



Date: 10/11/2023

Department of Corporate Service
Corporate Relation Department
Bombay Stock Exchange Ltd,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

SUB: OUTCOME OF BOARD MEETING HELD ON FRIDAY, 10TH DAY OF NOVEMBER, 2023
REF: OMEGA INTERACTIVE TECHNOLOGIES LIMITED (OMEGAIN) (BSE SCRIP CODE - 511644)

Respected Sir/ Madam,

Pursuant to Regulation 30 and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time and with reference to the captioned subject, we wish to inform you that the Board of Directors of the Company at its meeting held today i.e. 10th November, 2023 inter-alia, considered and transacted the following businesses:

1. Approved and took on record the Un-audited Financial Results of the Company for the Quarter and half year ended on 30th September, 2023

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Unaudited Financial Results along with the Limited Review Reports of the Statutory Auditors of the Company are enclosed herewith.

2. To issue upto 34,37,500 (Thirty Four Lakh Thirty Seven Thousand Five Hundred) Convertible equity warrants ("Warrants") with each warrant convertible into 1 (one) fully paid up equity share of the company of Face Value of Rs. 10/- (Rupee Ten Only) each at price of ₹ 128/- each payable in cash (including the warrant subscription price and the warrant exercise price) determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018 within the maximum period of 18 (eighteen months) aggregating upto ₹ 44,00,00,000 (Forty Four Crore Only) to the Promoters and Non Promoters on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws subject to approval of shareholders.

The disclosures as required under Regulation 30 of the Listing Regulations read with SEBI Circular on Continuous Disclosure Requirements (SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015, as amended), concerning the issue of securities on a preferential basis are enclosed to this letter.

CIN: L67120MH1994PLC077214



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



Tel. No. 022-68322609



Website: www.omegainteractive.net



Email Id: omegainteractive.technologies@gmail.com



OMEGA INTERACTIVE TECHNOLOGIES LIMITED

3. The board is under discussion and evaluating right candidates for post of Managing Director and Company Secretary. The matter shall be discussed further in upcoming board meetings.
4. Considered and approved changing of object clause of Memorandum of Association of the company.
5. The board will discuss the matter of appointment of Independent Directors in the upcoming board meeting.
6. Discussed and decided to file Shareholding patterns more diligently in near future. However, all the discrepancies of the SHP has been revised and filled correctly on the exchange website.
7. Took note of the Resignation of Ms. Neha Gupta having PAN AWQPG7419K from the post of company Secretary & Compliance Officer Director w.e.f 26TH October, 2023
8. Took note of the Resignation of Mr. Anuj Surana (DIN: 10092412) from the post of Independent Director (Non- Executive) w.e.f 13TH October ,2023
9. Considered and approved the Notice for convening the Extra Ordinary General Meeting of members of the company to be held on 9th December, 2023 at 4.00 P.M. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India to seek necessary approvals of the members, for the aforementioned agendas.
10. The Board of Directors has appointed M/s Mukesh J & Associates, Practicing Company Secretary, Ahmedabad, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the purpose of proposed EGM of the Company.
11. Any other matter with the permission of the Chairman.

The meeting of the Board of Directors commenced at 05:15 P.M. and concluded at 11.30 P.M

You are requested to kindly take the same on record.

FOR, OMEGA INTERACTIVE TECHNOLOGIES LIMITED

ARUN KUMAR
DIRECTOR
DIN: 09055964

CIN: L67120MH1994PLC077214



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DISCLOSURES AS REQUIRED UNDER REGULATION 30 OF THE LISTING REGULATIONS READ WITH SEBI CIRCULAR ON CONTINUOUS DISCLOSURE REQUIREMENTS

Sr. No	Particulars	Details																					
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Convertible Equity Warrants carrying a right to subscribe 1 (one) Equity Share per Warrant.																					
2	Type of issuance (further public offering, rights issue, Depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and other applicable laws																					
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately).	Issue up to 34,37,500 (Thirty Four Lakh Thirty Seven Thousand Five Hundred) Convertible Equity Warrants.																					
4	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):																						
4a	Names of the Proposed Investors and the maximum number of warrants to be offered:	<table border="1"><thead><tr><th>Sr. No.</th><th>Proposed Allotees</th><th>Maximum number of Warrants to be allotted</th></tr></thead><tbody><tr><td>1.</td><td>JAYESH AMRATLAL SHAH</td><td>19,72,696</td></tr><tr><td>2</td><td>PRABHAT V SOMANI</td><td>3,66,201</td></tr><tr><td>3</td><td>ASHA VISHNU SOMANI</td><td>3,66,201</td></tr><tr><td>4</td><td>HANSA B PATEL</td><td>3,66,201</td></tr><tr><td>5</td><td>SAURABH MADHUSUDAN PATEL</td><td>3,64,601</td></tr><tr><td>6</td><td>FALGUN SUDHIRBHAI BRAHMBHATT</td><td>1,600</td></tr></tbody></table>	Sr. No.	Proposed Allotees	Maximum number of Warrants to be allotted	1.	JAYESH AMRATLAL SHAH	19,72,696	2	PRABHAT V SOMANI	3,66,201	3	ASHA VISHNU SOMANI	3,66,201	4	HANSA B PATEL	3,66,201	5	SAURABH MADHUSUDAN PATEL	3,64,601	6	FALGUN SUDHIRBHAI BRAHMBHATT	1,600
Sr. No.		Proposed Allotees	Maximum number of Warrants to be allotted																				
1.		JAYESH AMRATLAL SHAH	19,72,696																				
2		PRABHAT V SOMANI	3,66,201																				
3		ASHA VISHNU SOMANI	3,66,201																				
4		HANSA B PATEL	3,66,201																				
5		SAURABH MADHUSUDAN PATEL	3,64,601																				
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4b	Post allotment of securities - outcome of the subscription, Issue price/Allotted price (In case of Convertibles), Number of proposed allottees	Outcome of Subscription:					
		Particulars	Pre Preferential Allotment shareholding		No. of warrants To be allotted	Post issue Equity Holding after exercise of Warrants (assuming full Conversion of Warrants)	
			No.	%	No.	Nos.	%
		JAYESH AMRATLAL SHAH	119151	23.83%	19,72,696	20,91,847	53.13%
		PRABHAT V SOMANI	NIL		3,66,201	3,66,201	9.30%
		ASHA VISHNU SOMANI	NIL		3,66,201	3,66,201	9.30%
		HANSA B PATEL	NIL		3,66,201	3,66,201	9.30%
		SAURABH MADHUSUDAN PATEL	NIL		3,64,601	3,64,601	9.26%
	FALGUN SUDHIRBHAI BRAHMBHATT	NIL		1,600	1,600	0.004%	
c	Issue price	Rs. 128/- including the warrant subscription price and the warrant exercise price					
d	Number of investors	6					
e	In case of convertibles intimation on conversion of securities or on lapse of the tenure of the instrument	The tenure of the warrants shall not exceed 18 (eighteen) months from the date of allotment. Each equity warrant shall carry a right to subscribe 1 (one) Equity Share per warrant, which may be exercised in one or more tranches during the period commencing from the date of allotment of warrants until the expiry of 18 (eighteen) months from the date of allotment of the warrants. In the event that, a warrant holder does not exercise the warrants within a maximum period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such Warrants shall stand forfeited by the Company					
f	Any cancellation or termination of proposal for issuance of securities.	NA					

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CIN: L67120MH1994PLC077214

Statement of Un-Audited Financial Results for the Quarter and Half Year Ended September 30, 2023

(Rs. In Thousands Except EPS)

Sr. No.	Particulars	Quarter Ended			Half Year Ended		Year Ended
		3 months ended of C.Y.	Preeceeding 3 months ended of P.Y.	Corr. 3 months ended in P.Y.	6 months ended of C.Y.	Corr. 6 months ended in P.Y.	Previous Financial Year ended
		30th September,2023 (Un - audited)	30th June,2023 (Un - audited)	30th September,2022 (Un - audited)	30th September,2023 (Un - audited)	30th September,2022 (Un - audited)	31st March, 2023 (Audited)
1	Income						
	a) Revenue from operations	-	-	331.16	-	643.87	1,908.04
	b) Other Income	-	-	149.47	-	289.08	526.45
	Total Income (a+b)	-	-	480.63	-	932.96	2,434.49
2	Expenses						
	a) Employee benefits expense	215.20	43.60	315.39	258.80	596.77	1,060.32
	f) Finance Cost	0.94	1.06	1.18	2.01	2.80	3.39
	g) Depreciation and amortisation expense	-	-	-	-	-	-
	b) Other expenses	216.86	576.79	141.78	793.64	303.86	609.28
	Total Expenses (a+b+c+d+e+f+g)	433.00	621.45	458.35	1,054.45	903.43	1,672.99
3	Profit/ (Loss) Before Tax (1-2)	(433.00)	(621.45)	22.28	(1,054.45)	29.52	761.49
4	Tax expense						
	(i) Current Tax	-	-	-	-	-	192.00
	(ii) Excess provision for Tax of earlier periods written back	-	-	-	-	-	(0.05)
	Total Tax Expense (i+ii+iii)	-	-	-	-	-	191.95
5	Profit / (Loss) for the period (3-4)	(433.00)	(621.45)	22.28	(1,054.45)	29.52	569.54
6	Other Comprehensive Income						
	(i) Items that will not be reclassified to statement of Profit and Loss	-	-	-	-	-	-
	(ii) Income tax relating to items that will not be reclassified to statement of Profit and loss	-	-	-	-	-	-
	(iii) Items that will be reclassified to statement of profit and loss	-	-	-	-	-	-
	(iv) Income tax relating to items that will be reclassified to statement of Profit and loss	-	-	-	-	-	-
7	Total Other comprehensive income (net of tax) (i+ii+iii+iv)	-	-	-	-	-	-
8	Total Comprehensive income for the period (5+7) (comprising income for the period)	(433.00)	(621.45)	22.28	(1,054.45)	29.52	569.54
9	Paid-up Equity Share Capital - Face Value of Rs. 10/- each	5,000.00	5,000.00	5,000.00	5,000.00	5,000.00	5,000.00
10	Reserves Excluding Revaluation Reserve as per balance sheet of previous accounting year	-	-	-	-	-	3,659.71
11	Earnings Per Share (EPS) (Rs.)						
	Basic	(0.87)	(1.24)	0.04	(2.11)	0.06	1.14
	Diluted	(0.87)	(1.24)	0.04	(2.11)	0.06	1.14
Notes:							
1	The above audited financial results for the quarter ended September 30, 2023 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors in their respective meeting held on 10th November, 2023. The statutory auditors have expressed an unqualified opinion.						
2	The company is engaged in the business of software services including development of softwares and therefore there is only one reportable operating segment. Hence, disclosures required by Indian Accounting Standard - 108 'Operating Segment' are not applicable to the company.						
3	Figures for the quarter ended September 30, 2023 and corresponding quarter ended in the previous year as reported in these financial results are the balancing figures in respect of full financial year and year to date figure upto end of year of the relevant financial year. Also the figures upto the end of year of the relevant financial year had subject to Audit.						
4	The figures of previous period / year have been regrouped / rearranged wherever necessary / practicable to confirm to current period/year presentation.						

For Omega Interactive Technologies Limited

Arun Kumar

Arun Kumar
Additional Director
DIN: 09055364

Place: Mumbai
Date: November 10, 2023

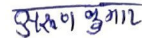
OMEGA INTERACTIVE TECHNOLOGIES LIMITED
CIN: L67120MH1994PLC077214

Un-Audited Statement of Assets and Liabilities as at September 30, 2023

(Amount in INR 000)

Sr. No.	Particulars	(Un Audited)	(Audited)
		As at 30-Sep-23	As at 31-Mar-23
	ASSETS		
1	Non - Current Assets		
	(a) Financial Assets		
	(i) Loans	5,888.93	6,000.00
	(b) Other non current assets		-
2	Current Assets		
	(a) Financial Assets		
	(i) Cash and Cash Equivalents	924.82	1,874.18
	(ii) Loans		
	(iii) Other Financial Assets	117.08	117.08
	(iv) Trade Receivables	784.00	784.00
	Total Assets	7,714.83	8,775.26
	Equity and Liabilities		
1	Equity		
	(a) Equity Share Capital	5,000.00	5,000.00
	(b) Other Equity	2,605.26	3,659.71
2	Liabilities		
	(I) Current Liabilities		12.98
	(a) Financial Liabilities	0.20	0.20
	(i) Other Financial Liabilities	102.37	102.37
	(b) Other Current Liabilities	7.00	-
	(c) Current Tax Liabilities (Net)		
	Total Equity and Liabilities	7,714.83	8,775.26

For Omega Interactive Technologies Limited



Arun Kumar
Additional Director
DIN: 09055964

Place: Mumbai
Date: November 10, 2023

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

STATEMENT UNAUDITED CASH FLOWS FOR THE HALF YEAR ENDED SEPTEMBER 30, 2023

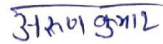
(Amount in INR 000)

Particulars	6 months ended of C.Y.	Previous Financial Year ended
	30/09/2023	31/03/2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit/(Loss) before income tax from:	(1,054.45)	761.49
Adjustments for:		
Interest income classified as investing cash flows	-	(514.68)
Change in operating assets and liabilities:		
(Increase)/Decrease in other Non Current Assets	-	182.62
(Increase)/Decrease in trade receivables	-	(784.00)
(Increase)/ Decrease in financial assets	-	(74.27)
Increase/ (Decrease) in other financial liabilities	(12.98)	1.98
Increase/ (Decrease) in other liabilities	7.00	(0.58)
Cash generated from operations	(1,060.43)	(427.43)
Less: Income taxes paid	-	(89.58)
Net cash inflow from operating activities	(1,060.43)	(517.01)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Loans Repayment Received	(111.07)	1,020.00
Interest received	-	514.68
Net cash outflow from investing activities	(111.07)	1,534.68
Net increase (decrease) in cash and cash equivalents	(949.36)	1,017.67
Cash and Cash Equivalents at the beginning of the financial year	1,874.18	856.51
Cash and Cash Equivalents at end of the year	924.82	1,874.18
Reconciliation of cash and cash equivalents as per the cash flow statement:		
Cash and cash equivalents as per above comprise of the following:		
Cash and cash equivalents	6.39	3.79
Balances with banks on current accounts	918.44	1,870.39
Balances per statement of cash flows	924.82	1,874.18

Note:

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

For Omega Interactive Technologies Limited



Arun Kumar
Additional Director
DIN: 09055964

Place: Mumbai
Date: November 10, 2023

Limited Review report on quarterly unaudited financial results of Omega Interactive Technologies Limited pursuant to the regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Board of Directors

Omega Interactive Technologies Limited

We have reviewed the accompanying statement of unaudited financial results of **Omega Interactive Technologies Limited** ('the Company') for the quarter ended September 30, 2023 and year to date from April 1, 2023 to September 30, 2023 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirement of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended ("Listing Regulations"). This statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial results based on our review.

This statement is the responsibility of the Company's Management and has been approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34), prescribed under Section 133 of Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review, conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Indian Accounting Standards prescribed under section 133 of Companies Act 2013 read with rules issued thereunder and other recognised accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **Desai Saksena & Associates**

Chartered Accountants

F.R. No. 102358W

**Alok Kailash
Saksena**

Digitally signed by
Alok Kailash Saksena
Date: 2023.11.10
17:22:10 +05'30'



Alok Saksena

Partner

M. No.035170

UDIN: 23035170BGWDXI3935

Place : Mumbai

Date : 10th November, 2023