



OMEGA INTERACTIVE TECHNOLOGIES LIMITED

Date: 14/11/2023

General Manager - Listing Corporate
Relationship Department
BSE Limited
P. J. Towers, Dalal Street,
Mumbai-400001

SUB: NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY GOING TO BE HELD ON SATURDAY, 09TH DECEMBER, 2023.

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

Respected Sir/ Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, we are pleased to inform that the Extra Ordinary General Meeting (“EGM”) of the Members of Omega Interactive Technologies Limited (“the Company”) will be held on **Saturday, 09th December, 2023 at 04:00 P.M. (IST)** through Video Conferencing/ Other Audio-Visual Means.

The Extra ordinary General Meeting Notice is also uploaded on the Company’s website i.e. www.omegainteractive.net.

The remote e-voting will be available during the following period:

Commencement of remote e-voting	From Wednesday, 6 TH December, 2023 (10:00 A.M. IST)
End of remote e-voting	Till Friday, 8 th December, 2023 (05:00 P.M. IST)

Thanking You,
Yours Faithfully
FOR, OMEGA INTERACTIVE TECHNOLOGIES LIMITED

ARUN KUMAR
DIRECTOR
DIN: 09055964

CIN: L67120MH1994PLC077214



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



Tel. No. 022-68322609



Website: www.omegainteractive.net



Email Id: omegainteractive.technologies@gmail.com



OMEGA INTERACTIVE TECHNOLOGIES LIMITED

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY WILL BE HELD ON, SATURDAY, 09TH DECEMBER, 2023, THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS AT 04.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

ITEM NO: 01 ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO PROMOTER & NON-PROMOTER

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 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there-under (including any statutory modifications) or the re-enactment thereof for the time being in force (Act) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ICDR Regulations) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the Takeover Regulations”) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the LODR Regulations), Foreign Exchange Management Act, 1999 read with Foreign Exchange Management (Transfer or Issue of a Security by a Person resident Outside India) Regulations, 2017, as may be modified or re-enacted or amended from time to time (hereinafter referred to as the “FEMA Regulations”) and other implied rules, regulations, guidelines, notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities Exchange Board of India (“SEBI”) or Ministry of Corporate Affairs or any other regulatory authority in the said matter and any other guidelines, circulars and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to Securities and Exchange Board of India (“SEBI”) and Bombay Stock Exchange Limited (“BSE”), subject to such other conditions and modifications as may be prescribed or notified while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board") subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board's absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time and in one or more tranches upto 34,37,500 (Thirty Four Lakh Thirty Seven Thousand Five Hundred)) Convertible Equity Warrants ("Warrants") on preferential basis ("Preferential Offer") to the Promoter & non-promoter allottees as mentioned below ("Equity Warrant Holders"/"Proposed Allottees") at a price of ₹ 128/- (Indian Rupees One Hundred Twenty Eight Only) each (including the equity warrant subscription price and the equity warrant exercise price) aggregating upto ₹ 44,00,00,000 (Forty Four Crores only) or such higher price as may be arrived at in accordance with the ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

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Sr. No.	Proposed Allottees	Category	Maximum number of Warrants to be allotted
1.	JAYESH AMRATLAL SHAH	Promoter	19,72,696
2	PRABHAT V SOMANI	Non-Promoter	3,66,201
3	ASHA VISHNU SOMANI	Non-Promoter	3,66,201
4	HANSA B PATEL	Non-Promoter	3,66,201
5	SAURABH MADHUSUDAN PATEL	Non-Promoter	3,64,601
6	FALGUN SUDHIRBHAI BRAHMBHATT	Non-Promoter	1,600
	Total		34,37,500

RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the equity Warrants shall upon conversion rank pari passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V and Regulation 164 of ICDR Regulations, the Relevant Date for the purpose of calculating the price for the issue of equity warrants is 09th November 2023, being the date 30 days prior to the date of this Extraordinary General Meeting (EGM) i.e., Saturday, December 09th, 2023;

RESOLVED FURTHER THAT the said equity Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval provided by the relevant authority.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- I) The Equity Shares to be so allotted on exercise of the equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari - passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- II) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation/sub-division/reclassification of equity shares or such other similar event so or circumstances requiring adjustments as permitted under SEBI(ICDR)Regulations and all other applicable regulations from time to time.
- III) An equity Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and





appropriated against the issue price of the Equity Shares. A Equity Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants in one or more tranches as per discretion of the company.

- IV) The issue of the equity Warrants as well as Equity Shares arising from the exercise of the equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- V) The respective equity Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- VI) In the event the Warrant holder(s) does not exercise the equity Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- VII) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.
- VIII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the equity Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to accept any modification(s) or modify the terms of issue of equity Warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the equity Warrants in accordance with the provisions of the applicable Acts.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for





appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Mumbai ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects."

Item No. 2 Alteration of the Objects Clause of the Memorandum of Association of the Company:

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

"RESOLVED THAT, pursuant to the provisions of section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification, amendments thereto or re-enactment thereof the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and applicable laws and subject to the approval of the Registrar of Companies, the consent of the members of the company be and is hereby accorded for alteration of the object clause III of the Memorandum of Association of the Company by replacing the following;

A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY

- 1) To advise, provide consultancy services, develop and implement products or services for customers on all matters regarding implementation of computer software and hardware systems, management of data processing and information systems and data communication systems whether in India/abroad.





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- 2) To design, develop, manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, lease, install, repair, service, provide consulting and otherwise to deal in all classes and types of telecommunication, computing and related apparatus, instruments, machinery, fixtures, devices, and contrivances and parts thereof including, but not limited to telecommunications electronic test and measurement equipment analytical equipment, data processing equipment, electronic calculators, equipment services, electrical and electronic components of every description and mini computer and micro computer products, mainframe and super computers, computer networking products and services, computer software, firmware and programmers, electronic and mechanical computer and their peripherals of every kind, equipment and terminals and workstations (including intelligent terminals), speech and other signal processing equipment and services, test equipment and parts, assemblies and sub assemblies related to all of the above used in connection therewith, and to deal in all other machines, machinery, appliances apparatus devices, materials, substances, articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
- 3) To design, develop, improve, manufacture market, distribute, sell, license, lease, install, alter, import, export, or otherwise deal in or with all software, hardware and programs of any and all kinds and description, including, but not limited to those used in, for or in connection with electronic data processing equipment, products and services including computers and micro processor based systems, mini and microcomputers based products, switches mainframe and super computers and telecommunications peripheral equipment and terminals including intelligent terminals speech or signal processing equipment, test equipment, office and factory automation equipment.
- 4) To provide software, hardware or programmes consultancy, information technology enables IT/ITES services, information processing and business advisory services related to the preparation and maintenance of the accounting, statistical, scientific or mathematical information and reports data processing, preparing, collection and data of every kind and description, systems or aiding commerce, industry, scientific and research problems and for all other related businesses whether in India/ abroad.
- 5) To undertake all activities relating to software development, consultancy and related information technology services for any industry, business, application, product, device, computer, microprocessor, including design and implementation of hardware and software for all such services whether in India/abroad.
- 6) To carry on the business of development, marketing, import, export, maintenance and service of all kinds of manufactured goods and products for all kinds of business including manufacturers and dealers in modem and accessories, hardware and accessories of every description for use in providing Internet, Intranets, Private Telecommunication Networks, or by any other means, E-mail service, facsimile service, education and training services, web sites, electronic market places, integral service digital networks, video conferencing, including renting, maintaining, repairing and, for the purpose, to set up plants, purchase, import or

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otherwise acquire the same and to run, maintain all such plants, machinery and to undertake all activities, directly or indirectly related to electronic commerce right from conception to transition, training, implementation, and modification and services related to Electronic-Commerce business, including developing content-based programs to exploit the Internet, Intranets and Private Telecommunication Networks or any other means for serving the cause of companies, groups of companies, industries, service organizations and government and quasi-government undertakings whether in India/ abroad.

- 7) To initiate, undertake, carry on, engage in, promote, assist encourage, finance and conduct scientific and technical research, developments, experiments, investigations, inquiries, studies, projects, analysis, examinations, surveys and test of all kinds including, but not limited to those related to telecommunications, computers, electronic data processing equipment, software, hardware and programmers of all kinds and description and any equipment, parts, components, assemblies or sub-assemblies thereof whether in India/ abroad.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS

- 8) To establish branches all over India and in other parts of the world in order to carry on the business of the company as stated in the main objects.
- 9) To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
- 10) To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
- 11) To import, buy, exchange, alter, improve and manipulate in all kinds of computers machinery, apparatus, tools and things necessary of convenient for carrying on the main business of the Company.
- 12) To sell, improve, manage, develop exchange, lease, rent, mortgage, and enfranchise, bandon, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company in pursuit of the main objects of the Company.
- 13) To undertake or promote research relating to the main business or class of business of the Company.
- 14) Subject to the provisions of the Act, to invest surplus funds in any shares, stocks, debentures, debenture stocks, bonds, mortgage, obligations and other securities of any other companies, by original subscriptions, tender, purchase exchange or otherwise.
- 15) To acquire and takeover the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorised to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
- 16) To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other

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- such assistance for carrying out all or any the main objects of the Company or enter into projects on the basis of know-how, financial participation or technical collaboration and acquire necessary intellectual property rights for furthering the main objects of the Company.
- 17) Subject to Sections 391 to 394, 394A of the Act, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
 - 18) Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
 - 19) Subject to the provisions of the Act, to receive money on deposit or loan and borrow any money in such manner as the Company shall deem fit and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised owing by mortgage, charge, lien upon all or any of the property or assets of the Company (both present and future) and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other persons, Companies, firms or bodies, corporate, of any obligation undertaken by the company or any other persons, Companies, firms or bodies corporate as the case may be provided, however, that the Company shall not do any banking business within the meaning of the Banking Regulation Act, 1949.
 - 20) To form, constitute, float, lend money to assist and control companies, associations or undertaking whatsoever in pursuit of the main objects.
 - 21) To apply for and obtain tenders, quotations or any other expression of interest from Government or Public Sector undertakings or any other company or person or persons, whether in India and/ or abroad.
 - 22) To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the company and to place or guarantee the placing of, subscribe for or otherwise acquire all or any part of the shares.
 - 23) To pay for any properties, rights or privileges acquired by the company either in shares of the company or partly in shares and partly in cash or otherwise.
 - 24) To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
 - 25) To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, trademarks, copyrights, processes, scientific, technical or other assistance, processes, coding, know-how and other information, designs, patterns, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof for its own developed products/services or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.

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- 26) To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
- 27) To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
- 28) To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
- 29) To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
- 30) To advance money either with or without security, and to such persons & upon such terms & conditions as the Company may deem fit and also to invest & deal with the money of the Company not immediately required, in or upon such investments and in such manner as, from time to time, may be determined, provided that Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.
- 31) Subject to section 58-A and 292, 293, 295 & 372A of the Act and the Regulations made thereunder and the Directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debentures-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties, or assets or revenues and profits of the Company both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or such other person or company to give the lenders the power to sale and such other powers as may seem expedient and purchase redeem or pay off any such securities.
- 32) To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
- 33) To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
- 34) To sell, lease, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.

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- 35) Subject to the Provisions of Section 100 to 105 of the Act, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
- 36) To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of the Companies Act, 2013.
- 37) To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.
- 38) To accept gifts, bequests, devises or donations of any movable or immovable property or any right or interests therein from members or others.
- 39) To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
- 40) Subject to the provisions of Section 292, 293, 293-A & 293-B of the Companies Act, 1956 to subscribe contribute, gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
- 41) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- 42) To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine, subject to the provision of section 314 of the act.
- 43) To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company

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and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.

- 44) To raise money in India and/or abroad in the form of equity, preference shares, debentures, American Depository Receipts and other financial instruments which are presently in vogue or which may come into being in future and to get it listed on the BSE, NSE, SME or any other registered stock exchange in India or abroad.
- 45) To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
- 46) To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 1956 or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
- 47) To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
- 48) To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorised to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.

“RESOLVED FURTHER THAT, the Board of Directors of the company be and are hereby authorised to do all such acts, deeds, and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority in respect of any matter(s) arising from or incidental to the said amendment.”

**BY ORDER OF THE BOARD OF THE DIRECTORS
FOR, OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

SD/-

ARUN KUMAR

DIRECTOR

DIN: 09055964

Place: Mumbai

Date: 10th November, 2023

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

CIN: L67120MH1994PLC077214



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



To L. No. 022-68322609



Website: www.omegainteractive.net



Email Id: omegainteractive.technologies@gmail.com



Notes:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice.
2. General instructions for accessing and participating in the EGM and voting through electronic means including remote e-Voting.
3. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 in relation to “Clarification on holding of Extra Ordinary general meeting (EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Extra Ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with (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 EGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at

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OMEGA INTERACTIVE TECHNOLOGIES LIMITED

www.omegainteractive.net. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com/>.

9. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to mjassociates.pcs@gmail.com with copies marked to the Company at omegainteractive.technologies@gmail.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in
10. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
11. Members seeking any information with regard to the accounts or any matter to be placed at the EGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at omegainteractive.technologies@gmail.com on or before 5TH December, 2023 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
12. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;

a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to omegainteractive.technologies@gmail.com.

b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to omegainteractive.technologies@gmail.com.

c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.

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

e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Transfer Agent, M/s. Link Intime India Pvt. Ltd, having its office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083 by following the due procedure.

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- f) Those shareholders who have already registered their e-mail address are requested to keep their email addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Link Intime India Pvt. Ltd, by mail at rnt.helpdesk@linkintime.co.in together with a valid proof of address in case the shares are held in physical form.
- 14. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
- 1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised evoting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised evoting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.
 - 2) The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, 06th December, 2023 to Friday, 08th December, 2023 (both days inclusive). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, December 02, 2023, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cutoff date, shall treat this Notice as intimation only.
 - 3) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Saturday, December 02, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.

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- 4) The remote e-voting will commence on 9.00 A.M. (IST) on Tuesday, Wednesday, 06th December, 2023 and will end on 5.00 P.M. (IST) on Friday, 08th December, 2023. During this period, the members of the Company holding shares as on the Cut-off date i.e. Saturday, December 02, 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.
- 5) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- 6) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e Saturday, December 02, 2023.
- 7) The Company has appointed M/s Mukesh J. & Associates, Practicing Company Secretary, Ahmedabad, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

How do 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

- 1) **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 Members holding securities in demat mode with NSDL	i. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt the Member to enter his/her existing User ID and Password. After successful authentication, the Members will be able to see e-voting services under Value Added Services. Click on “Access to e-voting” under evoting services and Member will be able to see e-voting page. Click on the Company’s name or e-voting service provider i.e. NSDL and Member will be re-directed to evoting website of NSDL for casting his/her vote during the remote e-voting period.



	<p>ii. If Member is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. Member will have to enter his/her User ID (i.e. Member’s sixteen digit demat account number hold with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, the Members will be redirected to NSDL depository site wherein Member will be able to see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and Member will be redirected to e-voting website of NSDL for casting his/her vote during the remote evoting period.</p> <p>iv. Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="558 1137 933 1361" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<p>i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website - www.cdslindia.com and click on login icon & New System Myeasi Tab and then use existing my easi username and password.</p> <p>ii. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of NSDL for casting his/her vote during the remote e-voting period. Additionally, links are also provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers’ website directly.</p>



	<p>iii. If the user is not registered for Easi/Easiest, option to register is available at website of CDSL i.e. www.cdslindia.com and click on login and new system Myeasi Tab and then click on registration option.</p> <p>iv. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an evoting link available on www.cdslindia.com home page.</p> <p>The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and will also be able to directly access the system of all evoting service providers.</p>
Individual Members (holding securities in demat mode) login through their depository participants	<p>Users can also login using the login credentials of his/her demat account through their respective depository participant registered with NSDL/CDSL for e-voting facility.</p> <p>Upon logging in, user will be able to see e-voting option. Click on e-voting option and user will be redirected to the site of respective depository after successful authentication, wherein e-voting feature can be accessed. Click on the name of the Company or that of e-voting service provider i.e. NSDL and Member will be redirected to e-voting website of NSDL for casting vote.</p>

Important note:

Members who are unable to retrieve User ID/ Password are advised to use 'Forgot User ID' and 'Forgot Password' options available at the website of respective depositories viz. NSDL at <https://www.evoting.nsdl.com/> and CDSL at www.cdslindia.com.

Helpdesk for individual Members holding securities in demat mode for any technical issues relating to login through respective depository i.e. NSDL or CDSL.

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

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

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How to Log in to NSDL e-Voting website?

- 1) Visit the e-Voting website of NSDL Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under Shareholders' section.
- 3) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e - services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e - services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
- 4) Your User ID details are given below:

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

- 5) Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.





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

Step 2 : Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mjassociates.pcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "eVoting" tab in their login.

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- 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 evoting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in.

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

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

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

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





OMEGA INTERACTIVE TECHNOLOGIES LIMITED

CONTACT DETAILS:

Company	OMEGA INTERACTIVE TECHNOLOGIES LIMITED E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West) Mumbai MH 400053 IN Tel No.: 022-61919200, Email: omegainteractive.technologies@gmail.com ;
Registrar and Share Transfer Agent	Link Intime India Pvt. Ltd C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083 Tel No.: 022 - 49186270; Email: rnt.helpdesk@linkintime.co.in ; Web: www.linkintime.co.in
E-Voting Agency & VC /OAVM	Email: evoting@nsdl.co.in NSDL help desk 1800 1020 990 and 1800 22 44 30
Scrutinizer	Mr. Mukesh J. & Associates, Practicing Company Secretary Email: mjassociates.pcs@gmail.com ; Mob. No.: +91 6356354999

BY ORDER OF THE BOARD OF THE DIRECTORS
FOR, OMEGA INTERACTIVE TECHNOLOGIES LIMITED

SD/-
ARUN KUMAR
DIRECTOR
DIN: 09055964

Place: Mumbai
Date: 10th November, 2023

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

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EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO RESOLUTIONS PROPOSED IN THE NOTICE

ITEM NO. 1 ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO PROMOTER & NON PROMOTER

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1)(c) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

I) Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued

The Board of Directors at its meeting held on 10th November 2023, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants up to 34,37,500 (Thirty Four Lakh Thirty Seven Thousand Five Hundred) Convertible Equity Warrants at a price of ₹ 128/- (Indian Rupees One hundred twenty eight Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 44,00,00,000 (Indian Rupees Forty Four Crores only) /- to promoter and non-promoter, for cash, on a preferential basis.

II) Kinds of securities offered and the price at which security is being offered

The Board of Directors had approved the proposal of making preferential allotment of upto 34,37,500 (Thirty Four Lakh Thirty Seven Thousand Five Hundred) Convertible Equity Warrants to promoter and non-promoter at a price of 128/- (Indian Rupees One Hundred Twenty Eight Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 44,00,00,000 (Indian Rupees Forty Four Crores only).

The above said price is arrived at in accordance with the Chapter V of ICDR Regulations ("Issue Price") and convertible at the option of warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equal number of fully paid up Equity Shares of the Company of ₹ 10/- (Rupees Ten) each.

III) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company needs to raise additional funds to manage and meet out working capital requirements and to have access to long term resources to meet its growth requirements and for general corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital the Board of Directors of the Company proposed to raise upto 44,00,00,000 (Indian Rupees Forty Four Crores only) through issue of Convertible Equity Warrants on preferential basis.

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The Company shall utilize the proceeds from the preferential issue of Convertible Equity Warrants to fund the capital requirement for the purpose of meeting working capital requirements, capital expenditures, investment in technology and purchase of IT enabled software and software services, products and for general corporate purpose which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board.

IV) Relevant Date

The Relevant date as per the ICDR Regulations for the determination of the price for the issue of Convertible Warrants is 09th November 2023, ("Relevant Date") (i.e. 30 days prior to the date of proposed Extraordinary General Meeting which is 09th December, 2023), to approve the proposed preferential issue.

V) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

Except Mr. JAYESH AMRATLAL SHAH, promoter of the company none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

VI) Equity Shareholding Pattern before and after the Preferential Issue

Sr. No.	Category	Pre issue Shareholding Structure		Post-issue*	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A	Promoter's Holding				
1	Indian				
	Individual	1,19,151	23.83%	20,91,847	53.13%
	Body corporates	-	-	-	-
	Sub- Total	1,19,151	23.83%	20,91,847	53.13%
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	1,19,151	23.83%	20,91,847	53.13%
B	Non-Promoter's Holding				
	Institutions	-	-	-	-
	Banks	80	0.02%	80	0.0020%
	Other Financial Institutions	10	0.00%	10	0.00%
	Non- Institutional	-	-		
	Body corporates	10,5,985	21.20%	1,05,985	2.691%
	Individuals	2,37,619	47.52%	17,02,423	43.24%





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	Others (Including HUF, NRI)	22,155	4.43%	22,155	0.56%
	Foreign Companies	15000	3.00%	15000	0.38%
C	Non Promoter - Non Public				
	Sub-total (B)	3,80,849	76.17%	1845653	46.87%
	GRAND TOTAL	5,00,000	100.00%	39,37,500	100.00%

*The pre-issue Share Holding Pattern is as per the share holding pattern as on September 30, 2023. # The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to the shareholder of the Company.

VII) Time frame within which the allotment shall be completed

As required under the ICDR Regulations, the preferential issue/allotment of equity Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

VIII) The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s)

SR NO	NAME OF PROPOSED ALLOTTEES	IF ALLOTTEE IS NOT A NATURAL PERSON, IDENTITY OF THE NATURAL PERSON WHO ARE THE ULTIMATE BENEFICIAL OWNER OF THE SHARES PROPOSED TO BE ISSUED, IF APPLICABLE	NO. 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

IX) The percentage of post preferential issue capital that may be held by the allottee(s) in the issuer consequent to the preferential issue:

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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.	No.
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			3,66,201	3,66,201	9.30%
HANSA B PATEL			3,66,201	3,66,201	9.30%
SAURABH MADHUSUDAN PATEL			3,64,601	3,64,601	9.26%
FALGUN SUDHIRBHAI BRAHMBHATT			1600	1600	0.004%

Notes: #The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

The pre-issue shareholding pattern is as on November 10, 2023.

X) Undertaking as to re-computation of price and lock-in of specified securities

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

XI) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

SR NO.	NAME OF PROPOSED INVESTORS	CATEGORY	MAXIMUM NUMBER OF WARRANTS TO BE OFFERED (NO.)
1	JAYESH AMRATLAL SHAH	Promoter	19,72,696
2	PRABHAT V SOMANI	Non-Promoter	3,66,201

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3	ASHA VISHNU SOMANI	Non-Promoter	3,66,201
4	HANSA B PATEL	Non-Promoter	3,66,201
5	SAURABH MADHUSUDAN PATEL	Non-Promoter	3,64,601
6	FALGUN SUDHIRBHAI BRAHMBHATT	Non-Promoter	1600

XII) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as the "Stock Exchange"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations on BSE, the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the issue price in accordance with the SEBI ICDR Regulations.

In terms of the provisions of Regulation 164 of ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- The 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date;
- The 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date;

Report of the registered Valuer MR. SAGAR SHAH having Reg. No. IBBI/RV/06/2020/13744 is taken under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of 166A of SEBI ICDR Regulations.

The Report will also be made available on the Company's website till the date of the EGM, and will be accessible at link: www.omegainteractive.net.

In terms of the applicable provisions of the SEBI ICDR Regulations, the minimum issue price for the Preferential Issue is Rs. 125.23/- per Equity Share. The Warrant Issue price to be allotted on preferential basis is Rs. 128/- each to the proposed Allottees, which is higher than the minimum price.

XII) The change in control, if any, in the company that would occur consequent to the offer

Upon the issuance and allotment of the equity Warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company.

XIV) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not allotted any securities on preferential basis.





XV) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Justification is not required as the consideration for issue of equity shares and fully convertible warrants shall be paid in cash and not in consideration other than cash.

XVI) Lock-in period

The Warrants and Equity Shares issued pursuant to the exercise of the equity Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

XVII) Listing

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

XVIII) Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

As on the date of the Notice, Except Mr. Jayesh Amratlal Shah, Promoter of the Company none of the Proposed Allottees are holding any shares in the Company and not related to KMP or Promoters of the Company.

Upon the issuance and allotment of the Warrants, Except Mr. Jayesh Amratlal Shah, Promoter of the Company other Allottees will be categorized as a public shareholder of the Company.

XIX) Practicing Company Secretary Certificate

A certificate from Mukesh J & Associates, Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: www.omegainteractive.net.

XX) Other disclosures/undertaking

- i) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- ii) None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iii) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;





- iv) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- vi) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- vii) The Company is in compliance with the conditions for continuous listing.
- viii) The Proposed Allottees has not sold any equity shares during 90 trading days preceding the Relevant Date.
- ix) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- x) The Company has complied with the applicable provisions of the Companies Act, 2013 and provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution. The Board believes that the proposed issue of Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned to be approved by Special Resolution of the Members.

Item No. 2 Alteration of the Objects Clause of the Memorandum of Association of the Company

It is brought to the attention of the Shareholders that the company hereby proposes to amend the main objects of the company and proposes to carry on the business of making Software Products related to business of Information Technology and allied field.

To enable the company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the company, by replacing the clause III of the Memorandum of Association of the company as stated in the resolution in the annexed notice.

The above amendment would be subject to the approval of the Registrar of Companies Maharashtra ("ROC Mumbai") and any other statutory or Regulatory authority, as may be necessary.

The Directors commend the passing of the resolution under item No.2 of the accompanying Notice for the approval of the members of the company. None of the Directors of the company or their relatives are concerned or interested in the passing of the above resolution.

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OMEGA INTERACTIVE TECHNOLOGIES LIMITED

BY ORDER OF THE BOARD OF THE DIRECTORS
FOR, OMEGA INTERACTIVE TECHNOLOGIES LIMITED

SD/-
ARUN KUMAR
DIRECTOR
DIN: 09055964

Place: Mumbai

Date: 10th November, 2023

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

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