

# **BOARD'S REPORT**

Your Directors have great pleasure in presenting the Twenty Fourth Annual Report together with the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2018.

## **1. FINANCIAL HIGHLIGHTS:**

(Amount in Rs.)

<b>Particulars</b>	<b>For Year ended 31<sup>st</sup> March, 2018</b>	<b>For Year ended 31<sup>st</sup> March, 2017</b>
Revenue from Operations	6,50,000	6,55,335
Other Income	6,18,555	6,32,728
<b>Total Income</b>	<b>12,68,555</b>	<b>12,88,063</b>
<b>Less : Total Expenses</b>	<b>10,76,322</b>	<b>11,72,467</b>
<b>Profit before exceptional items and tax</b>	<b>1,92,233</b>	<b>1,15,596</b>
Exceptional Items	-	-
<b>Profit Before Tax</b>	<b>1,92,233</b>	<b>1,15,596</b>
<b>Less : Tax Expense</b>		
Current Tax	42,000	22,000
Tax relating to prior years	2,13,833	(1,266)
<b>Profit After Tax</b>	<b>(63,600)</b>	<b>94,862</b>

## **2. OPERATIONAL REVIEW:**

During the year under review, the Company has earned revenue from operations amounting to Rs.6,50,000/- as compared to Rs.6,55,335/- in the previous year. The Company has earned total income of Rs.12,68,555/- during the current year as compared to Rs.12,88,063/- earned in the preceding financial year. The Company has incurred loss after tax amounting to Rs.63,600/- as compared to profit after tax of Rs.94,862/- in the immediately preceding financial year.

The Company is striving for the better business opportunities, strengthening its business strategies and finding ways for cost effectiveness.

## **3. DIVIDEND:**

Your Directors have not recommended any dividend for the year ended 31<sup>st</sup> March, 2018, due to loss incurred by the Company.

## **4. TRANSFER TO RESERVES:**

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

## **5. CHANGES IN NATURE OF BUSINESS:**

No significant change has been made in the nature of the business of the company during the financial year 2017-18.

**6. SHARE CAPITAL OF THE COMPANY:**

The paid up equity share capital as at 31<sup>st</sup> March, 2018 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.

**7. SUSIDIARIES / JOINT VENTURES / ASSOCIATE COMPANIES:**

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

**8. 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.

**9. PARTICULARS OF LOANS, GUARANTEES / SECURITIES OR INVESTMENTS:**

During the year under review, the company has not granted 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.

**10. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, are not applicable to the Company for the financial year ended 31<sup>st</sup> March, 2018.

**11. 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.

**12. EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this report as **Annexure 'A'** and forms an integral part of this report.

**13. BOARD OF DIRECTORS:**

Your Company has three (3) Directors of which all are Independent Directors. All the Independent Directors have given a declaration that they meet the criteria of Independence as laid under Section 149(6) of the Companies Act, 2013 and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Directors are liable to retire by rotation.

Based on evaluations and recommendations of Nomination and Remuneration Committee and in terms of the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, the Board recommends re-appointment of Mr. Krishan Kumar Bhajanlal Rathi and Mr. Rajesh Srinivwas Nawathe as Independent Directors for another term of 5 (five) consecutive years with effect from 1<sup>st</sup> April, 2019 with the approval of the members.

#### **14. DIRECTORS RESPONSIBILITY STATEMENT:**

To the best of our knowledge and belief and according to the information and explanations obtained, Directors make the following statement in terms of Section 134 of the Companies Act, 2013:

- (a) in the preparation of the Annual Accounts for the financial year ended 31<sup>st</sup> March, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) 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 loss of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) 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;
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **15. BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013, and under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation after taking into consideration various 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 Independent Directors was carried out. The performance evaluation of the Chairman was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

#### **16. MEETING OF BOARD OF DIRECTORS OF THE COMPANY:**

During the year under review, Four (4) Board Meetings were convened and held on 30<sup>th</sup> May 2017, 12<sup>th</sup> September, 2017, 11<sup>th</sup> December, 2017 and 6<sup>th</sup> February, 2018. The brief particulars of the Directors attending the meetings are as follows:

Name of the Director	Category of Directorship	No. of meetings during the year	
		Held	Attended
Mr. Krishan Kumar Bhajanlal Rathi	Non-Executive, Independent Director	4	4
Mr. Rajesh Srinivwas Nawathe	Non-Executive, Independent Director	4	4
Mrs. Subrata Paul	Non-Executive, Independent Director	4	4

#### 17. KEY MANAGERIAL PERSONNEL:

The Company is in the process of appointing a Key Managerial Personnel to comply with the provisions of Section 203 of the Companies Act, 2013.

#### 18. AUDIT COMMITTEE:

In accordance with the provisions contained in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in consonance with the provisions of Section 177 of the Companies Act, 2013, the Board of Directors had constituted an Audit Committee comprising of 3 Directors.

The Committee acts as a link between the Management, the Statutory Auditors and the Board of Directors of the Company. The Committee focuses its attention on monitoring the financial reporting system within the Company, considering Quarterly & Annual Financial results of the Company and submitting its observations to the Board of Directors before it is adopted by the Board, review of internal audit report, internal control system, audit methodology and process, major accounting policies and practices, compliance with accounting standards. Committee also reviews the legal compliance reporting system.

**The particulars of Members of Audit Committee and their attendance at the Meetings are as under:**

Name of the Director	Designation	Category of Directorship	No. of Meetings during the year	
			Held	Attended
Mr. Krishan Kumar Bhajanlal Rathi	Chairman	Non-Executive, Independent Director	4	4
Mr. Rajesh Srinivwas Nawathe	Member	Non-Executive, Independent Director	4	4
Mrs. Subrata Paul	Member	Non-Executive Independent Director	4	4

The Audit Committee meetings were held on 30<sup>th</sup> May 2017, 12<sup>th</sup> September, 2017, 11<sup>th</sup> December, 2017 and 6<sup>th</sup> February, 2018 and all the members of the Audit Committee were present in all the meetings.

#### 19. **NOMINATION & REMUNERATION COMMITTEE & ITS POLICY:**

The Board of Directors of the Company had constituted a 'Nomination and Remuneration Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013. The Board of Directors has framed a policy which lays down a framework in relation to Remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy lays down the criteria determining qualifications, positive attributes, Independence of a Director and other matters pursuant to the provisions of sub-section (3) of Section 178 of the Companies Act, 2013.

**The particulars of Members of Nomination & Remuneration Committee and their attendance at the Meetings are as under:**

Name of the Director	Designation	Category of Directorship	No. of Meetings during the year	
			Held	Attended
Mr. Krishan Kumar Bhajanlal Rathi	Chairman	Non- Executive, Independent Director	1	1
Mr. Rajesh Srinivwas Nawathe	Member	Non- Executive, Independent Director	1	1
Mrs. Subrata Paul	Member	Non- Executive, Independent Director	1	1

#### 20. **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Board of Directors of the Company had constituted Stakeholders Relationship Committee in order to align it with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee had been constituted to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non- receipt of Annual Report, issues concerning de-materialization, etc.

**The particulars of Members of Stakeholders Relationship Committee and their attendance at the Meetings are as under:**

Name of the Director	Designation	Category of Directorship	No. of Meetings during the year	
			Held	Attended
Mr. Krishan Kumar Bhajanlal Rathi	Chairman	Non-Executive, Independent Director	4	4
Mr. Rajesh Srinivwas Nawathe	Member	Non- Executive, Independent Director	4	4
Mrs. Subrata Paul	Member	Non- Executive, Independent Director	4	4

The Stakeholders Relationship Committee meetings were held on 30<sup>th</sup> May 2017, 12<sup>th</sup> September, 2017, 11<sup>th</sup> December, 2017 and 6<sup>th</sup> February, 2018.

**The details of the Complaints received during the year under review are as follows :**

<b>Sr. No.</b>	<b>Nature of Complaints</b>	<b>Received</b>	<b>Pending</b>	<b>Disposed</b>
1.	Non receipt of Annual Report	-	-	-
2.	Non Receipt of Share Certificates after transfer	-	-	-
3.	Non Receipt of Demat Rejected S/C's	-	-	-
4.	Others	-	-	-
	Total	-	-	-

There were no complaints pending for action as on 31<sup>st</sup> March, 2018.

## **21. MEETING OF INDEPENDENT DIRECTORS:**

During the year under review, pursuant to Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company met on 26<sup>th</sup> March, 2018 inter-alia to discuss:

1. Evaluation of performance of Non-Independent Directors and Board of Directors of the Company as a whole.
2. Evaluation of performance of the Chairman of the Company, taking into account the views Non-Executive Directors.

## **22. REMUNERATION AND SITTING FEES:**

The details of Remuneration paid or Sitting fees paid are as follows:

<b>Name of the Director</b>	<b>Category of Directorship</b>	<b>Remuneration paid to the Director</b>	<b>Sitting fees paid to the Director</b>
Mr. Krishan Kumar Bhajanlal Rathi	Non-Executive, Independent Director	NIL	NIL
Mr. Rajesh Srinivwas Nawathe	Non-Executive, Independent Director	NIL	NIL
Mrs. Subrata Paul	Non-Executive, Independent Director	NIL	NIL

## **23. 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.

## **24. RELATED PARTY TRANSACTIONS:**

The Company has not entered into any related party transactions which fall under the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder. Also, there are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large.

## **25. 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 a dematerialized form in either of the two Depositories. The Company has been allotted ISIN No. INE113B01029.

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

## **26. 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.

## **27. AUDITORS:**

### **A. STATUTORY AUDITORS AND THEIR REPORT:**

The appointment of M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai (Firm Registration Number: 102358W), who were appointed as the Statutory Auditors of the Company for a period of 5 years from the conclusion of 23<sup>rd</sup> AGM until the conclusion of 28<sup>th</sup> AGM of the Company, be and is hereby recommended for ratification for the Financial Year 2018-19. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. Desai Saksena & Associates, Chartered Accountants that their appointment is still in conformity with the limits specified in the said Section.

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

## **B. SECRETARIAL AUDITORS AND THEIR REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder, the Company has appointed Mrs. Bijal Nagda, Practicing Company Secretary, to undertake the Secretarial Audit of the Company.

As required under section 204(1) of the Companies Act, 2013 the Company has obtained a secretarial audit report which contains observations with regard to the constitution of the Board of Directors and Key Managerial Personnel. The company is under process of complying with all the provisions relating to the said section in the future.

The Secretarial Audit report in the prescribed Form MR-3 is annexed herewith as **Annexure 'B'** and forms an integral part to this Report.

## **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 controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

## **29. MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

Pursuant to Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report is attached as **Annexure 'C'** and forms an integral part of this report.

## **30. CORPORATE GOVERNANCE:**

Pursuant to Schedule V of the SEBI (LODR) Regulations, 2015 a Corporate Governance Report is required to be attached to the Directors Report; however the same is not applicable to the company.

## **31. 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:

A. Conservation of Energy	:	Not Applicable
B. Technology Absorption	:	Not Applicable
C. Foreign Exchange Earnings and Outgo	:	
Foreign Exchange Earned	:	Nil
Foreign Exchange Outgo	:	Nil



**32. SEXUAL HARASSMENT:**

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 does not employ 10 or more employees.

**33. 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.

**34. PARTICULARS OF EMPLOYEES:**

No employee was in receipt of remuneration exceeding the limits as prescribed under the provisions of Section 197 of the Companies Act, 2013 and read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 hence no such particulars are furnished.

**35. LISTING:**

The Company's Equity Shares are listed on BSE Limited. Although the company has paid listing fees to BSE Limited up to 31<sup>st</sup> March, 2018 and has complied with all the required formalities, the trading in shares of the company on the Stock Exchange continuous to be suspended. However, the company is taking active efforts for revocation of suspension of trading in shares.

**36. 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.

**37. 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.

**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.

**39. SECRETARIAL STANDARD:**

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.

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

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

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2018**

**Krishan Kumar Rathi**  
**Director**  
**DIN: 00156061**

**Rajesh Nawathe**  
**Director**  
**DIN:01201350**