

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

CIN: L67120MH1994PLC077214

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

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

Phone: 022-68322609

Date: September 09, 2025

To,
BSE Limited
P. J. Tower,
Dalal Street, Fort,
Mumbai - 400 001

Dear Sir/Madam,

Subject: Submission of Notice of 31st Annual General Meeting

Reference: Omega Interactive Technologies Limited (Security ID: OMEGAIN, Security Code: 511644, ISIN: INE113B01029)

This is to inform you that the 31st Annual General Meeting of the Company will be held on Tuesday, September 30, 2025 at 05:30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI to transact the businesses mentioned in the Notice of 31st Annual General Meeting.

The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive) for the purpose of 31st AGM and same will be reopened from Wednesday, October 01, 2025 onwards. 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. Tuesday, September 23, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM.

We have attached herewith the Notice of 31st Annual General Meeting of our Company for kind perusal of Stakeholders

Kindly take the same on your record and oblige us.

Thanking You,

For, **Omega Interactive Technologies Limited**



Dineshkumar Dharamkumar Sabnani
Director
DIN: 10840546

Enclosed: A/a.

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTEENTH 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF OMEGA INTERACTIVE TECHNOLOGIES LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 05:30 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS, TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS

- 1. TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:**

in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. SUHIT BAKSHI (DIN: 06395813), NON-EXECUTIVE DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT:**

Explanation: Based on the terms of appointment, executive and non-executive directors are subject to retirement by rotation. Mr. Suhit bakshi (DIN: 06395813), Non-Executive Director, who was appointed for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Mr. Suhit bakshi (DIN: 06395813), Non-Executive Director, is required to retire by rotation, he would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Suhit bakshi (DIN: 06395813), Non-Executive Director, as such, to the extent that he is required to retire by rotation."

- 3. APPOINTMENT OF M/S. S S R V & ASSOCIATES, CHARTERED ACCOUNTANTS, MUMBAI (ICAI FIRM REGISTRATION NO. 135901W) AS STATUTORY AUDITOR OF THE COMPANY FOR FIVE YEARS:**

It is proposed to consider, and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. S S R V & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 135901W) be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 31st (Thirty-First) Annual General Meeting till the conclusion of 36th (Thirty-Sixth) Annual General Meeting to be held for the financial year 2029-30 at such remuneration (excluding out of pocket expenses and reimbursement of expenses, if any) as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary or desirable to give effect to this resolution."

SPECIAL BUSINESS

- 4. APPOINTMENT OF M/S. SCS AND CO. LLP, COMPANY SECRETARIES (FIRM REGISTRATION NUMBER: L2020GJ008700) As SECRETARIAL AUDITOR OF THE COMPANY FOR 5 YEARS.**

It is proposed to consider, and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Board of Directors of the Company, M/s. SCS and Co. LLP, Company Secretaries (Firm registration number: L2020GJ008700) be appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years, to conduct the Secretarial Audit of five consecutive financial years from 2025-26 to 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee/Board of Directors of the Company;

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

5. REGULARISATION OF APPOINTMENT OF MR. KALPESHKUMAR NANALAL VOHRA (DIN: 10841522) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.

It is proposed to consider, and if thought fit, to pass, with or without modification(s), the following **ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force), Mr. Kalpeshbhai Nanalal Vohra (DIN: 10841522), who was appointed as Additional Non-Executive Director of the Company with effect from November 22, 2024, whose term expires at this AGM, and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as Non-Executive Director of the Company whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT, upon approval by the shareholders of the Company, Mr. Kalpeshbhai Nanalal Vohra's (DIN: 10841522) designation shall be formalized as Non-Executive Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to take all necessary actions, do all such acts, deeds, and things as may be required, and execute all necessary documents to give effect to this resolution, including completing all formalities required for the regularization of the appointment of Mr. Kalpeshbhai Nanalal Vohra (DIN: 10841522) as a Non-Executive Director of the Company."

6. REGULARISATION OF APPOINTMENT OF MR. ARVIND VINODKUMAR VEGDA (DIN: 07429884) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

It is proposed to consider, and if thought fit, to pass, with or without modification(s), the following **ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force), Mr. Arvind Vinodkumar Vegda (DIN: 07429884), who was appointed as Additional Non-Executive Director of the Company with effect from May 06, 2025, whose term expires at this AGM, and whose appointment has been recommended

by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as Non-Executive Director of the Company whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT, upon approval by the shareholders of the Company, Mr. Arvind Vinodkumar Vegda (DIN: 07429884) designation shall be formalized as Non-Executive Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to take all necessary actions, do all such acts, deeds, and things as may be required, and execute all necessary documents to give effect to this resolution, including completing all formalities required for the regularization of the appointment of Mr. Arvind Vinodkumar Vegda (DIN: 07429884) as a Non-Executive Director of the Company."

7. REGULARISATION OF APPOINTMENT OF MS. RITU ASHOKBHAI SHARMA (DIN: 11092056) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

It is proposed to consider, and if thought fit, to pass, with or without modification(s), the following **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force), Ms. Ritu Ashokbhai Sharma (DIN: 11092056), who was appointed as Additional Non-Executive Director of the Company with effect from May 06, 2025, whose term expires at this AGM, and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as Non-Executive Director of the Company whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT, upon approval by the shareholders of the Company, Ms. Ritu Ashokbhai Sharma (DIN: 11092056)'s designation shall be formalized as Non-Executive Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to take all necessary actions, do all such acts, deeds, and things as may be required, and execute all necessary documents to give effect to this resolution, including completing all formalities required for the regularization of the appointment of Ms. Ritu Ashokbhai Sharma (DIN: 11092056) as a Non-Executive Director of the Company."

8. APPOINTMENT OF MR. DINESHKUMAR D. SABNANI (DIN: 10840546) AS MANAGING DIRECTOR OF THE COMPANY.

It is proposed 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 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Dineshkumar Dharamkumar Sabnani (DIN: 10840546) as Managing Director for further period of five (5) years w.e.f. November 22, 2024, liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Dineshkumar Dharamkumar Sabnani (DIN: 10840546) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set

out in Section II of Part II of Scheduled V to the Companies Act, 2013;

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Dineshkumar Dharamkumar Sabnani (DIN: 10840546) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Dineshkumar Dharamkumar Sabnani (DIN: 10840546) as Managing Director;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter including filing of the said resolution with the Registrar of Companies, Ahmedabad.”

9. REGULARISATION OF APPOINTMENT OF MRS. TEJAL KALPESHBHAI VOHRA (DIN: 10841519) AS WOMEN - NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

It is proposed to consider, and if thought fit, to pass, with or without modification(s), the following **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company, Mrs. Tejal Kalpeshbhai Vohra (DIN: 10841519), who has submitted a declaration that she meets the criteria of independence as specified under the Act & Listing Regulations, who was pursuant to the provisions of Section 161 of the Act and upon recommendation of the Nomination and Remuneration Committee, appointed by the Board of Directors as an Additional Director in the category of Woman Non-Executive Independent Director of the Company, with effect from November 22, 2024, be and is hereby appointed as Woman Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, from the date of her appointment i.e. November 22, 2024, to November 21, 2029 (both days inclusive);

RESOLVED FURTHER THAT subject to the necessary permissions/approvals, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company, as may be required to give effect to the above resolution.”

Registered Office

E-308, Crystal Plaza, New Link Road, Opp.
Infinity Mall, Andheri (West), Andheri,
Mumbai, Maharashtra, India, 400053.

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

Dineshkumar Dharamkumar Sabnani
Managing Director
DIN: 10840546

Place: Mumbai
Date: 08/09/2025

NOTES TO SHAREHOLDERS FOR AGM:

1. Pursuant to the latest amended by Circular No 19 September, 2024, ("MCA Circulars") and Securities and Exchange Board of India vide its circular dated 3rd October, 2024 ("SEBI Circular"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company will be held through VC / OAVM. Hence, Members can attend and participate in the 31st AGM through VC/OAVM only. The deemed venue for the 31st AGM of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is explained in the subsequent notes of this Notice.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3 to 9 of the Notice, is annexed hereto. Further, the relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
3. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants as on Cutoff date in accordance with the aforesaid MCA Circulars and circulars issued by SEBI. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2024-25 will also be available on the Company's website <https://omegainteractive.in>, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of NSDL <https://www.evoting.nsdl.com>.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to alapandcollp@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
6. 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. a.
 - (a) **For shares held in electronic form:** to their Depository Participants ("DPs")
 - (b) **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the

Company's RTA, MUFG Intime India Pvt. Ltd at www.in.mpms.mufg.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

8. In accordance with SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September 2020 all share transfers shall be carried out compulsorily in the dematerialized form with effect from 1st April 2021. Hence no transfer of shares in physical form are allowed. Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only: i. Issue of duplicate share certificate, ii. Claim from unclaimed suspense account, iii. Renewal/Exchange of securities certificate, iv. Endorsement, v. Sub-division / splitting of securities certificate, vi. Consolidation of securities certificates/folios, vii. Transmission, viii. Transposition.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MUFG Intime India Private Limited (Link in-time India Private Limited), the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MUFG Intime India Private Limited (Link in-time India Private Limited) in case the shares are held in physical form.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
12. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
13. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before September 20, 2025, through e-mail on omegainteractive.technologies@gmail.com. The same will be replied by the Company suitably.
14. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act
15. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive).
16. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the /AGM through VC/OAVM will be made available for 200 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to omegainteractive.technologies@gmail.com.

18. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

19. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS (E-VOTING) AND OTHER INSTRUCTIONS RELATING THERETO ARE AS UNDER:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
2. The Company has engaged the services of NSDL as the Agency to provide remote e-Voting facility and e-Voting during the AGM.
3. The remote e-voting period commences on Saturday, September 27, 2025 (9:00 a.m. IST) and ends on Monday, September 29, 2025 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, September 23, 2025, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from Saturday, September 27, 2025 (9:00 a.m. IST) and ends on Monday, September 29, 2025 (5:00 p.m. IST), or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
5. The Board of Directors has appointed M/s. ALAP & CO. LLP (LLPIN: ACA-1561), Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM and in a fair and transparent manner.
6. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
7. The Results of voting will be declared within two working days from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchange where the Company's equity shares are listed (BSE Limited) at www.bseindia.com and shall also be displayed on the Company's website <https://omegainteractive.in> and NSDL's website www.evoting.nsdl.com.
8. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com mentioning their demat account number/folio number, PAN, name and registered address. However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

INSTRUCTIONS FOR EVOTING

The remote e-voting will commence on 9:00 A.M. on Saturday, September 27, 2025 and will end on 5:00 P.M. on Monday, September 30, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

STEP 1. ACCESS TO NSDL E-VOTING SYSTEM

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are 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 - 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- 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 user your existing my easi username & password. - 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of Shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com contact at toll free no. 1800-21-09911

- B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

HOW TO LOG-IN TO NSDL E-VOTING WEBSITE?

- 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. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

- 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***

- Password details for shareholders other than Individual shareholders are given below:

- 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 ANNUAL GENERAL MEETING ON NSDL E-VOTING SYSTEM

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

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

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csanandlavingia@gmail.com with a copy marked to evoting@nsdl.com 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 "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to evoting@nsdl.com

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" 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.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to omegainteractive.technologies@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors.gallops@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

CONTACT DETAILS:

Company	OMEGA INTERACTIVE TECHNOLOGIES LIMITED
	E-308, Crystal Plaza, New Link Road, Andheri West opp. Infinity Mall, Andheri (West), Mumbai, Maharashtra, 400053
	Tel: 022-61919200 E-mail: omegainteractive.technologies@gmail.com Web. : www.omegainteractive.net
	MUFG INTIME INDIA PRIVATE LIMITED
Registrar and Transfer	

Agent	C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083
	Tel No.: +91- 022-49186000 Email: dilip.rajpurohit@linkintime.co.in Web: www.in.mpms.umfg.com
E-Voting Agency & VC / OAVM	Email: evoting@nsdl.com
	NSDL help desk: +91 – 022 - 4886 7000
Scrutinizer	M/s. ALAP & CO. LLP
	Practicing Company Secretaries - Mr. Anand S Lavingia
	Tel No.: +91 79 3578 9144 Email: csanandlavingia@gmail.com

Registered Office

E-308, Crystal Plaza, New Link Road, Opp.
Infinity Mall, Andheri (West), Andheri,
Mumbai, Maharashtra, India, 400053.

Place: Mumbai

Date: 08/09/2025

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

Dineshkumar Dharamkumar Sabnani

Managing Director

DIN: 10840546

EXPLANATORY STATEMENT

(pursuant to Section 102 (1) of the Companies Act, 2013 and pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the accompanying Notice dated April 01, 2025)

ITEM NO. 3

APPOINTMENT OF M/s. S S R V & ASSOCIATES, CHARTERED ACCOUNTANTS, MUMBAI (ICAI FIRM REGISTRATION NO. 135901W) AS STATUTORY AUDITOR OF THE COMPANY FOR FIVE YEARS – ORDINARY RESOLUTIONS

M/s. Desai Saksena & Associates, Chartered Accountants (Firm Registration No. 102358W), the existing Statutory Auditors of the Company, had tendered their resignation from the position of Statutory Auditors of the Company with effect from the close of business hours on March 31, 2025.

This resignation has resulted in a casual vacancy in the office of the Statutory Auditors as per the provisions of Section 139(8) of the Companies Act, 2013 ("the Act").

In accordance with the provisions of the Act, the Audit Committee of the Company considered the resignation and recommended the appointment of M/s. S S R V & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 135901W), a peer-reviewed firm, to fill the said casual vacancy.

Subsequently, the Board of Directors of the Company, at its meeting held on April 07, 2025 based on the recommendation of the Audit Committee and pursuant to Section 139(8) of the Act, approved the appointment of M/s. S S R V & Associates, Chartered Accountants, as the Statutory Auditors of the Company to fill the said casual vacancy, subject to approval of the Members and whose period of office would expire at the conclusion of ensuing annual general meeting. Further, it is proposed that if they re-appointed, it would be in accordance with the provisions of Companies Act, 2013. Therefore, the Board recommends the proposal for appointment of M/s. S S R V & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration No. 135901W) as statutory auditor of the company for a period of five years to hold office from the conclusion of ensuing annual general meeting till the conclusion of 36th AGM to be held for the financial year 2029-30.

The Board of Directors recommends the passing of the resolution for appointment of M/s. S S R V & Associates, Chartered Accountants, as the Statutory Auditors of the Company as set out in the accompanying Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 4:

APPOINTMENT OF M/s. SCS AND CO. LLP, COMPANY SECRETARIES (FIRM REGISTRATION NUMBER: L2020GJ008700) AS SECRETARIAL AUDITOR OF THE COMPANY FOR 5 YEARS – ORDINARY RESOLUTIONS

Pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company shall annex with its Board's report made in terms of subsection (3) of section 134, a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed.

In addition to the requirements of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024 mandates that every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. Besides, such appointment shall be approved by the Members of the Company at the Annual General Meeting.

In compliance with the applicable laws and based on the recommendations of the Audit and Compliance Committee, the Board of Directors, at their meeting held on September 08, 2025, approved the appointment of M/s. SCS AND CO. LLP, Company Secretaries (Firm Registration Number: L2020GJ008700) as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30, subject to the approval of the Members at the forthcoming Annual General

Meeting. The appointment was recommended following a thorough evaluation of various proposals and key factors such as independence, industry experience, technical expertise and the quality of past audit reports.

M/s. SCS AND CO. LLP, Company Secretaries (Firm Registration Number: L2020GJ008700) is a reputed firm of practicing Company Secretaries registered with the Institute of Company Secretaries of India (ICSI) having extensive experience in corporate governance, compliance, and secretarial audits. In accordance with Regulation 24A of SEBI Listing Regulations, the firm holds a valid certificate issued by the Institute of Company Secretaries of India. The Firm has been providing professional services to listed companies and has a proven track record of maintaining high standards of governance and regulatory compliance.

M/s. SCS AND CO. LLP, Company Secretaries (Firm Registration Number: L2020GJ008700) have given their consent to be appointed as Secretarial Auditors of the Company confirming that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD/CIR/P/2024/185 dated December 31, 2024 and that they shall not render any restricted services stated therein to the Company and its subsidiary companies to ensure independence and avoid conflict of interest.

The Board believes that appointment of M/s. SCS AND CO. LLP, Company Secretaries (Firm Registration Number: L2020GJ008700) will provide an independent and expert evaluation of the Company's corporate governance, regulatory compliance, and secretarial functions, thereby ensuring adherence to statutory requirements.

The proposed remuneration to be paid to M/s. SCS AND CO. LLP, Company Secretaries (Firm Registration Number: L2020GJ008700) for their Secretarial Audit services is Rupees 5,00,000/- plus applicable taxes and out-of-pocket expenses for the first financial year, and the remuneration for the subsequent year(s) of their term shall be as mutually agreed between the Board of Directors of the Company and the Secretarial Auditor. In addition to the Secretarial Audit, M/s. SCS AND CO. LLP, Company Secretaries (Firm Registration Number: L2020GJ008700) shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors in compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Members is being sought for passing an Ordinary Resolution for the appointment of M/s. SCS AND CO. LLP, Company Secretaries (Firm Registration Number: L2020GJ008700) as the Secretarial Auditors of the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5:

REGULARISATION OF APPOINTMENT OF MR. KALPESHKUMAR NANALAL VOHRA (DIN: 10841522) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY – ORDINARY RESOLUTIONS

The Board of Directors, at its meeting held on November 22, 2024, appointed Mr. Kalpeshkumar Nanalal Vohra (DIN: 10841522) as an Additional Non-Executive Director of the Company pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Kalpeshkumar Nanalal Vohra (DIN: 10841522) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mr. Kalpeshkumar Nanalal Vohra (DIN: 10841522) for the office of Non-Executive Director, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

Mr. Kalpeshkumar Nanalal Vohra (DIN: 10841522), living in Ahmedabad, Gujarat is having expertise in Business Strategy. He is experienced member with excellent communication and public speaking skills which help in the better growth of the company. He has pursued certified courses for vocational qualification.

The Company has received from Mr. Kalpeshkumar Nanalal Vohra (DIN: 10841522) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letter for the appointment of Mr. Kalpeshkumar Nanalal Vohra (DIN: 10841522) as Non-Executive Director setting out the terms and conditions shall be available on the website of the Company on www.omegainteractive.net inspection by the members.

The resolution seeking the approval of members is proposed for the appointment of Mr. Kalpeshkumar Nanalal Vohra (DIN: 10841522) as Non-Executive Director of the Company pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will be liable to retire by rotation.

The Nomination and Remuneration Committee and the Board recommended the resolution set forth in Item no. 5 for the approval of the members.

Except Mr. Kalpeshkumar Nanalal Vohra (DIN: 10841522), none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 5 of the Notice.

The statement of additional information required to be disclosed as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015, and Secretarial Standard II issued by the ICSI is attached at the end of this Explanatory Statement and must be read as part of this Notice.

ITEM NO. 6:

REGULARISATION OF APPOINTMENT OF MR. ARVIND VINODKUMAR VEGDA (DIN: 07429884) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY – ORDINARY RESOLUTIONS

The Board of Directors, at its meeting held on May 06, 2025, appointed Mr. Arvind Vinodkumar Vegda (DIN: 07429884) as an Additional Non-Executive Director of the Company pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Arvind Vinodkumar Vegda (DIN: 07429884) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mr. Arvind Vinodkumar Vegda (DIN: 07429884) for the office of Non-Executive Director, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

Mr. Arvind Vinodkumar Vegda (DIN: 07429884) living in Ahmedabad, Gujarat is having expertise in Business Strategy. He is experienced member with excellent communication and public speaking skills which help in the better growth of the company. He has pursued Certified courses for vocational qualification.

The Company has received from Mr. Arvind Vinodkumar Vegda (DIN: 07429884) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letter for the appointment of Mr. Arvind Vinodkumar Vegda (DIN: 07429884) as Non-Executive Director setting out the terms and conditions shall be available on the website of the Company on www.omegainteractive.net inspection by the members.

The resolution seeking the approval of members is proposed for the appointment of Mr. Arvind Vinodkumar Vegda (DIN: 07429884) as Non-Executive Director of the Company pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will be liable to retire by rotation.

The Nomination and Remuneration Committee and the Board recommended the resolution set forth in Item no. 6 for the approval of the members.

Except Mr. Arvind Vinodkumar Vegda (DIN: 07429884), none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 6 of the Notice.

The statement of additional information required to be disclosed as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015, and Secretarial Standard II issued by the ICSI is attached at the end of this Explanatory Statement and must be read as part of this Notice.

ITEM NO. 7:**REGULARISATION OF APPOINTMENT OF MS. RITU AHOKBHAI SHARMA (DIN: 11092056) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY – ORDINARY RESOLUTIONS**

The Board of Directors, at its meeting held on May 06, 2025, appointed Ms. Ritu Ashokbhai Sharma (DIN: 11092056) as an Additional Non-Executive Director of the Company pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Ritu Ashokbhai Sharma (DIN: 11092056) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Ms. Ritu Ashokbhai Sharma (DIN: 11092056) for the office of Non-Executive Director, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

Ms. Ritu Ashokbhai Sharma (DIN: 11092056) living in Mehsana, Gujarat is having expertise in Computer Engineering. She had pursued Diploma in computer engineering and is experienced member with excellent communication and public speaking skills which help in the better growth of the company. She has pursued certified courses for vocational qualification as well further to her experience in casting & production in film industry.

The Company has received from Ms. Ritu Ashokbhai Sharma (DIN: 11092056) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letter for the appointment of Ms. Ritu Ashokbhai Sharma (DIN: 11092056) as Non-Executive Director setting out the terms and conditions shall be available on the website of the Company on www.omegainteractive.net inspection by the members.

The resolution seeking the approval of members is proposed for the appointment of Ms. Ritu Ashokbhai Sharma (DIN: 11092056) as Non-Executive Director of the Company pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will be liable to retire by rotation.

The Nomination and Remuneration Committee and the Board recommended the resolution set forth in Item no. 7 for the approval of the members.

Except Ms. Ritu Ashokbhai Sharma (DIN: 11092056), none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 7 of the Notice.

The statement of additional information required to be disclosed as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015, and Secretarial Standard II issued by the ICSI is attached at the end of this Explanatory Statement and must be read as part of this Notice.

ITEM NO. 8**APPOINTMENT OF MR. DINESHKUMAR D. SABNANI (DIN: 10840546) AS MANAGING DIRECTOR OF THE COMPANY – SPECIAL RESOLUTION**

The Board of Directors of the Company, in their Meeting held on November 22, 2024, has appointed Mr. Dineshkumar D. Sabnani (DIN: 10840546) as an additional Managing Director, for further period of 5 (five) years with effect from November 22, 2024, and whose period of office would expire on conclusion of ensuing annual general meeting. To get an advantage of his knowledge and experience, it is proposed to appoint him as Managing Director for a period of five years w.e.f. November 22, 2024 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board which are set out hereunder.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Dineshkumar D. Sabnani (DIN: 10840546), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the appointment of Mr. Dineshkumar D. Sabnani (DIN: 10840546) as Managing Director of the Company is now being placed before the Members for their approval by way of Special Resolutions.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged in the business of advising, providing consultancy services, developing and implementing 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.

Date or expected date of commencement of commercial production: The Company has already commenced its business since its incorporation.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(in Lakhs)		
PARTICULARS	F.Y.2024-25	F.Y.2023-24
Total Revenue	-	9.00
Other Income	257.51	5.31
Total Income	257.51	14.31
Less: Total Expenses	(98.66)	(23.11)
Profit before exceptional items and tax	158.85	(8.80)
Exceptional Items	-	-
Profit before Tax	158.85	(8.80)
Less: Tax Expenses	-	-
Current Tax	(39.98)	-
Excess provision for Tax of earlier periods written back	-	-
Profit after Tax	118.87	(8.80)
Earnings per share (EPS)		
Basic	7.50	(1.76)
Diluted	7.50	(1.76)

Foreign investments or collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2025.

Information about the appointee:

Background Details: Mr. Dineshkumar Dharamkumar Sabnani living in Ahmedabad, Gujarat is having expertise in Business Strategy. He possesses vast experience and sound knowledge in varied fields. His strong social network along with his expert advice will become useful for the Company's growth and development in long run.

Past Remuneration: Nil

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Dineshkumar D. Sabnani (DIN: 10840546) is also responsible for the expansion and overall management of the business of our Company.

Terms and Conditions of Remuneration:-

Up to Rupees 06.00 Lakh per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Dineshkumar D. Sabnani (DIN: 10840546), the responsibilities shouldered to him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Dineshkumar D. Sabnani (DIN: 10840546) has pecuniary relationship to the extent he is a Managing Director of the Company. In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of appointment and remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for a period of five years w.e.f. November 22, 2024 until revised further.

The Board of Directors is of the view that the appointment of Mr. Dineshkumar D. Sabnani (DIN: 10840546) as Managing Director will be beneficial to the operations of the Company and accordingly recommends the Special Resolutions at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Dineshkumar D. Sabnani (DIN: 10840546) himself to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

ITEM NO. 8

REGULARISATION OF APPOINTMENT OF MRS. TEJAL KALPESHBHAI VOHRA (DIN: 10841519) AS WOMEN - NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY – SPECIAL RESOLUTIONS

Independent Directors are appointed on the Company's Board for a term of up to five consecutive years and are eligible for reappointment, making the term of the overall Board staggered in nature. The Nomination and Remuneration Committee ("NRC") of the Board regularly discusses the succession of Independent Directors coming up for re-appointment or approaching end of their term. It assesses the balance of skills, knowledge and experience available with the Board as a whole and tries to recognize the possible gaps on account of such staggered terms, in order to maintain orderly succession of the Board. The Committee strongly believed that Mrs. Tejal Kalpeshbhai Vohra (DIN: 10841519) fits into the criteria of skills/qualifications that it had determined to be necessary in prospective candidates. Mrs. Tejal Kalpeshbhai Vohra is experienced member with excellent communication and public speaking skills which help in the better growth of the company. She has Completed Certified courses for vocational qualification.

The Board of Directors of the Company at its meeting held on November 22, 2024 upon the recommendation of the Nomination and Remuneration Committee, approved appointment of Mrs. Tejal Kalpeshbhai Vohra (DIN: 10841519) on the Board of Directors of the Company, as an Additional Director (in the category of Woman Non-Executive Independent Director), not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from the November 22, 2024, to November 21, 2029 (both days inclusive), pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act"), subject to approval of the shareholders of the Company. Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations. The NRC and the Board are of the view that the association of Mrs. Tejal Kalpeshbhai Vohra (DIN: 10841519) and the rich experience and vast knowledge that she brings with her would benefit the Company. The Board also believes that she also possesses appropriate skills, expertise and competencies in the context of the Company's businesses. The Board believes her appointment would be apt considering the need for experts on the Board. The Company has received from Mrs. Tejal Kalpeshbhai Vohra (DIN: 10841519) (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. She does not hold any equity shares of the Company. Moreover, the Company has also received notice under Section 160 from the member of the Company proposing her candidature for the post of Woman Non-Executive Independent Director.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice. In terms of Section 152 and Schedule IV of the Companies Act, 2013, the board is of the opinion that Mrs. Tejal Kalpeshbhai Vohra (DIN: 10841519), fulfils the conditions for her appointment as an independent director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management. In terms of Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject

to the approval of shareholders by way of a special resolution. Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members by way of a Special Resolution, for appointment of Mrs. Tejal Kalpeshbhai Vohra (DIN: 10841519), as Woman Non-Executive Independent Director on the Board of the Company for a term of five consecutive years effective from November 22, 2024, to November 21, 2029. A copy of the letter of appointment, setting out the terms and conditions of appointment of Mrs. Tejal Kalpeshbhai Vohra (DIN: 10841519), and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, without any fee, at the Company's corporate office during business hours on all working days up to Annual General Meeting. The NRC and the Board recommend the resolution set forth in Item no. 9 of the notice for approval of the members by way of a special resolution. Except Mrs. Tejal Kalpeshbhai Vohra (DIN: 10841519) and her relatives, if any, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 9 of this notice.

Registered Office

E-308, Crystal Plaza, New Link Road, Opp.
Infinity Mall, Andheri (West), Andheri,
Mumbai, Maharashtra, India, 400053.

Place: Mumbai

Date: 08/09/2025

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

Dineshkumar Dharamkumar Sabnani
Managing Director
DIN: 10840546

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT / APPOINTMENT
AT THE ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015 and Secretarial Standard II)

NAME	Mr. Kalpeshkumar Nanalal Vohra (DIN: 10841522)	Mr. Arvind vinodkumar vegda (DIN: 07429884)	Ms. Ritu Ashokbhai Sharma (DIN: 11092056)	Mr. Dineshkumar D. Sabnani (DIN: 10840546)	Mrs. Tejal Kalpeshbhai Vohra (DIN: 10841519)
DIN	10841522	07429884	11092056	10840546	10841519
Date of Birth	17/10/1982	07/10/1974	06/10/1994	14/01/1978	21/07/1980
Qualification	B.com	B.com	Computer Engineering	B.com	B.com
Experience - Expertise in specific functional areas - Job profile and suitability	Mr. Kalpeshkumar Nanalal Vohra (DIN: 10841522), living in Ahmedabad, Gujarat is having expertise in Business Strategy. He is experienced member with excellent communication and public speaking skills which help in the better growth of the company. He has pursued Certified courses for vocational qualification.	Mr. Arvind Vinodkumar Vegda (DIN: 07429884) living in Ahmedabad, Gujarat is having expertise in Business Strategy. He is experienced member with excellent communication and public speaking skills which help in the better growth of the company. He has pursued Certified courses for vocational qualification.	Ms. Ritu Ashokbhai Sharma (DIN: 11092056) living in Mehsana, Gujarat is having expertise in Computer Engineering. She had pursued Diploma in computer engineering and is experienced member with excellent communication and public speaking skills which help in the better growth of the company. She has pursued Certified courses for vocational qualification as well further to her experience in casting & production in film industry.	Mr. Dineshkumar Dharamkumar Sabnani (DIN: 10840546) is an experienced member with excellent communication and public speaking skills which helps in the better growth of the company	Mrs. Vohra Tejal Kalpeshbhai (DIN: 10841519), living in Ahmedabad, Gujarat, she is experienced member with excellent communication and public speaking skills which help in the better growth of the company. She has Completed Certified courses for vocational qualification
No. of Shares held as on 31/03/2025	NIL	NIL	NIL	NIL	NIL
Terms & Conditions	As per the terms and conditions provided in explanatory statement attached herewith	As per the terms and conditions provided in explanatory statement attached herewith	As per the terms and conditions provided in explanatory statement attached herewith	As per the terms and conditions provided in explanatory statement attached herewith	As per the terms and conditions provided in explanatory statement attached herewith
Remuneration paid in FY 2024-25	NIL	NA	NA	Nil	Nil
Remuneration sought to be paid	As may be decided by board	As may be decided by board	As may be decided by board	As per explanatory statement attached herewith	As may be decided by board
Number of Board	5	NA	NA	5	5

Meetings attended during the FY 2024-25					
Date of Original Appointment	22/11/2024	06/05/2025	06/05/2025	22/11/2024	22/11/2024
Date of Appointment in current terms	22/11/2024	06/05/2025	06/05/2025	22/11/2024	22/11/2024
Directorships held in other public companies*	Nil	Nil	Nil	Nil	Nil
Memberships / Chairpersonships of committees of public companies**	Nil	Nil	Nil	Nil	Member – 1 Committee
Inter-se Relationship with other Directors.	Mr. Kalpeshkumar Nanalal Vohra is husband of Mrs. Tejal Kalpeshbhai Vohra.	Nil	Nil	Nil	Mrs. Tejal Kalpeshbhai Vohra is a wife of Mr. Kalpeshkumar Nanalal Vohra.

** Excluding Section 8 and Foreign Companies

*Includes Audit Committee, Nomination and Remuneration Committee