

**VALUATION
OF
EQUITY SHARES
OF
OMEGA INTERACTIVE TECHNOLOGIES LIMITED
CIN: L67120MH1994PLC077214**

**Prepared by:
CS ABHISHEK CHHAJED
(IBBI Registered Valuer)
134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria,
Ahmedabad City , Ahmedabad , Gujarat - 380001**

RV Registration No – IBBI/RV/03/2020/13674

CS ABHISHEK CHHAJED

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August 02, 2025

To,

AUDIT COMMITTEE

OMEGA INTERACTIVE TECHNOLOGIES LIMITED

E-308, CRYSTAL PLAZA, NEW LINK ROAD, OPP. INFINITY MALL,

ANDHERI (WEST), ANDHERI, MUMBAI, MUMBAI,

MAHARASHTRA, INDIA, 400053.

Dear Sir,

Sub: Valuation Analysis of the Equity Shares of OMEGA INTERACTIVE TECHNOLOGIES LIMITED.

I refer to our engagement letter dated August 02, 2025 for carrying out the valuation of Equity Shares of OMEGA INTERACTIVE TECHNOLOGIES LIMITED (here-in-after referred as "Company" or "OITL"). In accordance with the terms of the engagement, I am enclosing my report along with this letter. In attached report, I have summarized my Valuation analysis of the Shares together with the description of methodologies used and limitation on my Scope of Work.

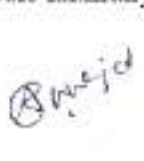
Based on my assessment and in terms of first Proviso to the Sub-Regulation 1 of Regulation 166A r.w. Sub-Regulation 1 of Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, the Floor Price of the Equity Share of the Company having Face Value of Rupees 10.00 each has been arrived at **Rs. 103.49**. In case you require any further assistance, please feel free to contact me.

This Valuation Analysis is confidential and has been prepared for you for providing the same to government or regulatory authorities and this report can be provided to potential investor of OITL for enabling compliance under various laws as detailed hereinafter in this report. It should not be used, reproduced or circulated to any other person, in whole or in part, without my prior consent. Such consent will only be given after full consideration of the circumstance at that time. I trust that above meets your requirements.

Please feel free to contact us in case you require any additional information or clarifications.

Thanking you,

Yours faithfully,




ABHISHEK CHHAJED

RV Registration No – IBBI/RV/03/2020/13674

Registered Valuer

Place: Ahmedabad

CS ABHISHEK CHHAJED

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CS ABHISHEK CHHAJED**(IBBI Registered Valuer)****134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria,****Ahmedabad City , Ahmedabad , Gujarat - 380001****E-mail – csabhishekchhajed1@gmail.com Contact number - +91 94088 12129****1. BACKGROUND OF THE COMPANY:****History:**

OMEGA INTERACTIVE TECHNOLOGIES LIMITED ("OITL") is Public Limited Company incorporated under the Companies Act, 2013 on March 22, 1994, having its registered office at E-308, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Andheri, Mumbai, Mumbai, Maharashtra, India, 400053. The Company Identification Number (CIN) of the company is L67120MH1994PLC077214. Equity Shares of OITL are listed on BSE Limited.

Main Object of the Company are:

- Software Products.

Capital Structure of the Company:

Particulars	Amount (in Rs.)
Authorised Share Capital 1,02,20,000 Equity Shares of Rupees 10.00 each amounting to Rs. 1,02,20,000/-.	10,22,00,000
Issued, Subscribed & Fully Paid-up Share Capital 22,76,276 Equity Shares of Rupees 1.00 each amounting to Rs. 2,27,62,760/-.	2,27,62,760

Board of Directors

Sr. No	Name	DIN
1.	ARUN KUMAR	09055964
2.	PANKAJ BAID	07462097
3.	ARVIND VINODKUMAR VEGDA	07429884
4.	RITU ASHOKBHAI SHARMA	11092056
5.	SUHIT BAKSHI	06395813
6.	DINESHKUMAR DHARAMKUMAR SABNANI	10840546
7.	VOHRA TEJAL KALPESHBHAI	10841519
8.	KALPESHKUMAR NANALAL VOHRA	10841522

CS ABHISHEK CHHAJED**(IBBI Registered Valuer)****134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria,****Ahmedabad City , Ahmedabad , Gujarat - 380001****E-mail – csabhishekchhajed1@gmail.com Contact number - +91 94088 12129****2. PURPOSE:**

OITL intends to issue equity shares on a preferential basis to meet its funding requirement. In this regard, OITL has engaged me to carry out valuation of Equity Shares of the Company as per requirements of Sub-Regulation 1 of Regulation 166A r.w Sub-Regulation 1 of Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on the relevant date being August 01, 2025.

3. KEY DATES:**Appointing Authority-** Audit Committee of the OITL**Appointment Date:** August 02, 2025**Valuation Date/Relevant Date:** August 01, 2025**Report Date:** August 02, 2025.**4. IDENTITY OF VALUER AND ANY OTHER EXPERTS INVOLVED IN THE VALUATION:**

I am independent Registered Valuer as required under the Companies (Registered Valuer & Valuation) Rules, 2017 registered with Insolvency & Bankruptcy Board of India having registration no. IBBI/RV/03/2020/13674. No other Experts are involved in this valuation exercise.

5. PECUNIARY INTEREST DECLARATION

I do not have pecuniary interest in the Shares of OITL, past, present or prospective, and the opinion expressed is free of any bias in this regard. I strictly follow the code of conduct of the Registered Valuation Organization of IBBI.

6. SOURCES OF INFORMATION:

I have been provided the following information for the valuation analysis:

- MOA & AOA of OITL;
- Annual Report for the year ended on March 31, 2024, March 31, 2023;
- Audited Financial Statements as on March 31, 2025;
- Provisional Financial Statements as on June 30, 2025;
- Trading History Data of Equity Shares of OITL for last one year from relevant Date;
- Written Representations made by the Company in course of the valuation exercise;
- Other related information from various sources;

Besides the above listing, there may be other information provided by the Client which may not have been perused by me in any detail, if not considered relevant for my defined scope.

Discussions (in person / over call) with the management to: Understand the business and fundamental factors that affect its earning- generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance. During the discussions with the management, I have also obtained explanations and information considered reasonably necessary for this exercise.

CS ABHISHEK CHHAJED

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7. FINANCIAL INFORMATION:

Particulars	As at June 30, 2025
	Audited Amt in Rs.
EQUITY AND LIABILITIES	
Equity	
Share Capital	15,994,320.00
Reserve and Surplus	166,452,983.96
Share warrant Application Money	62,238,144.00
Non-Current Liability	
Long Term Borrowing	100,982,737.00
Deferred Tax Liability (Net)	
Other non current Liabilities	
Long Term Provision	
Current Liabilities	
Short Term Borrowing	
Trade Payables	74,900,433.00
Other Current Liabilities	13,061,838.10
other financial liability	
Current tax liability	
Short Term provisions	
TOTAL	433,630,456.06
ASSETS	
Non-Current Assets	
Fixed Assets	
Other Non Current Assets	
Current Assets	
Current Investments	
Inventories	
Trade Receivables	82,200,698.00
Cash and Cash Equivalents	13,869,271.06
Short Term Loans and Advances	334,903,711.00
Other Current Assets	2,656,776.00
TOTAL	433,630,456.06

8. VALUATION PARAMETERS

I. Net Asset Value (NAV)

II. Price Earning Capacity Value (PECV)

III. Market Value.

I. Net Asset Value (NAV)

The Net Assets Method represents the value with reference to historical cost of assets owned by the company and the attached liabilities on particular date. Net asset will be calculated starting from the total assets of the company and deducting there from all debts, borrowing and liabilities, including current and Likely contingent Liability and preference capital if any. In other words it should represent true net worth of business after providing for all outside present and potential liabilities. In the case of companies, the net assets value calculated from assets side of the balance sheet in the above manner will be crossed checked with equity share capital plus free reserve and surplus, less likely contingent liabilities.

II. Price Earning Capacity Value (PECV)

The profit-earning capacity value will be calculated by capitalising the average of the after-tax profits at the following rates;

I. 15% in the case of manufacturing companies.

II. 20% in the case of trading companies.

III. 17.5% in the case of "intermediate companies", that is to say, companies whose turnover from trading activity is more than 40%, but less than 60% of their total turnover.

The crux of estimating the profit-earning capacity value lies in the assessment of the future maintainable earnings of the business. While the past trends in profits and profitability would serve as a guide, it should not be overlooked that the valuation is for the future and that it is the future maintainable stream of earnings that is of greater significance in the process of valuation. All relevant factors that have a bearing on the future maintainable earnings of the business must, therefore, be given due consideration.

III. Market Value:

The Equity Shares of Company are listed on BSE Limited for a period of more than 90 trading days as on the relevant date i.e. Friday, August 01, 2025 and are frequently traded in accordance with SEBI ICDR Regulations.

In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

The Company's Equity Share are listed only at one Nationwide Stock Exchange i.e. on BSE Limited and accordingly, "BSE Limited" is the Stock exchange on which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date.

CS ABHISHEK CHHAJED**(IBBI Registered Valuer)****134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria,****Ahmedabad City , Ahmedabad , Gujarat - 380001****E-mail – csabhishekchhajed1@gmail.com Contact number - +91 94088 12129****9. VALUATION ANALYSIS:**

In terms of first Proviso to the Sub-Regulation 1 of Regulation 166A r.w. Sub-Regulation 1 of Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and by using the Valuation Parameters, the following is the Valuation Analysis of Equity Shares of the Company.

Sr. No.	Valuation Parameters	Value per Equity Share (in Rupees)
1.	Price Earning Capacity Value Method	24.26
2.	Net Assets Value Method	152.98
3.	Market Value Method	103.49

For, detailed working calculation of Value of Equity Share, please refer;

Annexure 1 - For Net Assets Value Method

Annexure 2 - For Price Earning Capacity Value Method

Annexure 3 - For Market Value Method

Sr. No	Method	Value per Equity Share (in Rupees) (A)	Weights (B)	Weighted (C=A*B)
1.	Price Earning Capacity Value Method	24.26	2	48.52
2.	Net Assets Value Method	152.98	1	152.98
3.	Market Value Method	103.49	3	310.47
		Total (D)	6	511.97
Floor Price (In Rupees) (Total of C / D)				85.00

10. CONCLUSION:

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the documents available with us but which will strongly influence the worth of a Shares and Debentures.

In the light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined in this report, I conclude as under;

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Sr. No.	Provisions	Minimum Floor Price (In Rupees)
A	Floor Price in terms of first Proviso to the Sub-Regulation 1 of Regulation 166A of the SEBI ICDR Regulations	85.00
B	Floor Price in terms of the Sub-Regulation 1 of Regulation 164 of the SEBI ICDR Regulations	103.49

Accordingly, the Floor Price of the Equity Share of the Company having Face Value of Rupees 10.00 each in terms of Chapter V of SEBI ICDR Regulations as at Relevant date is **INR 103.49 (Rupees One hundred three and Forty Nine Paise Only).**

11. CAVEATS, LIMITATIONS AND DISCLAIMERS:

My report is subject to the scope limitations detailed hereinafter.

As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made. My engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.

I have provided an assessment of the value based on the information available, application of certain formula and within the scope and constraints of our engagement, others may place a different value to the same. However, I independently did not verify such information and make no representation as to the accuracy or completeness of such information obtained from or provided by such sources.

The company and its representatives warranted to us that the information supplied to us was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. Information supplied to us has been accepted as correct without any further verification. I have not audited, reviewed, or compiled the historical provided to us and, accordingly, i do not express any audit opinion or any other form of assurance on this information. Because of the limited purpose of the information presented, it may be incomplete and contain departures from generally accepted accounting principles. In the course of the valuation, i were provided with both written and verbal information. I have however, evaluated the information provided to us by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement.

My conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Company. I assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.

The draft of the present report was circulated to the Management for confirming the facts stated in the report and to confirm that information or facts stated are not erroneous and the assumptions used are reasonable.

No investigation on the Company's claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the liabilities in the books. Therefore, no responsibility is assumed for matters of a legal nature.

My work does not constitute an audit or certification of the historical financial statements including the working results of the Company referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis

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and results are specific to the purpose of valuation mentioned in the report and it is as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.

I have no responsibility to update this report for events and circumstances occurring after the date of this report. My fees is not contingent to the results or output of this report. I will not be responsible to appear in front of Companies act, income tax, RBI or any other regulatory authority in relation to the said valuation.

The decision to carry out the transaction (including consideration thereof) on the basis of this valuation lies entirely with the OITL and my work and my finding shall not constitute a recommendation as to whether or not OITL should carry out the transaction. The report and conclusion of value are not intended by the author and should not be construed by the reader to be investment advice in any manner whatsoever. The conclusion of value represents my opinion, based on information furnished to us by the client and other sources. Any person/party intending to provide finance/invest in the shares/business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

My report is meant for the purpose mentioned in point 2 of this report and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining my prior written approval for any purpose other than the purpose for which it is prepared.

I acknowledge that I am independent valuer and have no present or contemplated financial interest in the Company. My fees for this valuation is based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner. I have not been engaged by the Company in any unconnected transaction during last five years.

Neither me, nor any managers, employees of my firm makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

Thanking you,

Yours faithfully,



ABHISHEK CHHAJED

RV Registration No – IBBI/RV/03/2020/13674

Registered Valuer

Place: Ahmedabad

CS ABHISHEK CHHAJED

(IBBI Registered Valuer)

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Annexure 1

Valuation of Equity Shares of OITL under NAV Method:

Calculation of Net Assets Value of the Company as at June 30, 2025

Particulars	Amount in Rs.
Total Assets	433,630,456.06
Total Liabilities	188,945,008.10
Net worth	244,685,447.96
No. of Equity Shares	1,599,432.00
Book Value Per Share	152.98

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Annexure 2

Valuation of Equity Shares of OITL under PECV Method:

Amount in Lakhs

Particulars	2024-25	2023-24	2022-23	Total
Total Revenue	257.51	14.31	24.34	
Profit Before Tax	158.85	-8.80	7.61	
Weights	3	2	1	6
Product	476.55	-17.60	7.61	466.56
Weighted Average Profit Before Tax				77.76
Tax @25.17%				19.57
Future Maintainable Profit				58.19
Capitalisation rate @15%				387.92
No of Shares				15.99
Fair Value				24.26

Valuation of Equity Shares of OITL under Market Price Method*(Source: BSE Limited)*

Date of EGM/AGM/POSTAL BALLOT	01-09-25
Relevant Date	01-08-25
Name of the Company	Omega interactive technologies limited
Stock Exchange	Bombay Stock Exchange

Average of the volume weighted average price (VWAP) of the equity shares of Omega interactive technologies limited quoted on the Bombay Stock Exchange during the 90 trading days preceding the relevant date (considering relevant date as 01/08/2025)

Days	Date		VWAP	Days	Date		VWAP
1	31-07-25	360	36864.00	46	29-05-25	616	112236.00
2	30-07-25	1841	184836.00	47	28-05-25	720	138935.00
3	29-07-25	55	5414.00	48	27-05-25	132	23870.00
4	28-07-25	652	62950.00	49	26-05-25	460	89812.00
5	25-07-25	125	11837.00	50	23-05-25	12	2292.00
6	24-07-25	564	52367.00	51	22-05-25	16	3076.00
7	23-07-25	1084	98698.00	52	21-05-25	173	32763.00
8	22-07-25	1455	126221.00	53	20-05-25	12	2269.00
9	21-07-25	4513	372999.00	54	19-05-25	1259	242987.00
10	18-07-25	1291	101666.00	55	16-05-25	92	18294.00
11	17-07-25	14660	1021021.00	56	15-05-25	99	19890.00
12	16-07-25	3431	245684.00	57	14-05-25	55	11275.00
13	15-07-25	7537	548347.00	58	13-05-25	87	17491.00
14	14-07-25	9167	641976.00	59	12-05-25	59	11848.00
15	11-07-25	2669	195112.00	60	09-05-25	135	26858.00
16	10-07-25	1168	90282.00	61	08-05-25	100	19895.00
17	09-07-25	4166	337569.00	62	07-05-25	105	20950.00
18	08-07-25	725	61733.00	63	06-05-25	45	8978.00
19	07-07-25	27071	2483818.00	64	05-05-25	44	8646.00
20	04-07-25	9833	919173.00	65	02-05-25	44	8476.00
21	03-07-25	4947	484507.00	66	30-04-25	61	11953.00
22	02-07-25	5607	575798.00	67	29-04-25	15	2903.00
23	01-07-25	3062	331144.00	68	28-04-25	18	3539.00
24	30-06-25	1796	201501.00	69	25-04-25	452	85406.00
25	27-06-25	4375	522759.00	70	24-04-25	170	31849.00
26	26-06-25	2747	313346.00	71	23-04-25	137	25871.00
27	25-06-25	843	97914.00	72	22-04-25	44	8223.00
28	24-06-25	2297	287003.00	73	21-04-25	97	17466.00
29	23-06-25	1433	182640.00	74	17-04-25	4	718.00
30	20-06-25	4249	530943.00	75	16-04-25		

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31	19-06-25	625	80066.00	76	15-04-25	34	6124.00
32	18-06-25	3506	474895.00	77	11-04-25	184	31736.00
33	17-06-25	1103	157871.00	78	09-04-25	32	5283.00
34	16-06-25	4278	665486.00	79	08-04-25	118	18539.00
35	13-06-25	4512	686704.00	80	07-04-25	115	17273.00
36	12-06-25	421	60014.00	81	04-04-25	134	19499.00
37	11-06-25	882	125937.00	82	03-04-25	171	24760.00
38	10-06-25	695	104252.00	83	02-04-25	327	49859.00
39	09-06-25	826	128736.00	84	01-04-25	66	10686.00
40	06-06-25	418	68119.00	85	28-03-25	162	27345.00
41	05-06-25	1540	267118.00	86	27-03-25	202	36374.00
42	04-06-25	194	35026.00	87	26-03-25	156	28816.00
43	03-06-25	110	20868.00	88	25-03-25	1160	225400.00
44	02-06-25	848	155492.00	89	24-03-25	72	13913.00
45	30-05-25	30	5781.00	90	21-03-25	337	68460.00
				Average Price			103.49

Average of the volume weighted average price (VWAP) of the equity shares of Omega interactive technologies limited quoted on the Bombay Stock Exchange during the 10 trading days preceding the relevant date (considering relevant date as 01/08/2025)

Days	Date		VWAP	Days	Date		VWAP
1	31-07-25	360	36864.00	6	24-07-25	564	52367.00
2	30-07-25	1841	184836.00	7	23-07-25	1084	98698.00
3	29-07-25	55	5414.00	8	22-07-25	1455	126221.00
4	28-07-25	632	62930.00	9	21-07-25	4513	372999.00
5	25-07-25	125	11837.00	10	18-07-25	1291	101666.00
				Average Price			88.26

A	Average of 90 trading days VWAP		103.49
B	Average of 10 trading days VWAP		88.26
C	Applicable Minimum Price (Higher of the A or B)		103.49