

OMNIPOTENT INDUSTRIES LIMITED

**Regd. Office: - 205, Floor-2, Plot-1/3 Sujata Chambers, Abhaychand, GandhiMarg,
Mirchi Gully Mazid Station, Mumbai, Maharashtra, India, 400003**

CIN: L74999MH2016PLC285902

Email Id: compliance.omnipotent@gmail.com/ Contact No: - 7804025671

Date: 22-11-2025

To,

Corporate Relationship Department
BSE Limited, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Sub: Notice of Extra Ordinary General Meeting.

Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India {Listing Obligations and Disclosure Requirements) Regulations, 2015.

Scrip Code: 543400

ISIN: INE0JFE01012

Dear Sirs/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of Extra Ordinary General Meeting dated November 22, 2025.

The Notice along with the Explanatory Statement, has been dispatched to all the Members whose names appear in the Register of Members or List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL)

The Company has provided the facility to vote by electronic means (remote e-voting) on the resolution as set out in the EGM Notice. The e-voting shall commence on Saturday, December 13, 2025, at 09:00 A.M. and will end on Monday, December 15, 2025 at 05:00 P.M. The copy of the said EGM Notice is being made available on the website of the Company, at the weblink <https://www.omnipotent.co.in/investor-relations/notices-announcements/>

You are requested to kindly take the above information on your records.

Thanking You

Yours Truly

For Omnipotent Industries Limited

NIDHI
JAIN
Digitally signed
by NIDHI JAIN
Date: 2025.11.22
13:15:35 +05'30'

Nidhi Jain

Company Secretary & Compliance officer

Membership No.: 76703

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Notice is hereby given that 1st Extraordinary General Meeting (EGM) for the financial year 2025-26 of the Members of Omnipotent Industries Limited will be held on Tuesday, 16th December, 10:00 A.M. at 20th floor, Oberoi Commerz II, 1 Mohan Gokhale Rd, Aarey Milk Colony, Mumbai, Maharashtra 400063, to transact the following special businesses:

SPECIAL BUSINESS:

Item No. 1 – Alteration of Object Clause of Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the Registrar of Companies, the Object Clause of the Memorandum of Association of the Company be and is hereby altered by adding in the existing Clause III(A) the following new Clauses and other clauses be renumbered accordingly:

1. To carry on in India or elsewhere the business of trading, importing, exporting, manufacturing, processing, producing, marketing, buying, selling, reselling, supplying, distributing, stocking, warehousing, packaging, and otherwise dealing in all kinds of goods, articles, commodities, and merchandise including but not limited to plastic granules, plastic raw materials, polymers, resins, plastic and allied products, plastic moulded articles, components, packaging materials, containers, fittings, and accessories of every kind and description; agro products including agricultural produce, seeds, grains, fruits, vegetables, fertilizers, pesticides, agro-chemicals, farm equipment and allied goods; iron, steel and steel products including ferrous and non-ferrous metals, semi-finished and finished steel, steel rods, bars, sheets, coils, pipes, plates, wires, tools, utensils, machinery, equipment, structures, and allied articles whether raw, semi-finished or finished; and to undertake all activities incidental or ancillary thereto.”
2. To carry on the business as merchants, traders, agents, stockiest, distributors, importers, exporters, wholesalers, retailers, commission agents or otherwise in connection with the aforesaid goods and commodities, and to establish storage, warehousing, transportation, logistics, and distribution facilities in connection therewith.
3. To engage in any other business or commercial activity which is incidental or conducive to the attainment of the above objects, without engaging in any activity prohibited under law or requiring prior approval without obtaining such approval from the competent authority.”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to file the necessary forms with the Registrar of

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Companies and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

Item No. 2 - Shifting of Registered Office of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 12 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the consent of the members be and is hereby accorded for shift the Registered Office of the Company from its present address 205, Floor-2, plot-1/3 Sujata Chambers, Abhaychand Gandhi Marg Gully Masgid station, Mumbai 400003 to Shop No. 5, Shanti Garden Sector 5, Building no. 6/7, Near Police Commissioner Office, Mira Road East, Thane – 401107 outside the local limits and city within the same state and under jurisdiction of the same Registrar of Companies."

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, including filing necessary forms and documents with the Registrar of Companies and other authorities, as may be required to give effect to this resolution."

Item No. 3 — Appointment of Mr. Gourav Piplonia (DIN: 07459334) as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Gourav Piplonia (DIN: 07459334), who was appointed as an Additional Director on 13th October, 2025, as the Managing Director of the Company for a period of three (3) years, with effect from the date of approval of this resolution, on the terms and conditions including remuneration set out hereunder."

1. **Term of Appointment-** 3 years (w.e.f. 16th of December 2025)
2. **Remuneration:** Rs. 50,000 per month (with an annual increment as may be decided by the Board on recommendation of Nomination and Remuneration Committee.)

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- 3. Perquisites:** as Board may think fit under the limit specified in the provision of section 197, 198 read with schedule V of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee), be and is hereby authorised to alter, modify or vary the terms and conditions of appointment and/or remuneration payable to Mr. Gourav Piplonia, within the limits prescribed under the Companies Act, 2013 and/or Schedule V thereto, as may be deemed appropriate from time to time.”

“RESOLVED FURTHER THAT of the Board of Director and/or the Company Secretary of the company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such act deeds and things and to sign and execute deeds, applications, documents and as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board

For Omnipotent Industries Limited

Sd/-

Nidhi Jain

Company Secretary

Date: 22/11/2025

Place: Mumbai

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NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 read along with Secretarial Standard 2 as issued by Institute of Company Secretaries of India (ICSI) and Regulation 36 of SEBI (LODR) Regulations, 2015 setting out the material facts relating to the Special Business to be transacted at the meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.

3. Corporate Members are requested to send a duly certified copy of Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the Extra-Ordinary General Meeting (EGM).
4. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote
5. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, to attend the Meeting.
6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the EGM).
7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out material facts concerning the Special business under Item Nos. 1 to 3 of the accompanying Notice, is annexed hereto.
8. The Company has appointed Ms. Sonam Jain, Practicing Company Secretary, as Scrutinizer, to scrutinize the e-voting process and the voting in the EGM through ballot paper in fair and transparent manner.

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9. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday 14th November 2025 have been considered for the purpose of sending the EGM Notice.
10. As per the provisions of Section 72 of the Act, the facility for making nominations 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.
11. Members attending the meeting are requested to bring with them the Attendance Slip duly filled in and signed and handed over the same at the entrance of the meeting venue.
12. Voting through electronic means:

The remote e-voting period begins on Saturday, 13th December 2025 at 09:00 A.M. and ends on Monday, 15th December 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. 9th December 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

Bigshare e-Voting System: - For e-voting

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Saturday, 13th December 2025 at 09:00 A.M. and ends on Monday, 15th December 2025 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 9th December 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.2) 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.

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	<p>BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) faAor</p>

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	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type	Helpdesk details
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 or contact at toll free No. 1800 22 55 33.
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- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.

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- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID as user id.**
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.**
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.

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- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on I-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

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Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

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STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 3 of the Notice:

Item No. 1:- Alteration in object clause of the Memorandum of Association of the Company

The existing Object Clause of the Memorandum of Association of the Company requires modification in order to enable the Company to undertake a wider range of business activities, including trading and manufacturing of plastic, agro products, steel, and allied goods, as well as ancillary services such as warehousing, logistics, and distribution.

In view of the Company's future business plans and to provide greater flexibility, it is proposed to amend the objects in the existing Clause III(A) of the Memorandum of Association by adding few new clauses as set out in the resolution under Item No. 1 of the Notice.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Memorandum of Association requires approval of the members by way of **Special Resolution** and further approval of the Registrar of Companies.

The Board recommends the resolution for approval of the members as a **Special Resolution**.

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

Item No. 2 - Shifting of Registered Office of the Company

The Registered Office of the Company is presently situated at **205, Floor-2, Plot-1/3, Sujata Chambers, Abhaychand Gandhi Marg, Gully Masjid Station, Mandvi, Mumbai – 400003**.

In order to accommodate the growing operations of the Company, provide better facilities for management, and ensure improved accessibility for stakeholders, it is proposed to shift the Registered Office of the Company to **Mira Road (East), Thane – 401107, which is outside the local limit and city but within the same state and under the same ROC jurisdiction**.

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The proposed shifting of the Registered Office is within the State of Maharashtra and will not result in any change in the jurisdiction of the Registrar of Companies, as both the existing and proposed locations fall under the jurisdiction of the Registrar of Companies, Mumbai.

Pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the approval of the Members by way of Special Resolution is required for the shifting of the Registered Office.

Accordingly, the Board of Directors recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 3 – Appointment of Mr. Gourav Piplonia as Managing Director of the Company.

Mr. Gourav Piplonia was appointed as Managing Director by the Board in their meeting held on 30th June, 2025 and placed his appointment for shareholders' approval in the Annual General Meeting of the Company held on 30th September 2025. But due to some technical difficulties while attempting to cast the votes through the e-voting platform by the shareholders, the Company has not received sufficient votes in favour of the resolution to be passed as special resolution. And Accordingly, Mr. Gourav Piplonia ceased to be a Director of the Company w.e.f the date of AGM.

Further on recommendation of the Nomination and remuneration committee, The Board of Directors, in their meeting held on 13th October 2025, appointed Mr. Gourav Piplonia (DIN: 07459334) as an Additional Director of the Company, in terms of Section 161(1) of the Companies Act, 2013.

The Nomination and remuneration committee ensures that his appointment as MD of the Company will be beneficial for the business growth of the Company and on his experience and contribution to the growth of the Company, the Committee is of the view that his appointment as Managing Director will be in the best interest of the Company

The Board considered its recommendation and proposes his appointment as Managing Director of the Company subject to the prior approval of the shareholders .

In accordance with the provisions of Sections 152, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, the approval of the members is sought for his appointment as **Managing Director of the Company for a term**

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CIN: L74999MH2016PLC285902

Email Id: compliance.omnipotent@gmail.com/ Contact No: - 7804025671

of three (3) years, liable to retire by rotation, on such terms and conditions including remuneration as mentioned below as may be determined by the Board.

- Term of Appointment- 3 year (w.e.f. 16th December 2025 to 15th December 2028
- Remuneration- Rs. 50,000 /- per month (with an annual increment as may be decided by the Board on recommendation of Nomination and Remuneration Committee.)
- Perquisites- as may be decided by the Board, which shall be within the limited as prescribed in section 197 read with schedule V of the Companies Act, 2013.

The Board recommends the resolution for approval of the members as a **Special Resolution**.

Except Mr. Gourav Piplonia and his relatives, none of the Directors, Key Managerial Personnel ("KMP") or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The following additional information as required by Schedule-V to the Companies Act, 2013 is given below:

I. General Information:

(i) Nature of Industry: The Company is, inter alia, engaged in the trading, import, and distribution of bitumen, petroleum products, and allied materials, catering to road construction, infrastructure, and industrial applications.

(ii) Date or expected date of commencement of commercial production: The Company was incorporated on September 9, 2016, and commenced business thereafter.

(iii) Financial performance based on given indicators – as per audited financial results for the year ended March 31, 2025:

Particulars	Rs. in Crores
Gross Turnover & Other Income	20.13 (Approx.)
Net Loss	4.24 (Approx.)
Net Worth	17.43 (Approx.)

II. Information about the appointee:

i) Background details: Refer as stated above.

ii) Past remuneration during the financial year ended March 31, 2025: 0

iii) Job Profile and his suitability: Mr. Gourav Piplonia was appointed as Whole time Director of the Company. He was appointed as Managing Director. Taking into

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consideration his qualification, expertise and the development of the Company under his leadership, the 'Managing Director' is best suited for the responsibilities currently assigned to him.

Following are the details of the annual salary and remuneration proposed to be paid to Mr. Gourav Piplonia, Managing Director as required by Schedule V to the Companies Act, 2013 is given below:-

III. Salary, Perquisites, Allowances & Remuneration per annum

i) **Tenure of Appointment:** 3 years i.e. with effect from 16th December 2025 to 15th December 2028

ii) **Salary:** Maximum upto Rs. 50000 per month/- (with an annual increment as may be decided by the Board on recommendation of Nomination and Remuneration Committee.

iii) **Perquisites:** Nil

The remuneration payable to Mr. Gourav Piplonia Lahoti, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

Remuneration Based on Net Profit:

Any increment in salary & perquisite payable to Mr. Gourav Piplonia as may be recommended by Nomination & remuneration Committee approved by the Board of Directors of the Company shall be in addition to remuneration mentioned above.

Name of the Director	Mr. Gourav Piplonia
DIN	07459334
Date of Birth	21.12.1986
Age	39 Years
Date of first appointment on the Board	17.03.2025
Qualifications	Master's degree in commerce
Experience and Expertise	He has over 15 years of professional experience in tax and business advisory, corporate and capital structuring, planning and formation, and corporate compliance. His expertise includes business planning and decision making, development of

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	systems and processes, tax and corporate compliances, as well as audit and assurance services
Number of Meetings of the Board attended during the year (FY 2024-2025)	<u>0</u>
Directorship held in other Public Limited Companies (including listed Companies)	0
Chairman/ Membership of Committees in other Public Limited Companies	N. A
Listed entities from which the person has resigned in the past 3 years	-
No. of equity shares held in the Company	=
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Mr. Gourav Piplonia has no such relationship with the other directors, Manager and other Key Managerial Personnel of the Company.
Terms and Conditions of appointment/ re-appointment	As mentioned above
Remuneration last drawn	Rs. 50,000 per month.
Remuneration sought to be paid	Rs. 50,000 per month.

By Order of the Board
For Omnipotent Industries Limited

Sd/-
Nidhi Jain
Company Secretary

Date: 22/11/2025
Place: Mumbai

OMNIPOTENT INDUSTRIES LIMITED

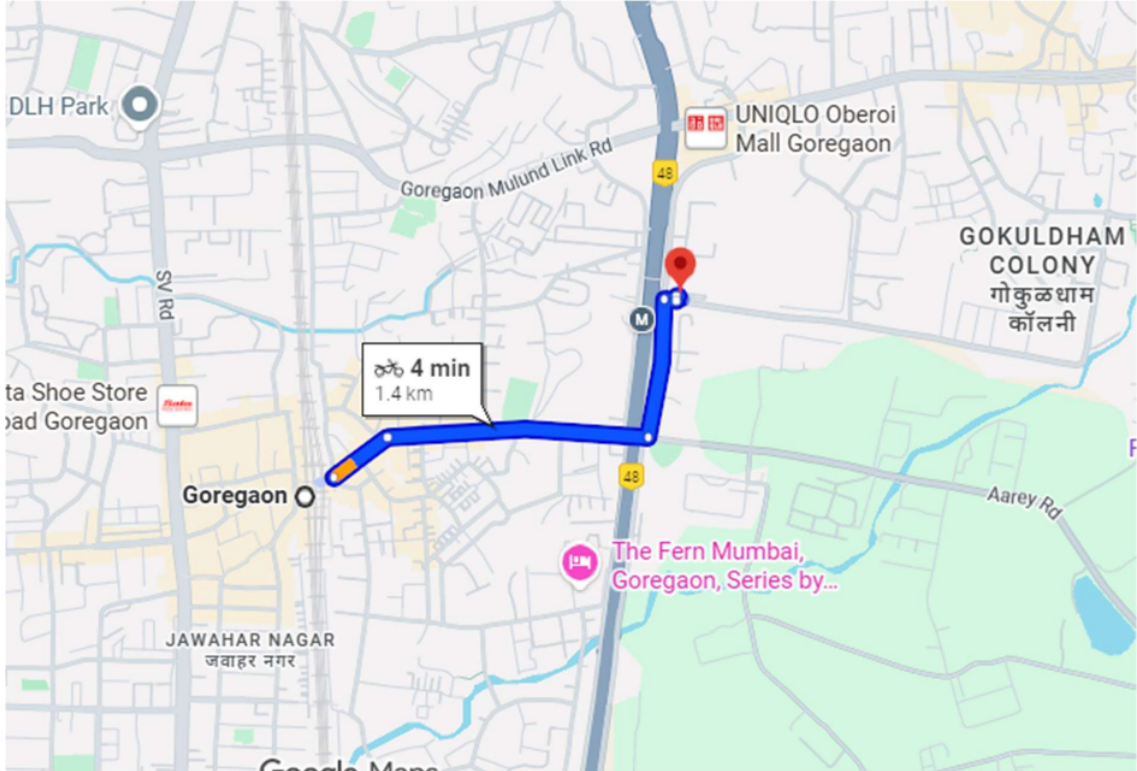
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Map of EGM Venue

20th floor, Oberoi Commerz II, 1 Mohan Gokhale Rd,
Aarey Milk Colony, Mumbai, Maharashtra 400063



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ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING

Name & Address of Registered shareholder	
Folio No.	
No. of shares(s) held	

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company convened at 10.00 A.M. on Tuesday the 16th of December 2025 at 20th floor, Oberoi Commerz II, 1 Mohan Gokhale Rd, Aarey Milk Colony, Mumbai, Maharashtra 400063.

Member's / Proxy's Signature

Note: Please complete this and hand it over at the entrance of the hall.

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PROXY FORM

FORM MGT-11

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L74999MH2016PLC285902
Name of Company : OMNIPOTENT INDUSTRIES LIMITED
Registered Office : 205, Floor-2, Plot-1/3 Sujata Chambers, Abhaychand,
GandhiMarg, Mirchi Gully Mazid Station, Mumbai,
Maharashtra, India, 400003
Name of the Member(s) :
Registered address :
E-mail Id :
Folio No. :

I/ We being the Member(s) of the Company holding _____ shares, hereby appoint;

1	Name:	E-mail ID:
	Address:	Signature:
or failing him		
2	Name:	E-mail ID:
	Address:	Signature:
or failing him		
3	Name:	E-mail ID:
	Address:	Signature:

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra
Ordinary General Meeting, to be held on Tuesday, December 16, 2025 at 10.00 A.M. at **205 20th**

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floor, Oberoi Commerz II, 1 Mohan Gokhale Rd, Aarey Milk Colony, Mumbai,
Maharashtra 400063

Resolution No.	Type of Resolution	Resolution(s)
SPECIAL BUSINESS		
1	Special	Alteration of Object Clause of Memorandum of Association of the Company
2	Special	Shifting of Registered Office of the Company
3	Special	Appointment of Mr. Gourav Piplonia (DIN: 07459334) as Managing Director of the Company

Signed this _____ day of _____ 2025.

Affix
Revenue
Stamp

Signature of Shareholder _____

Signature of Proxy _____

NOTES:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.