

ANNUAL REPORT
2022-23

OMEGA LABORATORIES LIMITED

CORPORATE INFORMATION

Board of Directors	1. Girish Chand Sharma 2. Rajiv Gupta 3. Bipul Shankar Singh
Chartered Accountant	Rishi Kapoor & Company 10, RDC, Raj Nagar, Opposite Telephone Exchange, Ghaziabad, Uttar Pradesh-201001.
Statutory Auditor	Rishi Kapoor Chartered Accountant Rishi Kapoor & Company
Registrar & Transfer Agents	Skyline Financial Services Private Limited D-153 A 1st Floor Okhla Industrial Area, Phase - I New Delhi-110 020. Tel.: +91 11 40450193-97 Fax: +91 11 26812682 Web:www.skylinerta.com
Registered Office	Regd. office Address :- 1608, Dewan Hall Building, Bhagirath Place, Delhi-110006

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OMEGA LABORATORIES LIMITED
Regd. Off.: 1608 Dewan Hall Building Bhagirath Place,
New Delhi-110006
CIN: U24239DL1986PLC023980
Mail: Omegagzb@gmail.com Contact: 01129211178

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of the **Omega Laboratories Limited** will be held on 29th November 2023 at the registered office of the Company at 11.00 A.M. through Video Conferencing (VC)/ Other audio Visual Means(OAVM) to transact the following businesses:-

I. Ordinary Business

- A.** To receive, consider and adopt the audited Financial Statement of the Company for the Financial Year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon.
- B.** To appoint a Director in place of Mr. Girish Chand Sharma (DIN: 05261848), who retires by rotation and being eligible offers himself for re-appointment.

II. SPECIAL BUSINESS:

C. 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 Section 12, 13 & any other applicable provision of the Companies Act, 2013 & rules made thereunder and subject to the confirmation of Regional Director, Northern Region at New Delhi, the consent of the members be & is hereby accorded to shift the Registered Office of the Company from the **“National Capital Territory of Delhi” to “State of Uttar Pradesh”**.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby jointly/severally authorized to sign, to make an application to Hon'ble Regional Director, Northern Region at New Delhi for confirmation of change in clause II of the Memorandum of Association, to publish public notice in newspapers, to sign any vakalatnama, to authorize any professional to appear on behalf of company, to swear any affidavit, give any undertaking, declaration, if required by the statutory authorities.

RESOLVED FURTHER THAT Clause II of the Memorandum of Association of the Company shall be substituted as follows:-
“The registered office of the Company will be situated in the State of Uttar Pradesh”

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby jointly/severally authorized to file all necessary E-forms to the Registrar of Companies, Delhi and Registrar of Companies, Kanpur and to do any other acts, deeds, things and matters to give effect the aforesaid Special Resolution.”

For Omega Laboratories Limited

Place : New Delhi
Date : 03rd November, 2023

(Rajiv Gupta)
Director
DIN- 00204017

- 1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
- 2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 3. 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 authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

4. 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.
5. 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.
6. 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 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 National Securities Depository Limited (NSDL) 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 NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting will commence on 26th November, 2023 and will end on 28th November, 2023. During this period the members of the company holding shares either in Physical form or in Demat form as on the cut-off date i.e. 23rd November, 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.

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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 General 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 cssharmavijay@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, SenapatiBapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in who will also address the grievances connected with voting by electronic means. Members may also write to the Director at the omegagzb@gmail.com.

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

1. 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 omegagzb@gmail.com
2. 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 (omegagzb@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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 link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 (omegagzb@gmail.com). The same will be replied by the company suitably.

For Omega Laboratories Limited

Place : New Delhi
Date : 03rd November, 2023

(Rajiv Gupta)
Director
DIN- 00204017

OMEGA LABORATORIES LIMITED
Regd. Off.: 1608 Dewan Hall Building Bhagirath Place,
New Delhi-110006
CIN: U24239DL1986PLC023980
Mail: Omegagzb@gmail.com Contact: 01129211178

BOARD'S REPORT

Dear Shareholders,

The Directors have pleasure in presenting their Annual report on the business and operations of the Company and the accounts for the Financial Year ended March 31st, 2023.

1. RESULTS OF OPERATION OF COMPANY/FINANCIAL PERFORMANCE

The financial results of the Company for the year under review are compared below with the previous year's results for your consideration.

(Amount in Rs.)

S. No	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
I	Revenue from operations	0	0
II	Other Income	0	0
III	Total Revenue (I +II)	0	0
IV	Expenses:		
	Cost of materials consumed	-	-
	Purchase of Stock-in-Trade	-	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	-	-
	Employee Benefit Expense	52,000	40,000
	Financial Costs	347.50	636.30
	Depreciation and Amortization Expense	-	-
	Other Expenses	3,02,248	2,72,384
	Total Expenses	3,54,595	3,13,020.30
V	Profit before tax (III - VI)	3,54,595	3,13,020.30
VI	Tax expense:		
	(1) Current tax	-	-
	(2) Deferred tax	-	-
VII	Profit (Loss) after Tax (V-VI)	3,54,595	3,13,020.30

2. APPROPRIATIONS

Reserves

Due to Loss during the Financial Year 2022-23, there was no transfer of any amount to Reserves and Surplus.

Dividend

Based on the Company's financial conditions, the Company is not in a position to declare the dividend so the Directors place on record their deep sense of concern that due to weak financial position Directors are unable to declare any dividend to the shareholders.

3. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Vipin Gupta (DIN: 01213181) has resigned w.e.f. 11/04/2022 from the Directorship of the Company. Later on as on 10/08/2022 Mr. Girish Chand Sharma (DIN: 05261848) was appointed as the Additional Director of the Company w.e.f. 10/08/2022 who was later on Regularised in the Last Year AGM.

In view of the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.

S.No	Name of the Director	DIN
1.	Rajiv Gupta	00204017
2.	Girish Chand Sharma	05261848
3.	Bipul Shankar Singh	05261830

4. MEETINGS OF THE BOARD

Six Meetings of the Board of Directors were held during the financial year. The respective dates of the Board Meetings and No. of Directors attended the meeting during the financial Year are as follows:

Serial No.	Date of Board Meeting	No. of Directors Attended the Meeting
1	30/04/2022	3
2	10/08/2022	3
3	02/09/2022	3
4	17/09/2022	3
5	02/12/2022	3
6	20/03/2023	3

Declaration by Independent Director

As per the provisions made under Companies Act, 2013 Company is not required to appoint any independent Director on its Board.

Committees of the Board

Company is not required to make any committee(s) of the Board as prescribed under Companies Act, 2013.

5. AUDITORS**Statutory Auditor and Auditors' Report**

M/s Rishi Kapoor & Company Chartered Accountants (**FRN: 075483**) was appointed as Statutory Auditor of the Company in the Annual General Meeting held on 30th September 2019 until the conclusion of the Annual General Meeting to be held in year 2024 on remuneration to be fixed by the Board of Directors.

Auditors' Report

M/s Rishi Kapoor & Company Chartered Accountants (**FRN: 075483**) have submitted their report on the Financial Statements of the Company for the FY 2022-23. The Auditors' Reports on the financial statements are self-explanatory and therefore, in the opinion of the Directors, do not call for any further comments.

The Auditors' Reports does not contain any qualification, reservation or adverse remark on the Financial Statements of the Company.

Pursuant to Section 143(12) of the Companies Act, 2013, the statutory Auditors have not reported any incident of frauds by the Company or on the Company by its Officers or Employees during the year under review.

Secretarial Auditor and Secretarial Audit Report

The Board has appointed **M/s Sharma Vijay & Associates**, Practicing Company Secretaries (**C.O.P :19035**), to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013, for the financial year ended 2022-23.

The report of Secretarial Auditor is annexed to this report as **Annexure I**.

Explanation or comments on Secretarial Audit Report

The Following clarifications are made by Board with regard to comments made by Secretarial Auditor.

A. Comment: The Company has been delisted from the Regional Stock exchange:-

Clarification: BFIRO rder was passed on 05.09.2001 in Case No. 2 of 2001 and the appeal was filled by Omega Laboratories Limited in AAFIR against the order passed on 05.09.2001 on the third reference filled by Omega Laboratories Limited.

The Company has started Commercial production on 09.02.1988 and the Company had become Sick on 21.08.2020 as the Board has decided to move an application before BIFR & reference was made to BIFR on 21.11.2000 and Sick Company status was continued till 11.03.2014.

Cost Auditor

Provisions as prescribed under Companies Act, 2013 relating to the appointment of Cost auditor, are not applicable on the Company.

Internal Auditor

Provisions as prescribed under Companies Act, 2013 relating to the appointment of internal auditor, are not applicable on the Company.

6. PARTICULARS OF LOAN, GUARANTEE OR INVESTMENTS

There were no loans given, guarantees given or investments made by the company under Section 186 of the Companies Act, 2013 during the year and hence the said provision is not applicable.

7. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES AND RELATED PARTY DISCLOSURE

There were no Contracts or Arrangements made with related parties during the year.

8. INTERNAL FINANCIAL CONTROL

Your Company's Financial Statements are prepared on the basis of the Significant Accounting Policies that are carefully selected by Management and approved by the Board. These Accounting policies are reviewed from time to time.

9. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016)

As on date none of applications have been made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016)

10. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONGWITH THE REASONS THEREOF

During the period under review, there was no one time settlement with any Bank.

11. ANNUAL RETURN

The Company does not maintain a separate web portal and hence these details are available at the MCA Portal and at the registered office of the company.

12. RISK MANAGEMENT SYSTEM

The Board is in the view that there are no such significant risks exists which may affect the business of the Company therefore Company is not required to prepare/adopt any policy relating to risk management.

13. REVISION OF FINANCIAL STATEMENTS OR BOARD'S REPORT

The Company has not made any modification or alteration in its Financial Statement / Board Report in respect of last Four Years.

14. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Information and disclosures as required under section 197 of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable on the Company.

15. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS, IF ANY

There are no significant material orders passed by the regulators/ courts which would impact the going concern status of your Company and its future operations.

16. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the Directors state that:

- a) That in the preparation of Annual Accounts, applicable accounting standards had been followed along with proper explanations relating to material departures, if any;
- b) That the Directors had selected appropriate accounting policies and applied them consistently and made judgment 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 had taken proper and sufficient care to the best of their knowledge and ability 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 fraud and other irregularities, if any,
- d) That the Directors had prepared the annual accounts for the financial year ended 31st March, 2023 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.
- f) That 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.

17. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

No material changes have been made after the ending of F.Y. 2022-23 i.e. 31st March, 2023 till the date of approval of this Board report.

18. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/ OUT-GO

The information required under Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is provided as follows and forms part of this report.

A) Conservation Of Energy:

- a) Company ensures that the operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- b) No specific investment has been made in reduction in energy consumption.
- c) As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.

B) Technology Absorption:

Company's operations are done by using the latest Technology. The Company constantly strives for maintenance and improvement in quality of its operations and Research & Development activities are directed to achieve the Company's goal.

C) Foreign Exchange Earning and Out-Go (Rs. In Thousand) :

Foreign Exchange earned	NIL	Previous Year	NIL
Foreign Exchange Used	NIL	Previous year	NIL

19. ENVIRONMENT AND POLLUTION CONTROL

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy is the conduct of all operations in a manner to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

20. CORPORATE SOCIAL RESPONSIBILITY (PURSUANT TO SECTION 135 OF THE COMPANIES ACT, 2013)

This Section is not applicable on Company.

21. DEPOSITS

The Company has not accepted / renewed any Deposits from the public / Members during the year under review.

22. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Provisions of Companies Act, 2013 with regards to Whistle Blower Policy is not applicable on the Company.

23. CHANGE IN NATURE OF BUSINESS

There was no change in nature of business during the year under review.

24. PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

These Provisions are not applicable on the Company.

25. WEBSITE OF THE COMPANY

The Company has not maintained any Website.

26. SECRETARIAL STANDARDS

Your Directors confirm that the Company complies with all applicable Secretarial Standards and all other Standards voluntarily adopted by the Company.

27. CHANGE IN SHARE CAPITAL

During the period under review, there was no change in the issued, subscribed and paid-up share capital.

28. GENERAL

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. The Company has not constituted Employees' Stock Option Scheme (ESOS) and not issued any share to its employees under the said Scheme or any other scheme (including sweat equity shares) during the financial year.

ACKNOWLEDGEMENTS

The Directors place on record their thanks and appreciation to all workers, staff Members, executives and business associates for their co-operation and contribution

to the operations of the Company. The Directors are thankful to the Bankers, Financial Institutions for their continued support to the Company. The Directors also place on record their sincere thanks to the shareholders for their continued support, co-operation and confidence in the Management of the Company.

**By order of the Board
For Omega Laboratories Limited**

**Place : New Delhi
Date : 03rd November, 2023**

**(Bipul Shankar Singh)
Director
DIN-05261830**

**(Rajiv Gupta)
Director
DIN- 00204017**

Annexure I
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,
The Members
Omega Laboratories Limited
1608 Dewan Hall Building
Bhagirath Place Delhi 110006

I have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, for the compliance of the applicable Statutory Provisions and the adherence to good corporate practices by **Omega Laboratories Limited** (hereinafter called as "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information provided by the management and according to the examinations carried out by me and explanations furnished and representations made to me by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the Audit Period covering the Financial Year ended on 31st March, 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.

1. I have examined the Books, papers, Minute books, forms and returns filed and other records maintained by **Omega Laboratories Limited** (hereinafter called as "the Company") for the financial year ended on 31st March, 2023 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the Rules made there under;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - iv. Foreign exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings.
 - v. The following Regulations and Guidelines 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;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015

As per explanations given to me in the representations made by the management and relied upon by me, during the audit period, there were no action/event under the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the Company:

 - a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE).

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

Based on information received & records maintained, I further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. 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 generally 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that during the audit period, no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

Note:

1. **The Company has been delisted and complying with the provisions of Companies Act, 2013 as a normal Public Company rather being Listed Entity.**

**For Sharma Vijay & Associates
Practicing Company Secretary**

**Sd/-
Vijay Sharma
M. No.: ACS45793
COP: 19035**

**Date : 03/11/2023
Place : Delhi
UDIN: A045793E001605208**

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.

'Annexure A'

To,

The Members,

Omega Laboratories Limited

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

1. Maintenance of Secretarial record 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. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. 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 Sharma Vijay & Associates
Practicing Company Secretaries**

Sd/-

Vijay Sharma

M. No.: ACS45793

COP: 19035

INDEPENDENT AUDITOR'S REPORT

**TO
THE MEMBERS OF
OMEGA LABORATORIES LIMITED
REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of **OMEGA LABORATORIES LIMITED**. ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including other comprehensive incomes) and the statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive incomes and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014.

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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Director, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards, the financial position of the Company as at 31st March 2023 and its financial performance and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India vide Order number S.O.849(E) dated 25th February 2020 in terms of sub-section (11) of section 143 of the Act, we give in the Annexure – A & Note No.15, a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we further 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 purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
- e) On the basis of 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;
- f) In our opinion, the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls are adequate in commensurate to the size of the business;
- g) 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 explanation given to us;
 - i. The Company does not have any pending litigations which would impact its financial position.
 - 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
 - iv.
 - (a) The Company has not advanced or loaned or invested any funds (either from borrowed funds or share premium or any other sources or kind of Funds) or in any other persons or entities including foreign entities 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 or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries.
 - (b) That no funds have been received by the company from any persons or entity including foreign entities with the understanding, whether recorded in writing or otherwise, that the company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) That we had considered reasonable and appropriate audit procedures, in the circumstances based on such audit procedures nothing has come to our notice that caused us to believe that the representations under sub clause (a) and (b) contain any misstatement.
 - v. The Company has not declared or paid any dividend during the year as per section 123 of the Companies Act 2013.

For Rishi Kapoor & Company
Chartered Accountants
FRNo. 006615C

Place : Ghaziabad
Date : 02.09.2023

(Rishi Kapoor)
Partner
M.No.075483

Annexure A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors Report to the Members of the Company on the Financial Statements for the year ended 31st March 2023, we report that:

- i. According to the information and explanations given to us and on the basis of our examination of the records of the Company in respect of its Property, Plant & Equipments and Intangibles:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
 - (B) The Company has no Intangible Assets existing as on the date of Balance Sheet and therefore the provisions of clause 3(i)(a)(B) is not applicable to the company and hence not commented upon.
 - (b) The Property, Plant and Equipment have been physically verified by the management at regular intervals and no material discrepancies were noticed on such verification and the same have been properly dealt with the books of accounts. In our opinion, this period of physical verification is reasonable having regard to the size of the company and the nature of its assets;
 - (c) There is no immovable property in the company as told by the management of the company.
 - (d) In our opinion and according to the information and explanations given to us, The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Therefore the provisions of clause 3(i)(d) are not applicable to the company and hence not commented upon.
 - (e) In our opinion and according to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made there under.
- ii. In our opinion on the basis of information and explanation given to us in respect of its inventories, there is no inventory in the company.
- iii. The Company has not made investments in, and not provided any guarantee or security or granted any loans or advances during the year in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore the provisions of clause 3(iii) are not applicable to the company and hence not commented upon.
- iv. As the company has not given any loans, guarantees or security or made any investment during the year, the compliance within the provisions of section 185 and 186 of the companies Act, 2013 does not apply on the company.
- v. According to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits during the year. The Company does not have any unclaimed deposits and accordingly, the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 are not applicable to the Company.
- vi. According to the information and explanations given to us, the provisions of cost audit under sub-section (1) of Section 148 of the Act are not applicable to the company..
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts accrued in the books of account in respect of undisputed statutory dues including GST, provident fund, ESI, income-tax, sales tax, service tax, duty of customs, duty of excise, VAT and any other material statutory dues have been generally/regularly deposited during the year by the Company with the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year for a period of more than six months from the date they become payable.
- (b) There are no dues as referred to in sub clause (a) above, which have not been deposited on account of any disputes.
- viii. In our opinion and according to the information and explanation given to us, there are no transactions which have not been recorded in the books of account on account of surrender or undisclosed income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) In our opinion and according to the information and explanation given to us, the company has not defaulted in the repayment of dues to financial institution or banks and debenture holders.

- (b) In our opinion and according to the information and explanation given to us, the company is not a declared willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanation given to us, the company has duly applied its term loans for the purpose for which the said loans were obtained.
- (d) In our opinion and according to the information and explanation given to us, the company has not applied funds raised on short term basis for long term purposes.
- (e) In our opinion and according to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion and according to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) In our opinion and according to the information and explanation given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments)
- (b) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- xi. (a) During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company nor have we been informed of any such instance by the Management.
- (b) During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have not filed any report under sub-section (12) of section 143 of the Companies Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) In our opinion and according to the information and explanation given to us, during the year the Company have not received any whistle blower complaints.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- xiii. In our opinion and according to the information and explanation given to us, Management has approved all transactions with related parties, hence, are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. (a) In our opinion, prima facie, the company has an adequate internal audit system which is commensurate with the size and nature of its business.
- (b) Based upon the audit procedures performed and the information and explanations given by the management, Provisions for Internal Audit are not applicable on the Company.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the company and hence not commented upon.
- xvi. (a) In our opinion and according to the information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company and hence not commented upon.
- (b) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not conducted any Non- Banking Financial or Housing Finance activities. Therefore, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company and hence not commented upon.
- (c) In our opinion and according to the information and explanation given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Therefore, the provisions of clause 3(xvi)(c) of the Order are not applicable to the Company and hence not commented upon.
- (d) In our opinion and according to the information and explanation given to us, the Group has no Core Investment

Company as a part of the Group. Therefore, the provisions of clause 3(xvi)(d) of the Order are not applicable to the Company and hence not commented upon.

- xvii. Based upon the audit procedures performed and the information and explanations given by the management, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii. That during the year, there has been no resignation of the statutory auditors. Therefore, the provisions of clause 3(xviii) of the Order are not applicable to the Company and hence not commented upon.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and 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 indicating 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, the company is not aligned to the requirements of section 135 of the Companies Act 2013. Therefore, the provisions of clause 3(xx) of the Order are not applicable to the Company and hence not commented upon.
- xxi. Based upon the audit procedures performed and the information and explanations given by the management, the company has no subsidiaries or holding companies and thus consolidation is not applicable on the company. Therefore, the provisions of clause 3(xxi) of the Order are not applicable to the Company and hence not commented upon.

For Rishi Kapoor & Company
Chartered Accountants
FRNo. 006615C

Place : Ghaziabad
Date : 02.09.2023

(Rishi Kapoor)
Partner
M.No.075483

BALANCE SHEET AS AT 31st MARCH, 2023

(Rs. In Thousands)

PARTICULARS	NOTE NO.	AS AT 31.03.2023	AS AT 31.03.2022
I. EQUITY & LIABILITIES			
1. SHAREHOLDER' FUNDS			
a Share Capital	1	69748000.00	69748000.00
b Reserves & Surplus	2	-86298090.79	-85943495.29
c Money received against Share Warrants		-	-
2. SHARE APPLICATION MONEY PENDING ALLOTMENT			
		-	-
3. NON CURRENT LIABILITIES			
a Long Term Borrowings	3	23056.63	21556.63
b Deferred Tax Liabilities (Net)	-	-	-
c Other Long Term Liabilities	-	-	-
d Long Term Provisions	4	-	-
4. CURRENT LIABILITIES			
a Short Term Borrowings	-	-	-
b Trade Payables	5	-	710.46
c Other Current Liabilities	6	129.65	223.47
d Short Term Provisions	-	-	-
TOTAL		6636.19	6295.06
II. ASSETS			
1. NON CURRENT ASSETS			
a Property,Plant & Equipment and Intangible Assets			
(i) Property,Plant & Equipment	7	332.44	332.44
(ii) Intangible Assets	-	-	-
(iii) Capital Work In Progress	-	-	-
(iv) Intangible Assets Under Development	-	-	-
(v) Fixed Assets held for Sale	-	-	-
b Non Current Investments	-	-	-
c Deferred Tax Assets (Net)	-	-	-
d Long Term Loans & Advances	8	148.51	148.51
e Other Non Current Assets	-	-	-
2. CURRENT ASSETS			
a Current Investments	-	-	-
b Inventories	9	-	-
c Trade Receivables	-	-	-
d Cash & Cash Equivalents	10	376.66	35.53
e Short Term Loans & advances	-	-	-
f Other Current Assets	11	5778.58	5778.58
TOTAL		6636.19	6295.06
Significant Accounting Policies & Notes on Account	15	-	-

In terms of our report attached
For Rishi Kapoor & Company
Chartered Accountants
FRN NO.006615C

For and on behalf of the Board of Directors

(Rishi Kapoor)
Partner
M.No.075483

(Rajiv Gupta)
Director
DIN: 00204017

(Bipul Shankar Singh)
Director
DIN: 05261830

Place : Ghaziabad
Date : 02.09.2023
UDIN : 23075483BGXBMQ4722

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

(Rs. In Thousands)

PARTICULARS	NOTE NO.	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
I. CONTINUING OPERATIONS			
1 Revenue From Operations (Net)	-	-	-
2 Other Income	-	-	-
TOTAL		-	-
3 EXPENSES			
a Cost of Material Consumed	-	-	-
b Purchase of Stock In Trade	-	-	-
c Change in Inventories of Finished Goods, Work In Progress & Stock In Trade	-	-	-
d Employee Benefit Expenses	12	52.00	40.00
e Finance Costs	13	0.35	0.64
f Depreciation & Amortisation Expenses	7	-	-
g Other Expenses	14	302.25	272.38
TOTAL		354.60	313.02
4 Profit / (Loss) before Exceptional & Extraordinary Items & Tax {(1+2)-3}		-354.60	-313.02
5 Exceptional Items		-	-
6 Profit / (Loss) before Extraordinary Items & Tax (4+/-5)	TOTAL	-354.60	-313.02
7 Extraordinary Items		-	-
8 Profit / (Loss) before Tax (6+/-7)	TOTAL	-354.60	-313.02
9 Tax Expenses			
a Current Tax Expenses for Current Year		-	-
b MAT Credit (Where applicable)		-	-
c Current Tax Expenses Relating to Prior Years		-	-
d Net Current Tax Expenses		-	-
e Deferred Tax Liability (Asset)		-	-
TOTAL		-	-
10 Profit / (Loss) from Continuing Operations 8+/- 9)		-354.60	-313.02
11 Profit / (Loss) from Discontinuing Operations Before Tax		-	-
12 Tax Expenses of Discontinuing Operations		-	-
13 Profit / (Loss) from Discontinuing Operations After Tax (11+/-12)		-	-
14 Profit / (Loss) For the Year (10+/-13)	TOTAL	-354.60	-313.02
15 Earning per Share (of Rs.10/- each) :			
a Basic		-	-
b Diluted		-	-
Significant Accounting Policies & Notes on Account	14		

In terms of our report attached
For Rishi Kapoor & Company
Chartered Accountants
FRN NO.006615C

For and on behalf of the Board of Directors

(Rishi Kapoor)
Partner
M.No.075483

(Rajiv Gupta)
Director
DIN: 00204017

(Bipul Shankar Singh)
Director
DIN: 05261830

Place : Ghaziabad
Date : 02.09.2023
UDIN : 23075483BGXBMQ4722

CASH FLOW STATEMENT

(Rs. In Thousands)

PARTICULARS	Year ended 31st Mar 2023 (Rs.)	Year ended 31st Mar 2022 (Rs.)
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit / (Loss) after interest and before tax	-354595.50	-313020.30
Less:- Interest Received	-	-
Add: Non Cash Item Items		
Depreciation	-	-
Interest Paid	347.50	636.30
Operating Profit/(Loss) before Working Capital changes	-354248.00	(312,384.00)
Adjustments for:		
Increase/ (Decrease) in Trade payables	-710.46	-
Increase/ (Decrease) in other current liabilities	-93.81	17.78
Increase/ (Decrease) in Short Term Borrowings	-	-
(Increase)/ Decrease in Inventories	-	-
(Increase)/ Decrease in Trade Receivable	-	-
(Increase)/ Decrease in Other Current Assets	-	-
(Increase)/ Decrease in Short Term Loans & Advances	-	-
(Increase)/ Decrease in Other Non Current Assets	-	-
NET CASH FROM/(USED IN) OPERATING ACTIVITIES	-1158.52	-294.60
Less :- Direct Taxes Paid (Net of Refund)	-	-
	-1158.52	-294.60
B CASH FLOW FROM INVESTING ACTIVITIES:	-	-
Purchase of Property,Plant and Equipment and Capital WIP	-	-
Purchase / (Sale) of Investments	-	-
Interest Received	-	-
NET CASH FROM/(USED IN) INVESTING ACTIVITIES	-	-
C CASH FLOW FROM FINANCING ACTIVITIES:		
Increase/ (Decrease) in Long term borrowings	1500.00	310.00
Increase/ (Decrease) in Equity & Share Capital	-	-
Interest Paid	-0.35	-0.64
NET CASH FROM/(USED IN) FINANCING ACTIVITIES	1499.65	309.36
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	341.13	14.76
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS		
Cash and cash equivalents as at beginning	35.53	20.76
Cash and cash equivalents as at end	376.66	35.53
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	341.13	14.76

The accompanying notes form an integral part of the Financial Statements

In terms of our report attached
For Rishi Kapoor & Company
Chartered Accountants
FRN NO.006615C

For and on behalf of the Board of Directors

(Rishi Kapoor)
Partner
M.No.075483

(Rajiv Gupta)
Director
DIN: 00204017

(Bipul Shankar Singh)
Director
DIN: 05261830

Place : Ghaziabad
Date : 02.09.2023
UDIN : 23075483BGXBMQ4722

NOTES ON ACCOUNT

(Rs. In Thousands)

Note No. - 1	AS AT 31.03.2023		AS AT 31.03.2022	
	Number	Amount	Number	Amount
A SHARE CAPITAL				
a AUTHORISED CAPITAL				
Equity shares of Rs. 10/- each with voting rights	15000000	150000.00	15000000	150000.00
TOTAL	15000000	150000.00	15000000	150000.00
b ISSUED, SUBSCRIBED & FULLY PAID UP CAPITAL				
Equity shares of Rs. 10/- each with voting rights	6974800	69748.00	6990000	69900.00
Less : Allotment money not received	-	-	-	152.00
TOTAL	6974800	69748.00	6990000	69748.00

- B (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Equity Shares	Amount	Equity Shares	Amount
Equity shares outstanding at the beginning of the year	6974800	69748.00	6990000	69748.00
Share issued during the year	-	-	-	-
Share Bought back during the year	-	-	-	-
Equity shares outstanding at the end of the year	6974800	69748.00	6990000	69748.00

- (ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2023		As at 31st March, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
As Per Annexure "A" Attached				

- (iii) Details of share holding of the Promoters:

Name of the Promotor	As at 31st March, 2023			As at 31st March, 2022		
	Number of shares held	% holding in that class of shares	(%) Change	Number of shares held	% holding in that class of shares	(%) Change
As Per Annexure "B" Attached						

Note No. - 2

As at
31st March, 2023As at
31st March, 2022

RESERVES & SURPLUS

Profit & Loss Account

Opening Balance	-85943.50	-85630.47
Add ; Net Profit / (Net Loss) for the year	-354.60	-313.02
Closing Balance	-86298.09	-85943.50
TOTAL	-86298.09	-85943.50

NON CURRENT LIABILITIES

Note No. - 3**LONG TERM BORROWINGS**

	Current	Non	Current	Non
	Maturities	Current	Maturities	Current
	Maturities	Maturities	Maturities	Maturities
Unsecured Loans				
From Related Parties	-	22681.70	-	21181.70
From Others	-	374.93	-	374.93
(List enclosed)				
TOTAL	-	23056.63	-	21556.63

Note No. - 4**LONG TERM PROVISIONS**

No Provision for gratuity is made as there is No Liability for the same. The same is dealt on cash Basis.

CURRENT LIABILITIES**Note No. - 5****TRADE PAYABLES-BILLED**

Trade Payables (List enclosed)	-	710.46
TOTAL	-	710.46

Balance of Trade Payables are subject to confirmation

As told by the management of the company that it is not possible to give the details of the parties in the form of MSME and non MSME. Further the management has also confirmed that during the year, No Company has been stuck off, from which the company has done any transactions.

The Board of Directors had informed that they had treated accounting date as due date for ageing purpose.

Particulars	Outstanding for following periods from due date of Payment				Total Rs.
	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
As at 31 March, 2023					
(i) MSME & Others	-	-	-	-	-
TOTAL	-	-	-	-	-
As at 31 March, 2022					
(i) MSME & Others	-	-	-	710.46	710.46
TOTAL	-	-	-	710.46	710.46

Note No. - 6**OTHER CURRENT LIABILITIES**

Professional Charges Payable	90.68	95.20
Audit Fee Payable	23.60	30.00
Other Liabilities	15.37	98.27
TOTAL	129.65	223.47

(Rs. In Thousands)

NON CURRENT ASSETS**Note No. - 8**

LONG TERM LOANS & ADVANCES

Security Deposits

	As at 31st March, 2023	As at 31st March, 2022
--	---------------------------	---------------------------

148.51

148.51

TOTAL**148.51****148.51****CURRENT ASSETS****Note No. - 9****INVENTORIES**

(Nil being Clearing & Forwarding Agent)

Note No. - 10**CASH & CASH EQUIVALENTS**

Cash in Hand

0.16

0.16

Balance with ICICI Bank Limited

376.50

35.37

TOTAL**376.66****35.53****Note No. - 11****OTHER CURRENT ASSETS**

Income Tax Refundable

5778.58

5778.58

TOTAL**5778.58****5778.58**

In the opinion of the board of directors, the aggregate value of current assets on realization will not be less than amount at which they are stated in the balance sheet.

EXPENSES

	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
--	--	--

Note No. - 12

EMPLOYEE BENEFIT EXPENSES

Salaries

52.00

40.00

TOTAL**52.00****40.00****Note No. - 13****FINANCE COSTS**

Bank Charges

0.35

0.64

TOTAL**0.35****0.64****Note No. - 14****OTHER EXPENSES**

Fee & Taxes

226.54

105.60

Legal & Professional Charges

19.80

30.00

Auditors' Remuneration

23.60

15.00

Miscellaneous Expenses

26.01

82.72

Printing & Stationery	-	25.20
Advertisement	6.30	13.86
TOTAL	302.25	272.38

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

Note No. : 15

A. Significant Accounting Policies

1. Basis of accounting:-

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis.

2. Revenue Recognition :-

Expenses considered payable are accounted for on accrual basis except discount claims, rebates and retirement benefits which cannot be determined with certainty during the year.

3. Property, Plants & Equipment :-

Property, Plants & Equipment are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

4. Depreciation :-

No Depreciation is provided as the company is not in working condition.

5. Inventories :-

Nil

6. Retirement Benefits:-

The gratuity, leave encashment and retirement benefits are accounted for on accrual basis.

7. Taxes on Income:-

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

8. Provisions, Contingent Liabilities and Contingent Assets:- (As-29)

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:-

- Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

(B) Notes on Financial Statements

- The detail of the parties in the Form of MSME and Non MSME has not been provided by the Management. Further the management has also confirmed that during the year No Company has been Stuck Off, from which the Company had done any transactions.
- Previous Years' figures have been regrouped/ recast to make them comparable with the current year's figures.

3. There is no immovable property in the company and the company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
4. No proceedings have been initiated / or are pending, during the year against the company as on 31st March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules thereon.
5. The company has not defaulted in the repayment of loans or in the payment of interest to their lenders.
6. The company does not have any layer of companies.
7. The Company has not done any arrangements as per section 230 to 237 of the Companies Act, 2013.
8. The Company does not deal in Crypto Currencies during the Year.
9. The company has no working capital limit and thus is not required to submit statements with banks and other financial institutions.
10. There was no transaction that has been surrendered or disclosed as income during the year in tax assessments under the Income Tax Act.
11. Trade payables, Unsecured Loans, Other Current Liabilities, Loans & advances have been taken at their book value subject to confirmation and reconciliation.
12. Payments to Auditors:

Auditors Remuneration	2022-2023	2021-2022
Audit Fees	23600.00	15000.00
Tax Audit Fees	Nil	Nil
Company Law Matters	Nil	Nil
GST	Nil	Nil
Total	23600.00	15000.00

13. Related Party disclosure

(I) Key Management Personnel

Rajiv Gupta

Girish Chand Sharma

Bipul Shankar Singh

(II) Relative of Key Management Personnel

Smt. Kesri Gupta

Nimish Gupta

Smt. Seema Gupta

Kesri Holding Private Limited

14. Related Party transactions

Year ended March 31, 2023				
Nature of Transactions	Subsidiary / Holding of the company	Associates/ Joint ventures of Company and its subsidiaries or holding	Other Related Parties	Total
Loan Taken	--	-	1500000/-	1500000/-

Balances Payable to related parties are as follows:

As at March 31,2023				
Nature of Transactions	Subsidiary / Holding of the company	Associates/ Joint ventures of Company and its subsidiaries or holding	Other Related Parties	Total
Others –	NIL	NIL	22681698/-	22681698/-

15. Value of Imports

Raw Material

Finished Goods Nil

16. Expenditure in Foreign Currency Nil

17. Earning in Foreign Exchange Nil

19. All assets and liabilities are presented as Current or Non-current as per criteria set out in Revised Schedule VI to the Company's Act, 1956 Notified by the Ministry of Corporate affairs vide Notification No. SO447(E) Dated 28th February,2011 and SO653(E) Dated 30th March,2011. Based on the nature of operation of the company and realization from the trade receivable, the company has ascertained its operating cycle of less than 12 months. Accordingly 12 months period has been considered for the purpose of Current /Non-current classification of assets & liabilities.

In terms of Our Separate Audit Report of Even Date Attached.

**For Rishi Kapoor & Company
Chartered Accountants
FRNo 006615C**

Place : Ghaziabad

Date : 02.09.2023

**(Rajiv Gupta)
Director
DIN : 00204017**

**(Bipul Shankar)
Director
DIN :05261830**

**(Rishi Kapoor)
Partner
M.No.075483**

OMEGA LABORATORIES LIMITED

CIN: U24239DL1986PLC023980

Registered Office:

Regd. Off.: 1608 DEWAN HALL BUILDING BHAGIRATH PLACE,
NEW DELHI-110006