

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

29TH ANNUAL REPORT

2022-23

CONTENTS	PAGE NO.
Corporate Information	3
Notice of the Annual General Meeting	4
Directors' Report	21
Secretarial Audit Report	39
Management Discussion & Analysis Report	43
Auditors' Report on Financial Statements of the Company	45
Balance Sheet	55
Statement of Profit & Loss	56
Cash Flow Statement	57
Statement of Changes in Equity	59
Notes Forming Part of the Financial Statements	60

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

STATUTORY AUDITORS

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

SECRETARIAL AUDITORS

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

REGISTERED OFFICE

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

Tel: 022-61919200

Website www.omegainteractive.net

E-mail: omegainteractive.technologies@gmail.com

REGISTRAR & SHARE TRANSFER AGENTS:

Link Intime India Pvt. Ltd

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

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

NOTICE OF 29TH ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS:**ITEM NO. 1 – ADOPTION OF AUDITED FINANCIAL STATEMENTS**

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

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

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force), Mr. Anuj Surana (DIN: 10092412) who meets the criteria for independence as provided in Section 149(6) of the Act and who was appointed as an Additional Independent Director of the Company with effect from March 31, 2023 on recommendation of the Nomination and Remuneration Committee by the Board of Directors, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years up to March 30, 2028.

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

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

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

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

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

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

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

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

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

ITEM NO: 6 SHIFTING OF REGISTERED OFFICE 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 for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company;

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

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

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

**Place: Mumbai
Date: 05/09/2023**

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

**SD/-
DIVYA SAVJIBHAI THAKOR
ADDITIONAL DIRECTOR
DIN: 08845886**

NOTES:

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

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

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

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised evoting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised evoting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
 - II. The Register of Members and Share Transfer Register of the Company will remain closed from Friday, 22nd September, 2023 to Friday, 29th September, 2023 (both days inclusive). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 22, 2023, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cutoff date, shall treat this Notice as intimation only.
 - III. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 22, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
 - IV. The remote e-voting will commence on 9.00 A.M. (IST) on Tuesday, 26th September 2023 and will end on 5.00 P.M. (IST) on Thursday, 28th September 2023. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, September 22, 2023 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
 - V. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - VI. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, September 22, 2023
 - VII. The Company has appointed **M/s Mukesh J. & Associates, Practicing Company Secretary, Ahmedabad**, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- VIII. INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING & JOINING THROUGH VC / OAVM**
- IX. The remote e-voting period begins 9.00 A.M. (IST) on Tuesday, 26th September 2023 and will end on 5.00 P.M. (IST) on Thursday, 28th September 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter

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

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

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

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

	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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 or joining virtual meeting & voting during the meeting. 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. 3. 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. 4. 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.

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. CDSL and NSDL

Login type	Helpdesk details
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 Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e - services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e - services 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***

B) Login Method for e-Voting and joining virtual meeting 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 to evoting@nsdl.co.in

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at omegainteractive.technologies@gmail.com. The same will be replied by the company suitably.

CONTACT DETAILS:

Company	OMEGA INTERACTIVE TECHNOLOGIES LIMITED E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West) Mumbai MH 400053 IN Tel No.: 022-61919200, Email: omegainteractive.technologies@gmail.com;
Registrar and Share Transfer Agent	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; Web: www.linkintime.co.in
E-Voting Agency & VC /OAVM	Email: evoting@nsdl.co.in NSDL help desk 1800 1020 990 and 1800 22 44 30
Scrutinizer	Mr. Mukesh J. & Associates, Practicing Company Secretary Email: mjassociates.pcs@gmail.com; Mob. No.: +91 6356354999

Registered Office:

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

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

Place: Mumbai

Date: 05/09/2023

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

**SD/-
DIVYA SAVJIBHAI THAKOR
ADDITIONAL DIRECTOR
DIN: 08845886**

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO.2**

Pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 and the Articles of Association of the Company, the Board recommended, the regularization of Appointment of Mr. Pankaj Baid as an Independent (Non-Executive) Director of the Company with effect from 24.03.2023 who was appointed as an Additional Independent (Non-Executive) with effect from March 24, 2023 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or reenactment thereof) and applicable provisions of the Articles of Association of the Company. The Company has received consent and declaration that he meets the criteria of Independence under Section 149(6) of the Companies' Act, 2013.

Mr. Pankaj Baid is to be regularized as an Independent (Non-Executive) Director of the company for five consecutive years from the date of appointment and whose office shall not be liable to retire by rotation.

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

None of the Directors and Key Managerial Personnel (including relatives of directors or Key Managerial Personnel) of the Company except Mr. Pankaj Baid is in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

ITEM NO.3

Pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 and the Articles of Association of the Company, the Board recommended, the regularization of Appointment of Mr. Anuj Surana as an Independent (Non-Executive) Director of the Company with effect from 31.03.2023 who was appointed as an Additional Independent (Non-Executive) with effect from March 31, 2023 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or reenactment thereof) and applicable provisions of the Articles of Association of the Company. The Company has received consent and declaration that he meets the criteria of Independence under Section 149(6) of the Companies' Act, 2013.

Mr. Anuj Surana is to be regularized as an Independent (Non-Executive) Director of the company for five consecutive years from the date of appointment and whose office shall not be liable to retire by rotation.

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

None of the Directors and Key Managerial Personnel (including relatives of directors or Key Managerial Personnel) of the Company except Mr. Anuj Surana is in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

ITEM NO.4

Pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 and the Articles of Association of the Company, the Board recommended for regularization of MR. ARUN KUMAR (DIN: 09055964) as an Executive Director of the Company who is appointed as an Additional Director with effect from March 24, 2023 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company.

In view of the above, your Directors recommend the proposed resolution with or without modification as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company except MR. ARUN KUMAR are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

ITEM NO.5

Pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 and the Articles of Association of the Company, the Board recommended for regularization of Ms. Divya Thakor (DIN: 08845886) as non-Executive Director of the Company who is appointed as an Additional Director with effect from March 24, 2023 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company.

In view of the above, your Directors recommend the proposed resolution with or without modification as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company except Ms. Divya Thakor are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

ITEM NO.6

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.

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)

Sr. No.	Particulars	Director Details			
		PANKAJ BAID	DIVYA SAVJIBHAI THAKOR	ARUN KUMAR	ANUJ SURANA
1	Name of Director	PANKAJ BAID	DIVYA SAVJIBHAI THAKOR	ARUN KUMAR	ANUJ SURANA
2	DIN	07462097	08845886	09055964	10092412
3	Date of Birth	12/05/1990	03/11/1993	05/07/1995	21/07/1994
4	Brief Resume and Nature of Expertise in Functional Areas	Mr. Pankaj Baid is Qualified Chartered Account. He holds Secretary He also Company Degree. He has more than 10 years of experience in Taxation and Finance. Rich experience in taxation, Global GST, VAT, Service Tax, taxation of works contract and leasing, expertise in structuring global contracts from direct, indirect, TP and employee tax perspective to bring tax efficiencies while	Ms, Divya Savjibhai Thakor has a _ Master's Degree in Psychology and has rich experience in handling Human Resources Function. Being a Psychology major, has experience in increase in organisational across with diversity businesses, psychological research informing the more inclusive hiring methods. She is on Board of other creation of many companies	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.	Mr. Anuj Surana, aged about 29 years is a Qualified Company Secretary and a member of The Institute of Company Secretaries of India since 2019. He has good experience in Company Law matters and Compliances. His association with the company will undoubtedly prove to be an advantage to our organization.

		adhering compliances, formulation of tax policy & litigation strategies.			
5	No. of Equity Shares held in the Company	Nil	Nil	Nil	Nil
6	No of Directorship in other companies/LLPS	None	None	None	None

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

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

Place: Mumbai
Date: 05/09/2023

SD/-
ARUN KUMAR
ADDITIONAL DIRECTOR
DIN : 09055964

SD/-
DIVYA SAVJIBHAI THAKOR
ADDITIONAL DIRECTOR
DIN: 08845886

DIRECTORS' REPORT

**TO
THE MEMBERS OF THE COMPANY**

Your Directors feel great pleasure in presenting the 29th Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended 31st March, 2023.

1. FINANCIAL HIGHLIGHTS**(Amount in INR'000)**

S. NO.	PARTICULARS	CURRENT YEAR ENDED 31ST MARCH, 2023	PREVIOUS YEAR ENDED 31ST MARCH, 2022
1.	Total Revenue	1,908.03	1,656.33
2.	Other Income	526.45	560.00
3.	Total Income	2,434.48	2,216.33
4.	Less: Total Expenses	1,672.98	2,090.57
5.	Profit before exceptional items and tax	761.50	125.76
6.	Exceptional Items	-	-
7.	Profit before Tax	761.50	125.76
8.	Less: Tax Expenses		
9.	Current Tax	192.00	31.70
10.	Less: Excess provision for Tax of earlier periods written back	(0.05)	-
11.	Profit after Tax	569.55	94.06
12.	Earnings per share (EPS)		
13.	Basic	1.14	0.19
14.	Diluted	1.14	0.19

2. REVIEW OF OPERATIONS

During the year under review, the Company's Revenue from Operations stood at Rs. 19,08,030/- compared to Rs. 16,56,330/- in the previous year. The Net Profit for the year stood at Rs. 5,69,550/- as against Rs. 94,060/- 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	Additional Director	07462097	Additional Non- Executive Independent Director

2.	DIVYA SAVJIBHAI THAKOR	Additional Director	08845886	Additional Non- Executive Director
3.	ARUN KUMAR	Additional Director	09055964	Additional Director
4.	ANUJ SURANA	Additional Director	10092412	Additional Non - Executive Independent Director

4. DIVIDEND

Your Directors have not recommended any dividend for the year ended 31st March, 2023, 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 2022-2023.

7. SHARE CAPITAL OF THE COMPANY

The paid up equity share capital as at 31st March, 2023 was Rs. 50,00,000/- divided into 5,00,000 equity shares, having face value of Rs. 10/- each fully paid up. During the year under review, the Company has not issued any shares with differential voting rights neither granted any stock options nor any sweat equity.

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, 2023 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, 2023, 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:

A. 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.

B. 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

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

PARTICULARS		YEAR ENDED 31ST MARCH, 2023	YEAR ENDED 31ST MARCH, 2022
FOREIGN EARNING	EXCHANGE	NIL	NIL
FOREIGN OUTGO	EXCHANGE	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

A. BOARD OF DIRECTORS:

During the financial year 2022-23, there were changes in the composition of board of directors of the company:

SR. NO.	DESIGNATION	APPOINTMENT OF DIRECTORS
1.	Additional Non Executive Independent Director	Mr. Pankaj Baid (w.e.f 24/03/2023)
2.	Additional Non-Executive Director	Ms. Divya Savjibhai Thakor (w.e.f. 24/03/2023)
3.	Additional Executive Director	Mr. Arun Kumar (w.e.f 24/03/2023)
4.	Additional Non Executive Independent Director	Mr. Anuj Surana (w.e.f.d. 31/03/2023)

B. KEY MANAGERIAL PERSONNEL:

SR. NO.	DESIGNATION	CHANGE IN KMP	Event
1	Company Secretary	Ms. Shonette Gilroy Misquitta having Membership No. 57825	Resigned on 07/07/2022
2	Company Secretary	Ms. Neha Gupta, having Membership No. 37355	Appointed on 08/07/2022
3	Chief Financial Officer	Ms. Poonam Relekar	Resigned on 06/03/2023

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.

C. RESIGNATION OF DIRECTORS

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

SR. NO.	DESIGNATION	NAME OF DIRECTORS	Date of Cessation
1.	Chairman & Managing Director	Mr. Krishan Kumar Rathi	31.03.2023
2.	Independent Director (Non-Executive)	Mr. Rajesh Nawathe	24.03.2023
3.	Independent Director (Non-Executive)	Ms. Subrata Paul	24.03.2023
4.	Independent Director (Non-Executive)	Mr. Ravi Kumar Seth	24.03.2023

(I) 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, all directors present in the company as on 31.3.2023 are designated Additional Director of the Company.

Therefore, the provision of retire by rotation is not applicable to the company in this AGM..

(II) KEY MANAGERIAL PERSONNEL

During the year under review, there was change in Key Managerial Personnel of the company as mentioned in above clause 18 C and accordingly, at present, the following are the Key Managerial Personnel of the company:

SR. NO.	DESIGNATION	NAME OF DIRECTORS
1.	Company Secretary & Compliance Officer	Ms. Neha Gupta (w.e.f 08/07/2022)

19. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

Your Company has 2 (Two) 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, 08 (Eight) Board Meetings were convened and the intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

NAME OF DIRECTOR	CATEGORY	NUMBER OF MEETINGS WHICH DIRECTOR WAS ENTITLED TO ATTEND	MEETINGS ATTENDED
Mr. Krishan Kumar Rathi	Managing Director	8	8
Mr. Rajesh Nawathe	Independent Director	7	7
Ms. Subrata Paul	Independent Director	7	7
Mr. Ravi Kumar Seth	Independent Director	7	7
Mr. Pankaj Baid	Additional Independent Director	1	1
Ms. Divya Savjibhai Thakor	Additional Non-Executive Director	1	1
Mr. Arun Kumar	Additional Executive Director	1	1
Mr. Anuj Surana	Additional Independent Director	0	0

As the requirement of Regulation 1 (c) of SEBI (LODR) Regulation, 2015, The listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a

manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, Mr. Pankaj Baid, Ms. Divya Savjibhai Thakor, Mr. Arun Kumar and Mr. Anuj Surana who has been appointed as an Additional Director and 3 months has been left as on date of director report However, approval of shareholders has not been taken within the due timelines.

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 09th December, 2022 and 10th February, 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 2022 -2023, (4) meetings of Audit Committee were held on 30th May, 2022; 09th August, 2022; 14th November, 2022; and 30th January, 2023.

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. Ravi Kumar Seth	CHAIRMAN	4
Mrs. Subrata Paul	MEMBER	4
Mr. Rajesh Nawathe	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 2022-23, 4(Four) meetings of NRC were held on 30th May, 2022, 07th July, 2022, and 24th March, 2023, 31st March, 2023

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. Ravi Kumar Seth	CHAIRPERSON	3
Mrs. Subrata Pau	MEMBER	3
Mr. Rajesh Nawathe	MEMBER	3
Mr. Pankaj Baid	CHAIRPERSON	1
Ms. Divya Thakor	MEMBER	1
Mr. Arun Kumar	MEMBER	1

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.

- c) 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.
- d) 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.
- e) 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.
- f) To recommend to the Board the appointment and removal of the Directors, including Independent Directors.
- g) 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 30th May, 2022, 09th August, 2022, 14th November, 2022, 30th January, 2023.

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. Ravi Kumar Seth	CHAIRPERSON	4
Mrs. Subrata Paul	MEMBER	4
Mr. Rajesh Nawathe	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 2022-23 are as under:

NATURE OF COMPLAINTS	OPENING AT THE BEGINNING OF YEAR	RECEIVED DURING THE YEAR	REDRESSED	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	Nil	Nil	--	Nil

Report				
Others	Nil	Nil	--	Nil
Total	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 held on 10th February, 2023

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

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.

(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 Gohil Tejas & Co, Chartered Accountants, Mumbai as Internal Auditor for the financial year 2022-2023 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** to conduct Secretarial Audit for the year ended on 31st March, 2023.

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:

- i. The Company has approved the appointment of Ms. Neha Gupta as the Company Secretary and Compliance Officer of the Company in its Board Meeting held on 8th July, 2022. However the details required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of SEBI Circular No. CIR/CFD/CMD/04/2015 dated September 09, 2015 had not disclosed to the stock exchange.- **The management of the company will duly take care of such instances in the future appointments and resignations of Key Managerial Personnel (KMP) and Directors.**
- ii. The Company had not maintained the SDD Software during the year: **The Company is in process to implement the SDD Software and company has maintained the UPSI Records in Excel.**

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, 2023.

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 the Original Promoters of the Company has entered into the Share Purchase Agreement with Mr. Jayesh Amratlal Shah dated on 03.10.2022.

In Pursuance of the Share Purchase Agreement, Mr. Jayesh Amratlal Shah acquires the complete control over the Company.

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, 2023. We affirm that during the financial year 2022-23, 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 2022-23.

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, 2023 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.

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

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

**Place: Mumbai
Date: 05/09/2023**

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

**SD/-
DIVYA SAVJIBHAI THAKOR
ADDITIONAL DIRECTOR
DIN: 08845886**

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 2022-2023	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 2022-2023 as compared to 2021-22 means part of the year.	Not Applicable During the Year Company Secretary and CFO both has resigned from the Company.
3	Percentage increase in the median remuneration of employees in the financial year 2022-2023 compared to 2021-2022.	Not Applicable The Entire management Employees of the Company has been changed during the year 2022-23.
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 The Entire management of the Company has been changed during the year 2022-23.
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**

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

Place: Mumbai
Date: 05/09/2023

SD/-
ARUN KUMAR
ADDITIONAL DIRECTOR
DIN : 09055964

SD/-
DIVYA SAVJIBHAI THAKOR
ADDITIONAL DIRECTOR
DIN: 08845886

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:

(Amount in INR'000)

i. Name (s) of the Related Party and nature of Relationship	Poonam Relekar Chief Financial Officer resigned w.e.f 06.03.2023	Shonette Misquitta Company Secretary resigned w.e.f 07.07.2022	Neha Gupta Company Secretary appointed w.e.f 08.07.2022
ii. Nature of contract/arrangement/transactions	Managerial Remuneration	Managerial Remuneration	Managerial Remuneration
iii. Duration of contract/arrangements/transaction	Transactional	Transactional	Transactional
iv. Salient Terms of contract/arrangements/transactions including the value if any	Rs. 318.25/-	Rs. 134.19/-	Rs. 193.03/-
v. Date(s) of approval by the Board	30/05/2022	30/05/2022	30/05/2022
vi. Amount paid as Advances, if any	NIL	NIL	NIL

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

Registered Office:

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

Place: Mumbai

Date: 05/09/2023

SD/-
ARUN KUMAR
ADDITIONAL DIRECTOR
DIN : 09055964

SD/-
DIVYA SAVJIBHAI THAKOR
ADDITIONAL DIRECTOR
DIN: 08845886

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, 2023.

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

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

**Place: Mumbai
Date: 05/09/2023**

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

**SD/-
DIVYA SAVJIBHAI THAKOR
ADDITIONAL DIRECTOR
DIN: 08845886**

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2023
[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
E-308, 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, 2023, 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, 2023, 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'):
 - a) 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.**
 - b) 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.**
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable for the period under review.**

- d) 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.**
 - e) 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.**
 - f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not applicable for the review period; **Not applicable for the period under review.**
 - g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable for the period under review.**
 - h) 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.**
- vi) 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 Company has approved the appointment of Ms. Neha Gupta as the Company Secretary and Compliance Officer of the Company in its Board Meeting held on 8th July, 2022. However the details required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of SEBI Circular No. CIR/CFD/CMD/04/2015 dated September 09, 2015 had not disclosed to the stock exchange.***
2. ***The Company had not maintained the SDD Software during the year.***

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 duly constituted with the proper balance of the Executive Directors, Non-Executive Directors, and Independent Directors as on 31st March, 2023. 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 14/08/2023. 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: A029793E000905756

Place: Ahmedabad
Date: 01/09/2023

Annexure A

To,
OMEGA INTERACTIVE TECHNOLOGIES LIMITED
E-308, 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: A029793E000905756

Place: Ahmedabad
Date: 01/09/2023

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, 2023.

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 earned profit after tax of Rs. 5,69,550/- as against profit after tax of Rs. 94,060/- 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. 2022-23	F.Y. 2021-22
Current Ratio	24.02	78.07
Debt-Equity Ratio	N.A.	N.A.
Debt Service Coverage Ratio	N.A.	N.A.
Return on Equity Ratio	0.07	0.01
Inventory Turnover Ratio	N.A.	N.A.
Trade Receivable Turnover Ratio	N.A.	N.A.
Trade Payable Turnover Ratio	N.A.	N.A.
Net Capital Turnover Ratio	0.72	1.83
Net Profit Ratio	0.30	0.06
Return on Capital Employed	0.09	0.02
Return on Investment	N.A.	N.A.

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.

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

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

Place: Mumbai
Date: 05/09/2023

SD/-
ARUN KUMAR
ADDITIONAL DIRECTOR
DIN : 09055964

SD/-
DIVYA SAVJIBHAI THAKOR
ADDITIONAL DIRECTOR
DIN: 08845886

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF OMEGA INTERACTIVE TECHNOLOGIES LIMITED****Report on the Audit of the Ind AS Financial Statements****Opinion**

We have audited the accompanying Ind AS financial statements of **OMEGA INTERACTIVE TECHNOLOGIES LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) 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 Ind AS 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 together with the ethical requirements that are relevant to our audit of the Ind AS 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS 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 Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Auditor's Response to Key Audit Matters
As at the year end, 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	Principal audit procedures performed:

<p>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. 	<ul style="list-style-type: none"> • Management's judgement applied for the key assumptions used for the purpose of determination of impairment provision.
--	---

Other information

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report including Annexures to Director's Report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Ind AS 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system 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 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS 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 Ind AS 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 control 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 Ind AS 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

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Ind AS financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books.
- c) The company does not have any branches. Hence, the provisions of section 143(3)(c) is not applicable.
- d) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- e) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".
- h) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations as at 31st March, 2023.
 - (ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

(iii) There were no amounts which were 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) The Company has not declared or paid any dividend in the immediately preceding financial year and during the year.

(vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

3. 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 company has not paid any managerial remuneration to its directors during the year and hence provisions of section 197 of the Act are not applicable to the Company.

For Desai Saksena & Associates

Chartered Accountants

F.R. No. 102358W

SD/-

CA (Dr.) Shashank N. Desai

Partner

M. No.032546

Place : Mumbai

Date : 19th May, 2023

UDIN : 23032546BGXSLQ6494

Annexure 'A' 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. In respect of Investments, Loans and Advances: the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Hence, the provisions of clause 3 (iii) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- 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 provident fund, employees' state insurance, income tax, wealth tax, Goods and service tax, duty of customs, 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, 2023 for a period of more than six months from the date they became payable.

(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, sales tax, service tax, duty of customs, duty of excise, value added tax, as at March 31, 2023.

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 The Company has not taken any loan from financial institutions or banks during the year; hence the provisions of clause 3 (ix) (a) to (f) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

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.

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 whistle-blower 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) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the company issued till date, for the period under audit.

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 not incurred any cash losses in the financial year or 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.

xxi. The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Desai Saksena & Associates

Chartered Accountants

F.R. No. 102358W

SD/-

CA (Dr.) Shashank N. Desai

Partner

M. No.032546

UDIN : 23032546BGXSLQ6494

Place : Mumbai

Date : 19th May, 2023

Annexure – ‘B’ to the Auditors’ Report**(Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”))**

We have audited the internal financial controls over financial reporting of “**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**” (“the Company”) as of March 31, 2023 in conjunction with our audit of the Ind AS 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 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 (‘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 Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting 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 over financial reporting 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 authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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 over Financial Reporting

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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, 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.

For Desai Saksena & Associates

Chartered Accountants

F.R. No. 102358W

SD/-

CA (Dr.) Shashank N. Desai

Partner

M. No.032546

Place : Mumbai

Date : 19th May, 2023

UDIN : 23032546BGXSLQ649

BALANCE SHEET AS AT MARCH 31, 2023

(Amount in INR'000)

Particulars	Note No	March 31, 2023	March 31, 2022
I ASSETS			
1. Non-Current Assets			
(a) Financial Assets			
(i) Loans	3	6,000.00	7,000.00
(b) Other Non-Current Assets	4	-	182.62
		6,000.00	7,182.62
2. Current assets			
(a) Financial Assets			
(i) Cash and Cash Equivalents	5	1,874.18	856.51
(ii) Loans	3	-	20.00
(iii) Other Financial Assets	3	117.08	42.81
(iv) Trade Receivables	6	784.00	-
		2,775.26	919.32
TOTAL ASSETS		8,775.26	8,101.94
II EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	8	5,000.00	5,000.00
(b) Other Equity	9	3,659.71	3,090.16
		8,659.71	8,090.16
Liabilities			
1. Current Liabilities			
(a) Financial Liabilities			
(i) Other Financial Liabilities	10	12.98	11.00
(b) Other Current Liabilities	11	0.20	0.78
(c) Current Tax Liabilities (Net)	12	102.37	-
		115.55	11.78
TOTAL EQUITY AND LIABILITIES		8,775.26	8,101.94

Significant Accounting Policies and Notes forming part of the Financial Statements 1 to 28

As per our report of even date attached
For Desai Saksena & Associates
Chartered Accountants
F.R. No. 102358W

For and on behalf of the Board of Directors

SD/-
(Dr. S.N. Desai)
Partner
M No.032546
UDIN : 23032546BGXSLQ6494

SD/- ARUN KUMAR
Director
DIN : 09055964

SD/- DIVYA SAVJIBHAI THAKOR
Director
DIN : 08845886

Place : Mumbai
Date : 19th May, 2023

SD/-
NEHA GUPTA
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

(Amount in INR'000)

Particulars	Note No	2022-23	2021-22
INCOME			
Revenue from operations	13	1,908.03	1,656.33
Other Income	14	526.45	560.00
Total Income (I)		2,434.48	2,216.33
EXPENSES			
Employee benefits expense	15	1,060.32	1,482.63
Other expenses	16	612.66	607.95
Total Expenses (II)		1,672.98	2,090.57
Profit before exceptional items and tax (I-II)		761.50	125.76
Exceptional Items		-	-
Profit before tax		761.50	125.76
Tax expense:			
Current tax	7	192.00	31.70
Adjustment of tax relating to earlier periods	7	(0.05)	-
Profit after Tax		569.55	94.06
OTHER COMPREHENSIVE INCOME			
A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:		-	-
B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods:		-	-
Other Comprehensive income for the year, net of tax		-	-
TOTAL COMPREHENSIVE INCOME / (LOSS) FOR THE PERIOD, NET OF TAX		569.55	94.06
Earnings per share for profit attributable to equity shareholders	17		
Basic and Dilluted EPS		1.14	0.19

Significant Accounting Policies and Notes forming part of the Financial Statements 1 to 28

As per our report of even date attached
For Desai Saksena & Associates
Chartered Accountants
F.R. No. 102358W

For and on behalf of the Board of Directors

SD/-
(Dr. S.N. Desai)

Partner
M No.032546
UDIN : 23032546BGXSLQ6494

Place : Mumbai

Date : 19th May, 2023

SD/-
ARUN KUMAR

Director
DIN : 09055964

SD/-
NEHA GUPTA
Company
Secretary

SD/-
DIVYA SAVJIBHAI

THAKOR
Director
DIN : 08845886

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023

(Amount in INR'000)

Particulars	2022-23	2021-22
CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before income tax :	-	125.76
	761.50	
Adjustments for:		
Interest income classified as investing cash flows	-	(560.00)
	(514.68)	
Change in operating assets and liabilities:		
(Increase)/Decrease in other Non Current Assets	-	-
	182.62	
(Increase)/Decrease in trade receivables	-	-
	(784.00)	
(Increase)/ Decrease in financial assets	-	(16.00)
	(74.27)	
Increase/ (Decrease) in other financial liabilities	-	(34.03)
	1.98	(8.50)
Increase/ (Decrease) in other liabilities	-	(0.58)
	(0.58)	
Cash generated from operations		(492.77)
	(427.43)	
Less: Income taxes paid		(84.09)
	(89.58)	
Net cash inflow from operating activities		(576.86)
	(517.01)	
CASH FLOWS FROM INVESTING ACTIVITIES:		
Loans to others	-	-
	1,020.00	
Interest received	-	998.70
	514.68	
Net cash outflow from investing activities		998.70
	1,534.68	
CASH FLOWS FROM FINANCING ACTIVITIES:		
Interest paid	-	-
	-	
Net cash inflow (outflow) from financing activities		-
	-	
Net increase (decrease) in cash and cash equivalents		421.84
	1,017.67	
Cash and Cash Equivalents at the beginning of the financial year		434.67
	856.51	
Cash and Cash Equivalents at end of the year		856.51
	1,874.18	
Reconciliation of cash and cash equivalents per the cash flow statement:		
Cash and cash equivalents as per above comprise of the following:		
Cash and cash equivalents	-	55.80
	3.79	
Balances with banks on current accounts	-	800.71
	1,870.39	
Balances per statement of cash flows		856.51
	1,874.18	

Note:

The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on 'Statement of Cash Flows'.

**Significant Accounting Policies and Notes forming part 1 to 28
of the Financial Statements**

As per our report of even date attached

For Desai Saksena & Associates

Chartered Accountants

F.R. No. 102358W

SD/-

(Dr. S.N. Desai)

Partner

M No.: 032546

UDIN : 23032546BGXSLQ6494

Place : Mumbai

Date : 19th May, 2023

For and on behalf of the Board of Directors

SD/-

ARUN KUMAR

Director

DIN : 09055964

SD/-

DIVYA SAVJIBHAI THAKOR

Director

DIN : 08845886

SD/-

NEHA GUPTA

Company

Secretary

STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2023**A Equity Share Capital**

(Amount in INR'000)

Particulars	Balance as at the beginning of the year	Changes in Equity Share Capital due to prior period errors	Restated balance as at the beginning of the year	Changes in equity share capital during the current year	Balance as at End of the year
March 31, 2022					
Number of Shares	5,00,000	-	5,00,000	-	5,00,000
Amount (In '000.)	5,000.00	-	5,000.00	-	5,000.00
March 31, 2023					
Number of Shares	5,00,000	-	5,00,000	-	5,00,000
Amount (In '000.)	5,000.00	-	5,000.00	-	5,000.00

B Other Equity

(Amount in INR'000)

Particulars	Reserves and Surplus		
	Securities Premium Account	Retained Earnings	Total
Balance as at April 1, 2022	640.04	2,450.13	3,090.16
Changes in accounting policy or prior period errors	-	-	-
Restated balance as at April 1, 2022	640.04	2,450.13	3,090.16
Profit for the year	-	569.55	569.55
Total comprehensive income for the year	-	569.55	569.55
Transfer to retained earnings	-	-	-
Any other change (to be specified)	-	-	-
Balance as at March 31, 2023	640.04	3,019.68	3,659.71
Balance as at April 1, 2021	640.04	2,356.07	2,996.10
Changes in accounting policy or prior period errors	-	-	-
Restated balance as at April 1, 2021	640.04	2,356.07	2,996.10
Profit for the year	-	94.06	94.06
Total comprehensive income for the year	-	94.06	94.06
Balance as at March 31, 2022	640.04	2,450.13	3,090.16

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**1. Corporate Information**

These statements comprise financial statements of Omega Interactive Technologies Limited (CIN : L67120MH1994PLC077214) for the year ended March 31, 2023. The company is a public company domiciled in India and is incorporated on March 22, 1994 under the provisions of the Companies Act, 1956 as applicable in India. Its shares are listed on Bombay Stock Exchange (BSE) Limited. The registered office of the company is located at E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai - 400 053.

The Company is principally engaged in the business of software activities including development of software. The financial statements were authorised for issue in accordance with a resolution of the directors on May 19, 2023.

2. Significant Accounting Policies**2.1 Basis of preparation**

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and the relevant provisions of the Companies Act, 2013 ("the Act").

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value as per the policy stated below.

2.2 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

2.3 Summary of significant accounting policies**a) Functional and presentation currency****i. Foreign currency translation**

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency.

ii. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

b) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Effective April 1, 2018, the Company adopted Ind AS 115, Revenue from Contracts with Customers, using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Recognising revenue from major business activities

(i) Sale of traded goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

(ii) Rendering of services

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

(iii) Interest income

Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

c) Taxes

(i) 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 in the country where the company operates and generates taxable income.

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. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, 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 utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet 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 income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

d) 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.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

The entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

(i) Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Fair Value through OCI

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Fair Value through Profit or Loss

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

(i) Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

(ii) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset

Derecognition of financial liabilities

A financial liability is derecognized 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 recognized in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the 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.

e) 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 a Company are recognised at the proceeds received.

f) Cash and cash equivalents

"Cash and cash equivalent 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, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management."

g) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

h) Provisions and Contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value unless the effect of time value of money is material and are determined based on best estimate required to settle the obligation at the Balance sheet date. These are reviewed at each Balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements.

i) Employee benefits

Liabilities for salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

j) Earnings per share**Basic earnings per share**

Basic earnings per share is calculated by dividing the profit attributable to owners of the company.

by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

the after income tax effect of interest and other financing costs associated with dilutive potential equity shares

the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

k) Current/Non current classification

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 assets 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.

I) Cash Flow Statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**3. FINANCIAL ASSETS**

(Amount in INR'000)

Particulars	March 31, 2023	March 31, 2022
(A) LOANS		
Non Current		
<i>Unsecured, considered good unless otherwise stated</i>		
Loans to Others	6,000.00	7,000.00
Total	6,000.00	7,000.00
Current		
<i>Unsecured, considered good unless otherwise stated</i>		
Loans to Employees	-	20.00
Total	0.00	20.00
Loans due by Directors or other officers of the company or any of them either severally or jointly with any other person or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.	-	-
(B) OTHER FINANCIAL ASSETS		
Current		
<i>Financial assets carried at amortised cost</i>		
Interest accrued on Loan Given	112.96	42.81
Prepaid Expenses	4.12	-
Total	117.08	42.81

4. OTHER NON - CURRENT ASSETS

(Amount in INR'000)

Particulars	March 31, 2023	March 31, 2022
Non Current		
Payment of Taxes (Net of Provision)	-	182.62
Total	-	182.62

6. TRADE RECEIVABLES

Particulars	March 31, 2023	March 31, 2022
(C) Trade Receivables		
Receivables considered good- secured	-	-
Receivables considered good- unsecured	784.00	-
Receivables which have significant increase in Credit Risk	-	-
Receivables - credit impaired	-	-
	784.00	-

Impairment Allowance (allowance for bad and doubtful debts)			
Unsecured, considered good		-	-
Doubtful		-	-
Total		784.00	-
OTHER RECEIVABLES			
Other Receivables		-	-
Total		-	-

TRADE RECEIVABLES AGEING SCHEDULE AS AT 31ST MARCH, 2023

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	784.00	-	-	-	-	784.00
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-

TRADE RECEIVABLES AGEING SCHEDULE AS AT 31ST MARCH, 2022

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	-	-	-	-	-	-
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-

(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-

No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person, or from firms or private companies respectively in which any director is a partner, a director or a member.

The managements expects no default in receipt of trade receivables; also there is no history of default observed by the management. Hence no ECL has been recognised.

7. INCOME TAX

Major Components of income tax expense for the year ended March 31, 2023 and March 31, 2022 are as follows:

i. Income tax recognised in profit or loss (Amount in INR'000)

	2022-23	2021-22
Current income tax charge	192.00	31.70
Adjustment in respect of current income tax of previous year	(0.05)	-
Deferred tax		
Relating to origination and reversal of temporary differences	-	-
Income tax expense recognised in profit or loss	191.95	31.70

Reconciliation of tax expense and accounting profit multiplied by income tax rate for the year ended March 31, 2023 and March 31, 2022

	2022-23	2021-22
Accounting profit before income tax	761.50	125.76
Enacted tax rate in India	25.17%	25.17%
Income tax on accounting profits	191.67	31.65
Effect of		
Adjustment in respect of current income tax of previous year	(0.05)	-
Others	0.33	0.05
Tax at effective income tax rate	191.95	31.70

8. SHARE CAPITAL

i. Authorised Share Capital

(Amount in INR'000)

	Equity Share of INR 10 each	
	Number	Amount
At April 1, 2021	1,02,20,000	1,02,200.00
Increase/(Decrease) during the year	-	-

At March 31, 2022	1,02,20,000	1,02,200.00
Increase/(Decrease) during the year	-	-
At March 31, 2023	1,02,20,000	1,02,200.00

ii. Issued Capital**(Amount in INR'000)**

	Number	Amount
Equity shares of INR 10 each issued, subscribed and fully paid		
At April 1, 2021		5,000.00
Issued during the period	5,00,000	-
	-	-
At March 31, 2022		5,000.00
Issued during the period	5,00,000	-
	-	-
At March 31, 2023	5,00,000	5,000.00

iii. Reconciliation of shares outstanding at the beginning and at the end of the year**(Amount in INR'000)**

	Number	Amount
At the Beginning of the year	5,00,000	5,000.00
Add: Equity shares issued	-	-
At the end of the year	5,00,000	5,000.00

iii. Terms/rights attached to equity shares

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

iv. The Company does not have any holding or subsidiary company.**v. Details of shareholders holding more than 5% shares in the Company**

Name of the shareholder	As at March 31, 2023		As at March 31, 2022	
	Number	% holding	Number	% holding
Equity shares of INR 10 each fully paid				
Mividha Investments Private Limited	38,000	7.60%	38,000	7.60%
Jayesh Amratlal Shah	1,19,151	23.83%	-	-

vi. Shares reserved for issue under options

None of the above shares are reserved for the issue under option/contract/commitments for sale of shares or disinvestment.

vii. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL**viii. Details of shares held by each promoter 31.03.2023**

Shares held by promoters at the end of the year			% Change during the year
Promoter name	No. of shares	% of total shares	
1. Ramavtar Soni	-	-	-4.22%
2. Renu M. Soni	-	-	-4.20%
3. Jayesh Amratlal Shah	1,19,151	23.83%	23.83%

Details of shares held by promoter 31.3.2022

Shares held by promoters at the end of the year			% Change during the year
Promoter name	No. of shares	% of total shares	
1. Ramavtar Soni	21,079	4.22%	-
2. Renu M. Soni	21,019	4.20%	-

9. OTHER EQUITY**Reserves and Surplus****(Amount in INR'000)**

Particulars	March 31, 2023	March 31, 2022
Securities Premium Account	640.04	640.04
Retained Earnings	3,019.67	2,450.12
Total	3,659.71	3,090.16

(a) Securities Premium Account

	March 31, 2023	March 31, 2022
Opening balance	640.04	640.04
Add/(Less): Adjustments	-	-
Closing balance	640.04	640.04

The amount received in excess of face value of the equity shares is recognised in Share Premium Reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

(b) Retained Earnings**(Amount in INR'000)**

	March 31, 2023	March 31, 2022
Opening balance	2,450.12	2,356.07
Net Profit for the year	569.55	94.06
Closing balance	3,019.67	2,450.12

10. OTHER FINANCIAL LIABILITIES

(Amount in INR'000)

Particulars	March 31, 2023	March 31, 2022
Current		
Financial Liabilities at amortised cost		
Payable for Expenses	12.98	11.00
Total	12.98	11.00

11. OTHER CURRENT LIABILITIES

(Amount in INR'000)

Particulars	March 31, 2023	March 31, 2022
Current		
Statutory Dues*	0.20	0.78
Total	0.20	0.78

Includes Professional Tax payable*12. CURRENT TAX LIABILITIES**

(Amount in INR'000)

Particulars	March 31, 2023	March 31, 2022
Opening balance	-	-
Add: Current tax payable for the year	192.00	-
Less: Taxes paid	(89.63)	-
Add: Others(Refund)	-	-
Closing Balance	102.37	-

13. REVENUE FROM OPERATIONS

(Amount in INR'000)

Particulars	2022-23	2021-22
Sale of services		
Software Service Charges	1,908.03	1,656.33
Total	1,908.03	1,656.33

14. OTHER INCOME

(Amount in INR'000)

Particulars	2022-23	2021-22
Interest income on		
- Loans to others	514.68	560.00
- Income Tax Refund	11.77	-
Total	526.45	560.00

15. EMPLOYEE BENEFITS EXPENSE

(Amount in INR'000)

Particulars	2022-23	2021-22
Salaries and Bonus	1,060.32	1,482.63
Total	1,060.32	1,482.63

16. OTHER EXPENSES

(Amount in INR'000)

Particulars	2022-23	2021-22
Selling, Administration and Other Expenses		
Advertisement	23.52	36.52
Payments to Auditors (Refer note below)	14.96	13.98
Legal and Professional fees	17.00	15.00
Telephone and internet expenses	13.63	11.95
Travelling and Conveyance expenses	39.20	32.05
Bank Charges	3.39	2.09
Listing and other Fees	455.28	428.05
Demat Charges	0.00	12.39
General Expenses	16.60	10.60
Filing fees	5.50	29.52
Office Upkeep and Maintenance	16.13	13.20
Webhosting and Maintenance Charges	7.45	2.60
Total	612.66	607.95

(a) Details of Payments to auditors

(Amount in INR'000)

	2022-23	2021-22
As auditor		
Audit Fees	14.96	13.98
Total	14.96	13.98

17. EARNINGS PER SHARE

(Amount in INR'000)

Particulars	March 31, 2023	March 31, 2022
Basic and Diluted earnings per share (Face Value Per Share Rs. 10)	1.14	0.19
(a) Profit attributable to the equity holders of the company used in calculating basic earnings per share	569.55	94.06
Adjustments for calculation of diluted earnings per share:	-	-
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	569.55	94.06
(b) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	5,00,000	5,00,000
Adjustments for calculation of diluted earnings per share:	-	-
Weighted average number of equity shares used as the denominator in calculating Diluted earnings per share	5,00,000	5,00,000

18. COMMITMENTS AND CONTINGENCIES

	March 31, 2023	March 31, 2022
Contingent Liabilities	NIL	NIL
Commitments	NIL	NIL

19. RELATED PARTY TRANSACTIONS

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Name of Related Party

Key Managerial Personnel (KMP)

Krishan Kumar Rathi - Managing Director resigned w.e.f 31.03.2023

Rajesh Nawathe - Independent Director resigned w.e.f 24.03.2023
 Subrata Paul - Independent Director resigned w.e.f 24.03.2023
 Ravi Kumar Seth - Independent Director resigned w.e.f 24.03.2023
 Poonam Relekar - Chief Financial Officer resigned w.e.f 06.03.2023
 Neha Gupta - Company Secretary appointed w.e.f 08.07.2022
 Shonette Misquitta - Company Secretary resigned w.e.f 07.07.2022
 Divya Savjibhai Thakor - Additional Director appointed w.e.f 24.03.2023
 Pankaj Baid - Additional Director appointed w.e.f 24.03.2023
 Arun Kumar - Additional Director appointed w.e.f 24.03.2023
 Anuj Surana - Additional Non - Executive Independent Director appointed w.e.f 31.03.2023

(ii) Transactions with Related Parties

The following transactions occurred with related parties:

(Amount in INR'000)

Name	Nature of Relationship	Nature of Transaction	March 31, 2023	March 31, 2022
Poonam Relekar	Key Managerial Personnel	Managerial Remuneration	318.25	300.17
Shonette Misquitta	Key Managerial Personnel	Managerial Remuneration	134.19	480.00
Neha Gupta	Key Managerial Personnel	Managerial Remuneration	193.03	-

(iii) Outstanding Balance of related parties**(Amount in INR'000)**

Name of the party	Nature of Relationship	Particulars	March 31, 2023	March 31, 2022
Poonam Relekar	Key Managerial Personnel	Loan Given	-	20.00

(iv) Key Management Personnel Compensation**(Amount in INR'000)**

	March 31, 2023	March 31, 2022
Short-term Employee Benefits	645.47	780.17

(v) Loans and Advances granted either severally or jointly as on March 31, 2023:**(Amount in INR'000)**

Type of Borrower	Amount of loan of advance in the nature of loan outstanding				Percentage to the total loans and advances in the nature of loans
	Opening Balance	Loan or advance given during the year	Repayment received during the year	Closing Balance	
(a) Repayable on Demand					
Promoters	-	-	-	-	-
Directors	-	-	-	-	-

KMPs	20.00	60.00	80.00	-	-
Related Parties		-	-		-

All the arrangements and transactions entered into by the company with related parties, during the financial year 2022-23 were in ordinary course of business and on arm's length price.

20. SEGMENT REPORTING

The Company is exclusively engaged in the business of software activities i.e consulting, development and sale of software primarily in India. As per Ind AS 108 "Operating Segments" there are no reportable operating segment applicable to the Company.

21. FINANCIAL RATIOS

Sr No.	Particulars	As at March 31, 2023	As at March 31, 2022	% change	Remarks		
1	Current ratio	24.02	78.07	-69.24%	Due to Increase in Provision for Income Tax		
2	Debt- Equity Ratio	N.A	N.A	N.A			
3	Debt Service Coverage Ratio	N.A	N.A	N.A			
4	Return on Equity Ratio	0.07	0.01	481.53%	Due to Increase in Profit		
5	Inventory Turnover Ratio	N.A	N.A	N.A			
6	Trade Receivable Turnover Ratio	N.A	N.A	N.A			
7	Trade Payable Turnover Ratio	N.A	N.A	N.A			
8	Net Capital Turnover Ratio	0.72	1.83	-60.69%	Due to Increase in Working Capital		
9	Net Profit Ratio	0.30	0.06	425.64%	Due to Increase in Profit		
10	Return on Capital Employed	0.09	0.02	465.69%	Due to Increase in Profit		
11	Return on Investment	N.A	N.A	N.A			
Sr No.	Ratios	Numerator	Denominator	As at March 31, 2023		As at March 31, 2022	
				Numerator	Denominator	Numerator	Denominator
1	Current ratio	Current Assets	Current Liabilities	2,775.26	115.55	919.32	11.78

2	Debt- Equity Ratio	Total Debts (Including Government Grants)	Total Equity (Equity Share capital + Other equity- Revaluation Reserve-Capital Redepmtion Reserve)	NA	NA	NA	NA
3	Debt Service Coverage Ratio	Net Profit after taxes + Non-cash operating expenses (i.e. depreciation and other amortizations + Interest)	Finance cost+Lease repayment + principle repayment of long term borrowings during the period/year	NA	NA	NA	NA
4	Return on Equity Ratio	Net profit after tax - Exceptional items	Average Total Equity [Opening(Equity Share capital + Other equity- Revaluation Reserve-Capital Redepmtion Reserve)+Closing (Equity Share Capital+Other Equity- Revaluation Reserve-Capital Redepmtion Reserve))/2]	569.55	8,374.94	94.06	8,043.13
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory (opening balance+ closing balance/2)	NA	NA	NA	NA
6	Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivable (Opening balance + closing balance /2)	1,908.03	392.00	1,656.33	-
7	Trade Payable Turnover Ratio	Purchase of stock in trade and material consumed	Average trade payable (Opening balance + closing balance /2)	NA	NA	NA	NA
8	Net Capital Turnover Ratio	Revenue from operations	Working capital (Current asset - current liabilities)	1,908.03	2,659.70	1,656.33	907.54
9	Net Profit Ratio	Net profit after tax -	Revenue from operations	569.55	1,908.03	94.06	1,656.33

		Exceptional items					
10	Return on Capital Employed	Profit Before interest, Tax & Exceptional item	Equity Share capital + Other equity- Revaluation Reserve-Capital Redepmtion Reserve + Total Debts (Including Government Grants)	761.50	8,659.71	125.76	8,090.16
11	Return on Investment	Interest Income on fixed deposits	Non current Investments + Fixed deposits with bank	NA	NA	NA	NA

22. FAIR VALUE MEASUREMENTS								
i. Financial Instruments by Category						(Amount in INR'000)		
Particulars					Carrying Amount		Fair Value	
					March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
FINANCIAL ASSETS								
Amortised cost								
Loans				6,000.00	7,000.00	6,000.00	7,000.00	
Cash and cash equivalents				1,874.18	856.51	1,874.18	856.51	
Other financial assets				117.08	42.81	117.08	42.81	
Total				7,991.26	7,899.32	7,991.26	7,899.32	
FINANCIAL LIABILITIES								
Amortised cost								
Other financial liabilities				12.98	11.00	12.98	11.00	
Total				12.98	11.00	12.98	11.00	

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values for loans were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the Fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

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.

ii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

23. 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 change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk.

(i) Foreign currency risk

Currency risk is not material as the Company's primary business activities are within India and does not have significant exposure in foreign currency.

(ii) 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's 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.

(iii) Other price risk

The Company is not exposed to other price risk.

(B) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, investments carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables and unbilled revenues.

Cash and Cash Equivalents and Bank Deposit

Credit Risk on cash and cash equivalent, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions who have been assigned high credit rating by international and domestic rating agencies.

(C) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's management is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

Liquidity Exposure as at 31st March, 2023				
				(Amount in INR'000)
Particulars	< 1 year	1-5 years	> 5 years	Total
Financial Assets				
Loans	-	6,000.00	-	6,000.00
Cash and Cash Equivalents	1,874.18	-	-	1,874.18
Other Financial Assets	117.08	-	-	117.08
Total Financial Assets	1,991.26	6,000.00	-	7,991.26
Financial Liabilities				
Other Financial Liabilities	12.98	-	-	12.98
Total Financial Liabilities	12.98	-	-	12.98
Liquidity Exposure as at 31st March, 2022				
				(Amount in INR)
Particulars	< 1 year	1-5 years	> 5 years	Total
Financial Assets				
Loans	20.00	7,000.00	-	7,020.00
Cash and Cash Equivalents	856.51	-	-	856.51
Other Financial Assets	42.81	-	-	42.81
Total Financial Assets	919.32	7,000.00	-	7,919.32
Financial Liabilities				
Other Financial Liabilities	11.00	-	-	11.00
Total Financial Liabilities	11.00	-	-	11.00

24. CAPITAL MANAGEMENT

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The company includes within debt, trade and other payables, less cash and cash equivalents.

	(Amount in INR'000)	
	March 31, 2023	March 31, 2022
Other payables	12.98	11.00
Less: Cash and Cash equivalents	(1,874.18)	(856.51)
Net Debt	(1,861.20)	(845.51)
Equity Share Capital	5,000.00	5,000.00
Other Equity	3,659.71	3,090.16
Total Capital	8,659.71	8,090.16
Capital and net debt	6,798.51	7,244.65
Gearing ratio	(27.38)	(11.67)

25. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

The Company has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been made.

Particulars	March 31, 2023	March 31, 2022
i) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act:	-	-
Principal	-	-
Interest	-	-
ii) The amount of interest paid by the buyer in terms of Section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

26. DISCLOSURES REQUIRED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

Name of the Party	Purpose	Rate of interest (F.Y. 2022-2023)	Rate of interest (F.Y. 2021-2022)	Year ended as at 31st March, 2023	Year ended as at 31st March, 2022
Loan Given					
Rajhans Infracon (India) Private Limited	Business	9.00%	-	6000.00	-
Heritage Marble Private Limited	Business	8.00%	8.00%	-	7,000.00

27. STATUTORY DISCLOSURES**Property Plant and Equipment**

i) The Company does not have any Property, Plant and Equipment and Intangible Asset, thus the reconciliation between gross and carrying amount at the beginning and at the end of reporting period of tangible and intangible is not applicable.

Trade Payable

ii) The Company does not have any Trade Payables as at the reporting date, thus the disclosure of ageing schedule for the same is not applicable to the company.

Borrowings from Bank or Financial Institution

iii) The company does not have any borrowings from banks and financial institutions against security of any current assets.

Title Deeds of Immovable Property

iv) The company does not have any immovable properties, therefore the disclosures regarding the title deeds of Immovable Property being in the name of Company is not applicable to the company.

Revaluation of Immovable Property

v) The company does not have any Property, Plant and Equipment and Intangible Asset which are revalued, therefore the disclosure regarding whether the revaluation is done by registered valuer or not is not applicable to the company. The company has not acquired any asset through business combination, thus disclosures related to assets acquired through business combination is not disclosed thereof.

Intangible Asset under Development

vi) The company does not have any Intangible assets under development stage, therefore disclosures and ageing related to those are not applicable to company.

Investment Property

vii) The Company does not have any investment property during the reporting period, therefore the disclosure regarding the fair value of investment property is not applicable to the company.

Loans & Advances

viii) The Company does not have any Loans or Advances in the nature of loans granted to Promoters, Directors, KMPs and the related parties, either severally or jointly with other person, therefore the disclosure related to those are not applicable to company.

Capital Work in Progress

ix) The company does not hold any project in progress or any suspended project as on the reporting date, thus the Capital work in progress ageing as well as completion schedule is not applicable to the company.

Benami Property

x) No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Wilful Defaulter

xi) The company is not declared as a wilful defaulter by any bank or financial institution or other lender during the any reporting period.

Relationship with Struck-off Companies

xii) The company has not identified any transactions or balances in any reporting periods with companies whose name is struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

Registration of charges or satisfaction with Registrar of Charges (ROC)

xiii) There is no charge or satisfaction yet to be registered with ROC beyond the statutory period by the company.

Compliance with Number of layers of Company

xiv) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

Compliance with Approved Scheme(s) of Arrangements

xv) There are no schemes or arrangements which have been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the reporting period.

Utilization of borrowed funds

xvi) 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,

xvii) 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
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

Undisclosed Income

xviii) The Company does not have any 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)

CSR

xix) The Company is not covered under section 135 of the Companies Act, 2013. Hence, disclosures related to CSR activities are not applicable.

Details of Crypto Currency and Virtual Currency

xx) The company has not traded or invested in Crypto currency or Virtual Currency during reporting period.

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

Significant Accounting Policies and Notes forming part of the Financial Statements

**As per our report of even date attached
For Desai Saksena & Associates
Chartered Accountants
F.R. No. 102358W**

For and on behalf of the Board of Directors

**SD/-
(Dr. S.N. Desai)
Partner
M No.032546
UDIN : 23032546BGXSLQ6494**

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

**SD/-
DIVYA SAVJIBHAI THAKOR
Director
DIN :
08845886**

**Place : Mumbai
Date : 19th May, 2023**

**SD/-
NEHA GUPTA
Company Secretary**