



Navigant

NAVIGANT CORPORATE ADVISORS LIMITED

Regd Office: 4118, Rustomjee Eaze Zone, Laxmi Singh Complex, Goregaon Mulund Link Road,
Malad West, Mumbai-400 064

Corporate Office: 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri-Kurla Road,
Andheri (East) Mumbai-400 059; **Tel:** +91-22- 4120 4837 / +91 22 4973 5078

Email: navigant@navigantcorp.com; **Website:** www.navigantcorp.com (CIN: L67190MH2012PLC231304)

Date: 03.10.2022

The Manager
Dept. of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Dear Sir / Madam,

Sub: Public Announcement to the shareholders of Omega Interactive Technologies Limited (BSE Code: 511644)

We are pleased to inform that we have been appointed as 'Manager to the Offer' by Mr. Jayesh Amratlal Shah (hereinafter referred to as "the Acquirer") for acquiring up to 1,30,000 equity shares of Rs. 10/- each of Omega Interactive Technologies Limited ('Target Company') representing 26.00% of the fully paid-up equity and voting share capital of the Target Company at a price of Rs. 20/- per Share fully paid-up Equity Share ('Offer Price'), through Open Offer under Regulation 3 (1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations. The equity shares of the Target Company are listed on BSE Limited ("BSE").

This Open offer is triggered pursuant to execution of the Share Purchase Agreement dated 03rd October, 2022 ("the SPA") entered in to between Acquirer with existing promoter and promoter group of Target Company.

Accordingly, we have prepared the PA. We are hereby requesting you to please upload the enclosed PA on your website in accordance with Regulation 14(1) of the Regulations.

Thanks & Regards,

For Navigant Corporate Advisors Limited



Sarthak Vijlani
Managing Director

PUBLIC ANNOUNCEMENT UNDER REGULATION 3 (1), REGULATION 4 READ WITH REGULATION 15 (1) AND REGULATION 13 AND REGULATION 14 OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

("OITL"/"TARGET COMPANY"/"TC")

(Corporate Identification No. L67120MH1994PLC077214)

Registered Office: 402, 4th Floor, Vaastu Darshan, "B" Wing, Azad Road, Andheri (East),
Mumbai - 400 069, Maharashtra;

Phone No.: +91-22-6191 9200;

Email id: omegainteractive.technologies@gmail.com; **Website:** www.omegainteractive.net

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF UPTO 1,30,000 (ONE LAC THIRTY THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") CONSTITUTING 26.00% OF THE VOTING SHARE CAPITAL OF OITL, FROM THE PUBLIC SHAREHOLDERS OF OITL BY MR. JAYESH AMRATLAL SHAH (HEREINAFTER REFERRED TO AS THE "ACQUIRER") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3 (1) AND REGULATION 4 READ WITH OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")

This Public Announcement ("Public Announcement" or "PA") is being issued by Navigant Corporate Advisors Limited (the "Manager to the Offer") for and on behalf of the Acquirer, to the Public Shareholders of the Target Company pursuant to and in compliance with Regulations 3 (1) and Regulation 4 read with other applicable provisions of the SEBI (SAST) Regulations.

DEFINITIONS:

"Equity Shares" means the fully paid-up equity shares of the Target Company of face value of Rs.10/- (Rupees Ten Only) Each.

"Offer" or "Open Offer" means the open offer for acquisition of up to 1,30,000 (One Lac Thirty Thousand) Equity Shares, representing 26.00% of the Fully Paid-up Equity Share Capital.

"Offer Price" has the meaning described to such term under paragraph 1.

"Offer Size" has the meaning described to such term under paragraph 1.

"Public Shareholders" means Shareholders of Target Company other than Parties to the Agreements.

"SPA" or "Agreement" has the meaning described to such term under paragraph 2.

"Voting Share Capital" means total voting equity capital of the Target Company on a fully diluted basis expected as of tenth (10th) working day from the closure of the tendering period of the Offer.

1. OFFER DETAILS

- **Offer Size:** This Open Offer is being made by the Acquirer for acquisition of up to 1,30,000 fully paid-up Equity Shares of Rs. 10/- each constituting 26.00% of the fully paid -up share capital of the Target Company.

- **Offer Price:** An offer price of Rs. 20/- (Rupees Twenty Only) per fully paid-up Equity Share (hereinafter referred to as the "Offer Price") will be offered for the equity shares tendered during the tendering period assuming full acceptance, the total consideration payable by the Acquirer, will be Rs. 26,00,000/- (Rupees Twenty Six Lacs Only).
- **Mode of Payment:** The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9 (1) (a) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 (Regulations).
- **Type of Offer (Triggered offer, Voluntary offer/competing offer etc.):** The Offer is a Triggered Offer made under Regulation 3 (1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 pursuant to the execution of the Share Purchase Agreement entered by Acquirer (as detailed herein below) for substantial acquisition of shares, voting rights and control of the Target Company, and to classify the Acquirer as "Promoter" of the Target Company in accordance with the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

This Offer is being made pursuant to the execution of the following agreement by the Acquirer:

- An Agreement dated 03rd October, 2022 to purchase 42,098 equity shares constituting 8.42% of the fully paid up and voting equity share capital of the Target Company from Mrs. Renu M. Soni ("Seller-1") and Mr. Ramavtar Soni ("Seller-2") (hereinafter collectively referred to as the "Sellers") at a consideration of Rs. 20/- per Equity Share. ("SPA")

Above Share Purchase Agreement ("SPA") is hereinafter referred to as the "Agreement" or "Share Purchase Agreement".

Given below are the details of underlying transactions:

| Details of underlying transaction | | | | | | |
|--|---|--|---|--|------------------------------------|--|
| Type of Transaction (Direct/ Indirect) | Mode of Transaction (Agreement/ Allotment/ market purchase) | Shares / Voting rights acquired/ proposed to be acquired | | Total Consideration for shares /VRs acquired (Rs. in Lacs) | Mode of payment (Cash/ securities) | Regulation which has triggered |
| | | Number | % vis a vis total Equity / voting capital | | | |
| Direct | Acquisition of Equity Shares of the Target Company through Share Purchase Agreements (SPA) from the Sellers | 42,098 | 8.42% | 8.42 | Cash | Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011 |

3. DETAILS OF THE ACQUIRER:

| Details | Acquirer |
|--|--|
| Name of Acquirer / PACs | Mr. Jayesh Amratlal Shah |
| Address | B/802, Shreeji Tower, Drive In Road, Opp. Indraprasth Tower, Vastrapur, Ahmedabad, Gujarat -380015 |
| Name(s) of the Persons in control / Promoters of the Acquirer/PAC, Where the Acquirer/PAC is a Company | N.A. |
| Name of the Group, if any, to which the Acquirer/PAC belongs to | N.A. |
| Pre-Transaction shareholding: | |
| Number of Shares | NIL |
| % of Fully paid up Equity Share Capital | 0.00% |
| Proposed shareholding after the acquisition of shares which triggered the Open Offer: | |
| Number of Shares | 42,098 |
| % of Fully paid up Equity Share Capital | 8.42% |
| Any other Interest in the Target Company | N.A. |

For the purpose of this Open Offer there is no Person Acting in Concert (PAC) with the Acquirer.

4. DETAILS OF SELLING SHAREHOLDERS:

| Name | Part of promoter group (Yes/ No) | Details of shares/ voting rights held by the selling shareholders | | | |
|-------------------|----------------------------------|---|--------------|------------------|------------|
| | | Pre- Transaction | | Post Transaction | |
| | | Number | % | Number | % |
| Sellers: | | | | | |
| Mrs. Renu M. Soni | Yes | 21,019 | 4.22% | Nil | Nil |
| Mr. Ramavtar Soni | Yes | 21,079 | 4.20% | Nil | Nil |
| Total | | 42,098 | 8.42% | Nil | Nil |

5. TARGET COMPANY

The Target Company i.e. Omega Interactive Technologies Limited and having its present registered office at 402, 4th Floor, Vaastu Darshan, "B" Wing, Azad Road, Andheri (East), Mumbai - 400 069, Maharashtra.

The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 511644 and OMEGAIN respectively.

The Equity Shares of Target Company are infrequently traded on BSE in terms of Regulation 2 (1) (j) of the Takeover Regulations.

6. OTHER DETAILS

- 6.1 This to inform to all the Shareholders of Target Company that the details of the open offer would be published shortly in the newspaper in terms of the provisions of Regulation 14 (3) of SEBI (SAST) Regulations, 2011 vide a Detailed Public Statement on or before 11th October, 2022.
- 6.2 The Acquirer undertakes that they are aware and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.
- 6.3 This is not a Competitive Bid.
- 6.4 This offer is not conditional upon any minimum level of acceptance as per Regulation 19 (1) of SEBI (SAST) Regulations, 2011.
- 6.5 All the information pertaining to the Target Company has been obtained from the information published and from publicly available sources and the accuracy thereof has not been independently verified by the Manager to the Offer.

Issued by:



NAVIGANT CORPORATE ADVISORS LIMITED

423, A Wing, Bonanza,
Sahar Plaza Complex,
J B Nagar, Andheri Kurla Road,
Andheri (East), Mumbai-400-059.
Tel No. +91 22 4120 4837 / 4973 5078
Email id: navigant@navigantcorp.com
Website: www.navigantcorp.com
SEBI Registration No: INM000012243
Contact person: Mr. Sarthak Vijlani

Signed by:

Mr. Jayesh Amratlal Shah
(Acquirer)

Place: Mumbai
Date: 03rd October, 2022