per Share	20	(1.76)	1.14
Summary of material accounting policies			
2			

The accompanying notes are an integral part of the financial statements

As our report of even date

For Desai Saksena & Associates
Chartered Accountants
FRN: 102358W

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

SD/-

Alok Saksena
Partner
M.No.: 035170
UDIN: 24035170BKARRJ9466
Place : Mumbai
Date:- July 26, 2024

SD/-
Arun Kumar
(Director)
DIN: 09055964

SD/-
Divya Thakor
(Director)
DIN: 088845886

SD/-
Ankit Bhojak
Company Secretary

SD/-
Ashutosh Chhawchharia
Chief Financial Officer

OMEGA INTERACTIVE TECHNOLOGIES LIMITED
CIN: L67120MH1994PLC077214
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(Rs in Lacs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash flow from operating activities		
Profit before tax	(8.80)	7.61
Adjustments to reconcile profit before tax to net cash flows:		
Interest income	(5.31)	(5.15)
Finance cost	1.37	-
Operating profit before changes in working capital	(12.74)	2.46
Working capital adjustments:		
(Increase) / decrease in Other Non current assets	(2,075.93)	1.83
(Increase) / decrease in trade receivables	(6.95)	(7.84)
(Increase) / decrease in other assets	(1.39)	(0.74)
Increase / (decrease) in other financial liabilities	(0.13)	0.02
Increase / (decrease) in provisions	1.99	-
Increase / (decrease) in other current liabilities	(1.01)	(0.01)
Cash generated from operating activities (before tax)	(2,096.16)	(4.28)
Net income tax (paid)/ Net Income tax refund (including interest on refund)	-	(0.90)
Net cash flows from operating activities (A)	(2,096.16)	(5.18)
B. Cash flow from investing activities		
Loans to others	-	10.20
Interest received	5.31	5.15
Net cash flows from investing activities (B)	5.31	15.35
C. Cash flow from financing activities		
Proceeds from issue of share warrents	936.83	-
Proceeds from Borrowings	1,408.87	-
Finance Cost Paid	(1.37)	-
Net cash used in financing activities (C)	2,344.33	-
Net increase / (decrease) in cash and cash equivalents (A+B+C)	253.48	10.17
Cash and cash equivalents at the beginning of year	18.74	8.57
Cash and cash equivalents at the end of year	272.22	18.74
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash and cash equivalents comprise of		
Cash in Hand	0.06	0.04
Balance with bank in current account	272.15	18.70
Total	272.22	18.74

Summary of significant material policies (refer Note 2)

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Desai Saksena & Associates
Chartered Accountants
FRN: 102358W

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

SD/-
Alok Saksena
Partner
M.No.: 035170
UDIN: 24035170BKARRJ9466
Place : Mumbai
Date:- July 26, 2024

SD/-
Arun Kumar
(Director)
DIN: 09055964

SD/-
Divya Thakor
(Director)
DIN: 088845886

SD/-
Ankit Bhojak
Company Secretary

SD/-
Ashutosh Chhawchharia
Chief Financial Officer

OMEGA INTERACTIVE TECHNOLOGIES LIMITED**Statement of Changes in Equity as at March 31, 2024**

(All amounts are in ₹ lacs, unless otherwise stated)

A. Equity share capital

Particulars	Amount
At April 1, 2022	50.00
Changes in equity share capital due to prior period errors	-
Restated balance at the beginning of the year	50.00
Changes in equity share capital during the year [refer Note 13]	-
At March 31, 2023	50.00
Changes in equity share capital due to prior period errors	-
Restated balance at the beginning of the year	50.00
Changes in equity share capital during the year [refer Note 13]	-
At March 31, 2024	50.00

B. Other equity

Particulars	Other equity			Total
	Securities premium	Retained earnings	Money Received against share Warrants	
At April 1, 2022	6.40	24.50	-	30.90
Profit for the year	-	5.70	-	5.70
Other comprehensive income for the year	-	-	-	-
At March 31, 2023	6.40	30.20	-	36.60
Profit for the year	-	(8.80)	-	(8.80)
Other comprehensive income for the year	-	-	-	-
Money received against share warrants	-	-	1,372.84	1,372.84
At March 31, 2024	6.40	21.40	1,372.84	1,400.64

The accompanying notes are an integral part of the financial statements.

As our report of even date
For Desai Saksena & Associates
Chartered Accountants
FRN: 102358W

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

SD/-
Alok Saksena
Partner
M.No.: 035170
UDIN: 24035170BKARRJ9466
Place : Mumbai
Date:- July 26, 2024

SD/-
Arun Kumar
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SD/-
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SD/-
Ankit Bhojak
Company Secretary

SD/-
Ashutosh Chhawchharia
Chief Financial Officer

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Notes to the Financial Statements for the year ended March 31, 2024

(All amounts are in ₹ lacs, unless otherwise stated)

Note: 1

Corporate Information

Omega Interactive Technologies Limited having CIN L67120MH1994PLC077214 is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. It is engaged in the business of Information Technology bussiness.

The financial statements were approved for issue in accordance with resolution of board of directors on 26/07/2024.

Note: 2

Summary of Material Accounting Policies

2.1 Basis of preparation and presentation

These financial statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirement of Division II of Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to financial statements.

Accordingly, the Company has prepared these financial statements which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and the Statement of Changes in Equity for the year ended as on that date, and material accounting policies and other explanatory information (together hereinafter referred to as "financial statements").

The financial statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The financial statements are presented in INR and all values are rounded to the nearest lacs ('00,000) up to two decimal, except when otherwise indicated.

(i) Current vs. Non-Current

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax asset and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

The Company has identified twelve months as its operating cycle.

(ii) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except for leases that are within the scope of Ind AS 116 and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(iii) Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of an asset or cash generating unit (as defined below) is the higher of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash generating unit for which the estimates of future cash flows have not been adjusted. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised in the profit or loss if the estimated recoverable amount of an asset or its cash generating unit is lower than its carrying amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

In respect of other asset, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

The Company assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase manufacturing costs. These risks in relation to climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount. These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts. At present, the impact of climate-related matters is not material to the Company's financial statements.

(iv) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The company has concluded that it is the principle in its revenue arrangement, because it typically controls the services before transferring them to the customer.

Contract balances

Contract asset

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

(v) Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(vi) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit or loss is recognised outside statement of profit or loss. Deferred tax are recognised in correlation to the underlying transaction either in other comprehensive income or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

(vii) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

Financial assets designated at fair value through OCI (equity instruments)

On initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of financial assets

In accordance with Ind AS 109 Financial Instruments, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 Revenue from Contracts with Customers.

b) Financial liabilities and equity instruments**Classification as debt or equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities at amortised cost (Loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(viii) Borrowing costs

Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalised as part of the cost of that asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

(ix) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is-

- (a) a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Trust or
- (b) a present obligation that arises from past events but is not recognized because
 - it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or
 - the amount of the obligation cannot be measured with sufficient reliability.

The Company does not recognize a contingent liability but discloses the same as per the requirements of Ind AS 37.

Contingent assets are not recognised in the financial statements.

(x) Employee benefits:

i) Short term benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as a related service provided. A liability is recognised for the amount expected to be paid under short term cash bonus or profit sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(xi) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management. Cash and cash equivalents include balance with banks which are unrestricted for withdrawal and usage.

(xii) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(xiii) Recent accounting pronouncements

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 1, 2023. The Company applied for the first-time these amendments.

(a) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments had no impact on the Company's financial statements.

(b) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

(c) Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases. The amendments had no impact on the Company's financial statements.

Apart from these, consequential amendments and editorials have been made to other Ind AS like Ind AS 101, Ind AS 102, Ind AS 103, Ind AS 107, Ind AS 109, Ind AS 115 and Ind AS 34.

2.2 Key Accounting Estimates and Significant Judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively. Information about critical judgments in applying material accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the respective sections of material accounting policies above.

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Notes to the Financial Statements for the year ended March 31, 2024

(All amounts are in ₹ lacs, unless otherwise stated)

Note 3. Loans

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Non-current		
Loans to others.	60.00	60.00
Total	60.00	60.00
Unsecured, considered good		
Current		
Interest accrued on fixed deposits	0.02	1.13
Loans to Others	2,077.04	-
Total	2,077.06	1.13

No loans are due from directors or other officers of the Company either severally or jointly with any other person. Nor any loans are due from firms or private companies respectively in which any director is a partner, a director or a member.

Note 4. Other assets

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Prepaid expenses	-	0.04
Balance with government authorities	1.43	-
Total	1.43	0.04

Note 5. Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Current Trade receivables	14.79	7.84
Total	14.79	7.84

No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Note 5. Trade receivables (contd.)**Trade receivables ageing schedule:**

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1 - 2 years	2 - 3 years	More than 3 years	
As at March 31, 2024							
Undisputed Trade receivables - considered good	-	14.79	-	-	-	-	14.79
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
As at March 31, 2023							
Undisputed Trade receivables - considered good	-	7.84	-	-	-	-	7.84
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-

Note 6. Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Cash in Hand	0.06	0.04
Balances with banks:		
In current accounts	272.15	18.70
Total	272.22	18.74

Note 7. Bank balance other than disclosed in Note 6 above

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with bank:		
Balances with bank held as money received against share warrents	436.02	-
Total	436.02	-

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Notes to the Financial Statements for the year ended March 31, 2024

(All amounts are in ₹ lacs, unless otherwise stated)

Note 8. Equity share capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	₹	No. of shares	₹
Authorised share capital Equity shares of ₹ 10 each	5,00,000	50.00	5,00,000	50.00
Issued, Subscribed and Fully Paid-Up Equity shares of ₹ 10 each subscribed and fully paid up	5,00,000	50.00	5,00,000	50.00

a) Reconciliation of the number of equity shares outstanding and amount outstanding at the beginning and at the end of the report

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	₹	No. of shares	₹
Equity shares of ₹ 10 each Balance at the beginning of the year	5,00,000	50.00	5,00,000.00	50.00
Add: Shares issued during the year	-	-	-	-
Add: Bonus Share issued	-	-	-	-
Balance at the end of the year	5,00,000	50.00	5,00,000	50.00

b) Terms and rights attached to equity shares

i) The Company has one class of equity shares having a par value of ₹ 10 per share. Each holder of equity share is eligible for one vote per share held.

ii) The dividend if proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. As per the agreements entered with the lenders, any dividend and other distribution in cash, property or other payments or distributions on account of the purchase or redemption of equity is a restricted payments and shall be made only if conditions specified in the agreement are fulfilled.

iii) In the event of liquidation, each holder of equity share is eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) The company does not have holding/ultimate holding company and/or their subsidiaries/associates.

(d) Details of shareholders holding more than 5% of the aggregate equity shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Holding %	No. of shares	Holding %
Mividha Investments Private Limited	38,000	7.60%	38,000	7.60%
Jayesh Amaratlal Shah	1,19,151	23.83%	-	-

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Notes to the Financial Statements for the year ended March 31, 2024

(All amounts are in ₹ lacs, unless otherwise stated)

Note 8. Equity share capital (contd.)**(e) Details of shares held by promoters:**

Particulars	As at March 31, 2024			As at March 31, 2023		
	No. of shares	% of holding	% change during the year	No. of shares	% of holding	% change during the year
Jayesh Amaratlal Shah	1,19,151	23.83%	-	1,19,151	23.83%	-

(f) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

The Company has not issued any bonus shares / shares for consideration other than cash / brought back any shares during the period of five years immediately preceding the reporting date. Hence, disclosures regarding aggregate number of bonus shares issued for consideration other than cash is not applicable.

(g) Shares reserved for issue on option and Contracts or Commitments for sale of shares or disinvestments

There are no shares reserved for issue under options.

OMEGA INTERACTIVE TECHNOLOGIES LIMITED**Notes to the Financial Statements for the year ended March 31, 2024**

(All amounts are in ₹ lacs, unless otherwise stated)

Note 9. Other equity

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Securities premium	6.40	6.40
Retained earnings:		
At the beginning of the year	30.20	24.50
Profit for the year	(8.80)	5.70
Other comprehensive income for the year	-	-
Less: Utilisation for Bonus Equity Share	-	-
At the end of the year	21.40	30.20
Money Received against share Warrents	1,372.84	-
Total	1,400.64	36.60

Note:

(i) During the current reporting period the company has received money against share warrents. As at March 31, 2024 the company has not issued any equity shares against the share warrents to warrant holders..

Nature and purpose of other reserves:**Retained earnings:**

Retained earnings are the profits / (loss) that the Company has earned / incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings is a free reserve available to the Company and eligible for distribution to shareholders, in case where it is having positive balance representing net earnings till date.

Note 10. Borrowings

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Non-current		
Loan	-	-
Total	-	-
Unsecured Considered good		
Current		
Loan From others	1,408.87	-
Total	1,408.87	-

An unsecured loan others has been received @8% p.a interest rate, which is repayable on demand.

Note 11. Other financial liabilities

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Current:		
Payable for Expenses	-	0.13
Total	-	0.13

Note 12. Other liabilities

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Current		
Statutory dues payable	0.02	-
Total	0.02	-

Note 13. Current tax liabilities

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Current		
current tax liability	-	1.02
Total	-	1.02

Note 14. Provisions

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Current		
Audit Fees	0.07	-
Income Tax	1.92	-
Other Expenses	-	-
Total	1.99	-

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Notes to the Financial Statements for the year ended March 31, 2024

(All amounts are in ₹ lacs, unless otherwise stated)

Note 15. Revenue from operations

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of Services	9.00	19.08
Total	9.00	19.08

Note 16. Other income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Income	5.31	5.15
Interest Income from income Tax refund	-	0.12
Total	5.31	5.26

Note 17. Employee benefit expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	5.30	10.60
Total	5.30	10.60

Note 18. Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Rent	3.66	-
Legal and professional fees	11.47	4.78
Payment to auditor (refer note A below)	0.07	0.15
Office expenses	0.64	0.33
Transportation Expenses	-	0.39
Miscellaneous expenses	0.60	0.46
Total	16.44	6.10

Note 18. Other expenses (contd.)**Note A: Payment to auditor (Excluding GST):**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
As Auditor:		
Audit fee	0.07	0.15
Total	0.07	0.15

Note 19. Finance costs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on:		
Loans from financial institution	1.35	-
Other finance costs:		
Bank charges (including ancillary costs of borrowings)	0.02	0.03
Total	1.37	0.03

Note 20. Earning Per Share**(Rs in Lacs except weighted average number of shares)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Net Profit/(Loss) for the year attributable to equity shareholders (₹)	(8.80)	3.78
Weighted Average Number of Equity Shares	5,00,000.00	5,00,000.00
Nominal Value of each share (₹)	10.00	10.00
Total	(1.76)	0.76

Note 21. Income tax Expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit and loss section		
Current income tax:		
Current income tax charge	-	1.92
Adjustment in respect of current income tax of previous years	-	(0.00)
Deferred tax:		
Relating to origination and reversal of temporary differences	-	-
Tax expense reported in the Statement of profit and loss	-	1.92
Reconciliation of Tax Expense		
Profit before Tax	-	7.62
India's domestic tax rate	25.17%	25.17%
Tax using the Company's domestic rate	-	1.92
Tax effect of :		
Adjustment in respect of current income tax of previous years	-	(0.00)
Allowance and Disallowance of Expenditures	-	0.00
Income tax expenses charged to profit and loss	-	1.92

OMEGA INTERACTIVE TECHNOLOGIES LIMITED**Notes to the Financial Statements for the year ended March 31, 2024**

(All amounts are in ₹ lacs, unless otherwise stated)

Note 22. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") as required under Ind AS 108. The CODM is considered to be Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments. The principle activities of the company comprises "Information technology services". Accordingly, the company has reportable segment consisting of IT related Services. Further, there are no geographical segment to be reported since all the operations are undertaken in India.

Note 23. Contingent liabilities and claims against co not acknowledged as debt

(i) **Contingent liabilities** :- As at March 2024, the company has no Contingent liabilities and claims against co not acknowledged as debt.

(ii) **Commitments**: As at March 2024, the company has no capital commitments.

Note 24. Details of dues to micro and small enterprises as defined under MSMED Act, 2006

The Company has compiled the information based on intimations received from the supplier of their status as micro or small enterprises and / or its registration with appropriate authority under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act, 2006'). The balance due to Micro and Small Enterprises as defined under MSMED Act, 2006 as on March 31, 2024 is Nil (March 31, 2023 - Nil). No interest has been paid or payable under MSMED Act, 2006 during the current year and

Note 25. Capital Management

For the purpose of the capital management, capital includes issued equity capital, share premium and money received against share warrants and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

The Company manage their capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The position as on March 31, 2024 and March 31, 2023 are as under:

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Borrowings - Non-current	-	-
Borrowings - current	1,408.87	0.13
Less: Cash and other bank balances	272.22	(18.74)
Net debt [A]	1,681.09	(18.61)
Equity share capital	50.00	50.00
Other equity	1,400.64	36.60
Total member's capital [B]	1,450.64	86.60
Capital and net debt [C=A+B]	3,131.72	67.98
Gearing ratio [A/C]	0.54	(0.27)

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024 and March 31, 2023.

OMEGA INTERACTIVE TECHNOLOGIES LIMITED**Notes to the Financial Statements for the year ended March 31, 2024**

(All amounts are in ₹ lacs, unless otherwise stated)

Note 26. Financial Instrument Category

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the Company, other than those with carrying amounts that are reasonable approximations of fair values:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Loans	60.00	60.00	60.00	60.00
Cash and cash Equivalents	272.22	272.22	18.74	18.74
Other Financial Assets	2077.06	2077.06	1.17	1.17
Financial Liabilities				
Loans	1408.87	1408.87	0	0
Other Financial Liabilities	0.02	0.02	0.13	0.13

The management of Company assessed that cash and cash equivalents, trade receivables, trade payables and current financial assets/ liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Fair Value Measurement

Level 1 -Hierarchy includes financial instruments measured using quoted prices.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3.

Note 27. Financial Risk Management

The company's activity expose it to market risk, liquidity risk and credit risk. The Company's management oversees the management of these risks and ensures that the company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

(A) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises 2 types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings.

Foreign currency risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is not exposed to foreign currency risk as there are no financial assets and liabilities denominated in foreign currency.

Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The management is responsible for the monitoring of the Company' interest rate position. Various variables are considered by the management in structuring the Company's borrowings to achieve a reasonable and competitive cost of funding.

OMEGA INTERACTIVE TECHNOLOGIES LIMITED**Notes to the Financial Statements for the year ended March 31, 2024**

(All amounts are in ₹ lacs, unless otherwise stated)

Note 27. Related party disclosures**a) Names of related parties and related party relationship**

The names of related parties where control exists and/or with whom transactions have taken place during the year and description of relationship as identified by the management are:

Nature of relationship	Name of related party
Key managerial personnel	Arun kumar - Executive Director (w.e.f 24th March, 2023)
	Pankaj Baid - Non Executive Independent Director (w.e.f. 24th March, 2023)
	Divya Thakor - Non Executive Director resigned (W.e.f 27th July, 2024)
	Anuj Surana - Additional Non Executive Director (W.e.f 31st March 2023, to 13th October, 2023)
	Ashutosh Chhawaharia - Chief Financial Officer (w.e.f 14th August, 2023)
	Neha Gupta - Company Secretary resigned (w.e.f 26th October, 2023)

b) Details of transactions during the year:

Name of related party	For the year ended March 31, 2024	For the year ended March 31, 2023
Poonam Relekar		
Managerial Remuneration	-	3.18
Shonette Misquitta		
Managerial Remuneration	-	1.34
Neha Gupta		
Managerial Remuneration	-	1.93
Arun Kumar		
Managerial Remuneration	0.25	-

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Notes to the Financial Statements for the year ended March 31, 2024.

(All amounts are in ₹ lacs, unless otherwise stated)

Note 28. Ratio analysis and its elements

Sr. No.	Particulars	Numerator	Denominator	31-Mar-24	31-Mar-23	% Variance	Reason for variance more than 25% / Notes reference
1	Current ratio (in times)	Current assets	Current liabilities	1.99	24.02	-91.73%	Refer note (a)
2	Debt-Equity ratio (in times)	Total debt = Non-current borrowings + Current borrowings	Total Equity	0.97	NA	NA	
3	Debt Service Coverage ratio (in times)	Earnings for debt service = Net profit after taxes + Depreciation + Interest	Debt service = Interest + Principal Repayments	(5.42)	NA	NA	
4	Return on Equity ratio (in %)	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	-1.14%	6.81%	-116.82%	Refer note (b)
5	Inventory Turnover ratio (in times)	Revenue from operations	Average inventory	N/A	N/A	N/A	
6	Trade Receivable Turnover ratio (in times)	Revenue from operations	Average Trade Receivable	0.80	4.87	-83.66%	Refer note (c)
7	Trade Payable Turnover ratio (in times)	Net credit purchases	Average Trade Payables	NA	NA	NA	
8	Net Capital Turnover ratio (in times)	Revenue from operations	Working capital = Current assets – Current liabilities	0.01	0.72	-99.10%	Refer note (d)
9	Net Profit ratio (in %)	Net profit	Revenue from operations	-97.78%	29.87%	-427.30%	Refer note (e)
10	Return on Capital Employed (in %)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax	-0.26%	8.82%	-102.95%	Refer note (f)
11	Return on investment (in %)	Income from Mutual Fund	Average Investment	NA	NA	NA	

Note:

- (a) The decrease in ration due to increase in current assets during the year.
(b) The decrease in ratio due to decrease in profits in comparison with preceeding previous year.
(c) The ratio has decreased due to increase in trade receivables.
(d) The decrease in ratio due to decrease in profits in comparison with preceeding previous year.
(e) The decrease in ratio due to decrease in profits in comparison with preceeding previous year.
(f) The decrease in ratio due to decrease in profits in comparison with preceeding previous year.

Note 29. Other statutory information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
(ii) The Company does not have any transactions with companies struck off.
(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
(viii) The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
(ix) The Company is not declared wilful defaulter by any bank or financial institutions or lender during the year.
(x) The provisions of Section 135 of the Companies Act, 2013 in relation to corporate social responsibility is not applicable to the Company since it does not satisfy any condition of CSR appli
(xi) The title deeds of all the immovable properties are held in the name of the Company.
(xii) The Company has not availed working capital facilities during the year from banks and financial institutions. Hence, the Company is not required to file quarterly statements/returns.

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OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Notes to the Financial Statements for the year ended March 31, 2024

(All amounts are in ₹ lacs, unless otherwise stated)

Note 30: The previous year's figures have been re-grouped/re-classified wherever required to confirm to current year's classification.

As our report of even date
For Desai Saksena & Associates
Chartered Accountants
FRN: 102358W

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

SD/-
Alok Saksena
Partner
M.No.: 035170
UDIN:
Place : Mumbai
Date:- July 26, 2024

SD/-
Arun Kumar
(Director)
DIN: 09055964

SD/-
Divya Thakor
(Director)
DIN: 088845886

SD/-
Ankit Bhojak
Company Secretary

SD/-
Ashutosh Chhawchharia
Chief Financial Officer