

OMNI AX's SOFTWARE LIMITED

2013 - 14



TWENTYSECOND ANNUAL REPORT

REGD. OFFICE
TAAS MAHAL, 2A SECOND FLOOR
10, MONTIETH ROAD, EGMORE,
CHENNAI – 600 008

Board of Directors

Rajendra Jain
Shreyas S Shah
Jaybalan Jaykumar

Auditors

Sidharth Mehta & Co.
Chartered Accountant
No: 91, Govindappa Naicken Street,
Chennai - 600 001.
Ph: 044 - 25390430, 25390431

Bankers

ICICI Bank, Adyar Branch
Chennai – 600 020

Registered Office

Taas Mahal
2A, Second Floor
10, Montieth Road, Egmore
Chennai – 600 008
Tel : 9940190006
E-mail : omniaxssoftware@gmail.com
CIN : L30006TN1992PLC022439

Share Transfer Agents

Cameo Corporate Services limited,
1, Subramaniam Building, Club House Road,
Off Mount Road,
Chennai – 600 002
Ph.: (044) 28460390 (5 lines) Fax: (044) 28640129

NOTICE

NOTICE is hereby given that the Twenty-second Annual General Meeting of the members of the Company will be held on Friday, September 26, 2014 at 10.30 A.M at Asha Nivas, 9 Rutland Gate, 5th Street, Nungambakkam, Chennai – 600 006 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2014, the Profit & Loss account for the period ended on 31.03.2014 and to consider the reports of the Directors and Auditors thereon.
2. To appoint director in place of Mr. Rajendra Jain who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Sections 139 and 142 of the Companies Act, 2013, and Rules made thereunder, and the recommendations of Audit Committee of the Board of Directors, M/s Sidharth Mehta & Co., Chartered Accountants (Membership No. 008108S) be and are hereby appointed as the statutory Auditors of the Company, to hold office from the conclusion of the ensuing Annual General Meeting of the Company to the conclusion of 24th Annual General Meeting, subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors.

SPECIAL BUSINESS

4. Appointment of Mr. Sreyas S Shah as an Independent Director

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

“RESOLVED THAT, pursuant to provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Sreyas S Shah Independent Director of the company whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 31st March, 2019, and whose office shall not henceforth, be liable to retire by rotation.

5. Appointment of Mr. Jayabalan Jayakumar as an Independent Director

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

“RESOLVED THAT, pursuant to provisions of sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Jayabalan Jayakumar Independent Director of the company whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act,

2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 31st March, 2019, and whose office shall not henceforth, be liable to retire by rotation.

BY ORDER OF THE BOARD

Rajendra Jain
Director

Place : Chennai
Date : 13.08.2014

NOTES:

1. Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 is attached herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

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.
3. Corporate Members intending to send their authorised representatives to attend the meetings are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The details of Director seeking appointment/re-appointment in terms of Clause 49 of the Listing Agreement are annexed hereto and forms part of this Notice.
5. Pursuant to the provision of section 91 of the Companies Act, 2013 (corresponding to 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2014 to 26th September 2014 (both days inclusive) in connection with the Annual General Meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants or send an e-mail to at . Cameo Corporate Services Limited, Registrar and Share Transfer Agent, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
7. The Notice of the 22nd AGM and instructions for e-voting along with Attendance slip and Proxy Form is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository participants. Members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agents.

9. Voting through electronic means

In compliance with the provisions of Sections 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide its members facility to exercise their right to vote at 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

A.. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 20th September, 2014 (10.00 am) and ends on Monday 22nd September, 2014 (6.00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd August, 2014 (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL NO.) in the Address Label In case the sequence number is less than 8 digits enter the applicable

	number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant OMNI Ax's Software Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a "compliance user" should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. The voting rights of shareholders shall be in proportion to their shares of the paid up equity Share capital of the Company as on the cut-off date 22nd August, 2014.
- C. E-voting right cannot be exercised by a Proxy.
- D. The Company has appointed Ms. Sweety Kapoor, Practicing Company Secretary (ACS No. 6410, CP No. 5738) as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
- E. The scrutinizer shall within a period not exceeding three working days from the conclusion of e-voting period unblock the votes in presence of at least two witnesses not in the employment of the company and make a Scrutinizer's report of the votes cast in favour or against and submit his final report to Chairman of the company within three working days after the conclusion of e-voting period.
- F. The results of Annual General Meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company on or after annual general meeting within the prescribed time limits.
- G. The result declared along with the Scrutinizer's Report shall be placed on the website of CDSL within the prescribed time and will also be forwarded to all the Stock exchanges in India where the share of the Company are listed.
- H. The scrutinizer's decision on the validity of e-voting will be final.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Items 4 and 5

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. Jayabalan Jayakumar and Mr. Sreyas S Shah Independent Directors were appointed by the Members of the Company. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions,

the Independent Directors shall be appointed for not more than two terms of five years and shall not be liable to retire by rotation at the AGM.

Accordingly, in compliance of Sections 149, 152, Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, Mr. Jayabalan Jayakumar and Mr. Sreyas S Shah being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors of the Company who shall hold office from the date of this Annual General Meeting for a term upto 31st March 2019. A Notice pursuant to Section 160 of the Companies Act, 2013, with the required deposit has been received from a shareholder signifying his intention to propose their appointment as Directors of the company.

In the opinion of the Board, Mr. Jayakumar Jayabalan and Mr. Sreyas S Shah fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Directors of the Company and they are independent of the management.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Jayakumar Jayabalan and Mr. Sreyas S Shah as Independent Directors for the approval of shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Independent Directors is concerned or interested in these Resolutions. The Board recommends the Ordinary Resolutions as set out at item no. 4 and 5 for approval of the Members.

Brief resume of the Directors seeking Re-Appointment pursuant to Clause 49 of Listing Agreement .

Mr. Rajendra Jain

A commerce and law graduate from Calcutta University. He has been associated with various Corporate Houses in their public relations build ups and media planning. He has wide experience in the fields of Advertisements Budgeting and Creative Designing, System structure along with execution of Concept selling, Methodologies and Propositions.

Mr. Shreyas S Shah

A young dynamic personality is having excellent knowledge of capital market operations. His experience and advice will be valuable for development of finance oriented systems.

Mr. Jaybalan Jayakumar

A civil engineer with metallurgy and electrical as electives from Guindy Engineering College, Chennai is a director of Metro Films Private Ltd. He was on the Board of VSK Ferroalloys and Golden Ferro Alloys. He was also Managing Director Vegaa Alloy Steel Ltd. He brings with him vast experience in corporate planning, HR management, overseas business development process and general management.

DIRECTORS' REPORT

Your Directors present the Twenty-second Annual Report together with the Audited Accounts of the Company for the Financial Year ended on 31st March 2014.

FINANCIAL HIGHLIGHTS

The financial results of the Company during the year under review as compared to the previous year are summarised as under:

PARTICULARS	31.03.2014	31.03.2013
Sales & Other Income	1,000,500	4,002,300
Profit / (Loss) before Depreciation and Tax	40,958	(498,715)
Less: Depreciation	103,004	103,004
Profit / (Loss) before Tax	(62,046)	(601,719)
Provision for Deferred Tax – Asset	(12,421)	(9,442)
Profit / (Loss) after Tax	(49,625)	(592,277)
Weighted Average number of Shares	17,218,759	17,218,759
EPS Basic & Diluted	(0.003)	(0.03)

OPERATIONS AND PERFORMANCE

During the year under review the company reported loss of Rs.0.50 lakhs as opposed to loss of Rs. 5.92 lakhs reported in the previous year. The company has not taken up any major activity in the development of Software for the clients. Revenue was generated thru small job works. A major cost reduction program introduced in earlier year continues to benefit the company.

DIVIDEND

Your directors do not recommend any dividend as there was a loss during the year under review.

PUBLIC DEPOSITS AND LOANS/ ADVANCES

The Company has not accepted any public deposits during the financial year. The particulars of loans/ advances and investment in its own shares by listed companies, their subsidiaries, associates etc. required to be disclosed in the annual accounts of the company pursuant to Clause 32 of the listing agreement with the company, are furnished separately.

DIRECTORS

Mr. Rajendra Jain retires by rotation and being eligible offers himself for re-appointment. The Board recommends his re-appointment.

Mr. Shreyas S Shah and Mr. Jayabalan Jayakumar have been appointed as Independent Directors in terms of the provisions of the Companies Act 2013.

INDUSTRIAL RELATIONS AND HUMAN RESOURCE MANAGEMENT

The Company is constantly working to create a congenial work environment and motivating employees at all levels and shall always place all necessary emphasis on continuous development of its human resource.

SUBSIDIARIES

The Company does not have any subsidiary

HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION

The Company has been regularly complying with relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

AUDITORS

M/s Siddharth Mehta & Co., Chartered Accountants, Statutory Auditors of the Company retires at the conclusion of the ensuing Annual General Meeting of the Company and are eligible for reappointment. The Company has obtained confirmation that if appointed it would be in conformity with the provisions of section 141 of the Companies Act, 2013 and will be within the limits specified therein. The Board recommends reappointment.

AUDITORS REPORT

The notes on accounts are self explanatory to the comments made by the Auditors in their Report and therefore do not call for any further explanations.

LISTING

The shares of the company are listed in Bombay Stock Exchange. The company is yet to receive Listing confirmation of 77,44,760 equity shares issued on Preferential basis for acquisition and merger of three companies viz, Elan Integrated Systems Pvt. Ltd., R3 Ventures Pvt. Ltd. and Millennium E- soft Solutions. Efforts are continuing to have those listed.

CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement along with the Auditors' Certificate for its due compliance forms part of the Annual Report. Your company has taken adequate steps for compliance with the Corporate Governance guidelines, as amended from time to time.