

OMNI AX's SOFTWARE LIMITED

2014 - 15



TWENTY THIRD ANNUAL REPORT

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

Board of Directors

Shreyas S Shah
Rajendra Jain
Jaybalan Jaykumar

Auditors

Siddarth Mehta & Co.,
Chartered Accountants,
No- 91, Govindappa Naicken Street,
Chennai- 600 006,
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 Third Annual General Meeting of the members of the Company, will be held on Saturday, September 30, 2015 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 31.03.2015, the profit & Loss account for the period ended on 31.03.2015 and to consider the reports of the Directors and Auditors thereon.
2. To appoint Directors in place of Mr. Rajendra Jain who retires by rotation and being eligible offers himself for re-appointment
3. To appoint the Statutory Auditors of the company and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provision of Sections 139 and 142 of the companies Act 2013, and Rules made there under, and the recommendation of Audit committee of the Board of Directors of Mr. Sibsanakar Chakraborti Chartered Accountants, Kolkatta (FRN:323691E) be and is hereby appointed as Auditors of the Company from the conclusion of this Annual General Meeting to the conclusion of 25th Annual General Meeting, subject to ratification by members and that the Board of Directors be and are hereby authorised to fix the remuneration payable to them as may be determined by the Audit Committee in consultation with the Auditors."

By Order of the Board

Director

Place: Chennai

Date:

NOTES:

1. Explanatory statement pursuant to section 102(l) 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.
3. 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 share holder.
4. Corporate Members intending to send their authorised representatives to attend 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.

5 The details of Directors seeking appointment/ re-appointment in terms of Clause 49 of the Listing Agreement are annexed hereto and forms part of this Notice.

6 Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2015 to 29th September 2015 (both days inclusive) in connection with the Annual General Meeting.

7. 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.

8 The Notice of the 23rd 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.

9 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.

10. 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 24th 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 as under:

(i) The voting period begins on 27th September, 2015 (9.00 am) and ends on 29th September, 2015 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date 23rd September, 2015 record date may cast their vote electronically. The evoting 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 names 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 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 and 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 relevant OMNI Ax's Software Limited n' 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 corporate.
- 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.

(xviii) 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 23rd September, 2017.
- 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.

By Order of the Board

Director

Place: Chennai

Date:

DIRECTORS' REPORT

Your Directors with pleasure present the Twenty-Third Annual Report together with the Audited Accounts of your company for the Financial Year ended on 31st March 2015

FINANCIAL HIGHLIGHTS

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

PARTICULARS	As on 31.03.2015	As on 31.03.2014
Sales & Other Income	202000	1000500
Profit / (Loss) before Depreciation and Tax	(618459)	40598
Less: Depreciation	103004	103004
Profit / (Loss) before Tax	(721463)	(62046)
Provision for Deferred Tax Asset	(12421)	(12421)
Profit / (Loss) after Tax	(709042)	(49625)
Weighted Average number of Shares	17218759	17218759
EPS Basic & Diluted	(0.04)	(0.00)

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.

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 Company

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 maximise worker protection and safety.

AUDITORS

The existing Auditors M/s. Sidharth Mehta & Co., Chartered Accountants, Chennai have expressed their inability to continue as Statutory Auditors of the company due to their pre commitments and the Board of Directors appointed Mr. Sibsanakar Chakraborti, Chartered Accountants, Kolkata (FRN: 323691E) as the Statutory Auditors of the Company for the conclusion of this meeting to the conclusion of the 25th AGM at a remuneration fixed by Board of Directors in consideration with the Audit Committee."

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.

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.

CONSERVATION OF ENERGY,TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information regarding conservation of energy and technology absorption are not applicable to your company. There were no foreign exchange earnings and outgo during the financial year.

DIRECTOR'S RESPONSIBILITY STATEMENT

As required under Section 34(5) of the Companies Act, 2013, your Directors confirm :

- i. that in preparation of accounts applicable accounting standards have been followed;
- ii. that directors have selected such accounting policies and applied them constantly and made judgments and estimates that are reasonable and prudent to give a true and fair view of state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- iii. that Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- iv. that the directors have prepared Annual Accounts on a Going Concern basis.

PARTICULARS OF EMPLOYEES U/S 134 OF THE ACT

None of the employees have received remuneration in excess of the sum prescribed u/s 134 of the companies Act,2013.

MANAGEMENT DISCUSSION AND ANALYSIS

A separate section on Management Discussion and Analysis Report forming part of the Annual report is attached.

ACKNOWLEDGMENT

Your directors would like to place on record their sincere gratitude to the shareholders, bankers, business associates, clients for their continued patronage and co-operation. The directors are also happy to place on record their appreciation for the whole hearted commitment and contribution made by all the employees and look forward to their continued support.

For and on behalf of the Board

Director

Director

Date:

Place: Chennai

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY

Corporate governance is the application of best management practices, compliance of laws and adherence to ethical standards, transparency to achieve Company's objectives. The company is committed to the principles of good corporate governance

2. BOARD OF DIRECTORS

The composition of the board and category of the directors are given in table below. During the financial year 2014-15 four board meetings were held on 29.05.2014, 13.08.2014, 11.11.2014 and 09.02.2015.

Name	Category	Board meetings attended	Last AGM attended	Other Directorship	Committee Chairman (other than OMNI)
Rajendra Jain	Executive	4	Yes	NIL	NIL
Shreyas S. Shah	Independent	4	No	NIL	NIL
Jayakumar Jayabalan	Independent	4	Yes	NIL	NIL

The composition of the Board having executive directors and independent directors is in conformity with the stipulation of clause 49 of the Listing Agreement with Bombay Stock Exchange.

3. BOARD COMMITTEES

A. AUDIT COMMITTEE

Major terms of reference of Audit Committee are :

- (i) Effective supervision of the transparent financial reporting process, disclosure of its financial information, ensuring compliance with established accounting standards, policies, procedure and statutory regulations.
- (ii) Evaluate adequacy of internal financial controls and risk management system and its effectiveness and recommend appropriate measures as deemed fit.
- (iii) Reviewing the financial results of the company each quarter/year and Auditors' report thereon before the same are placed at the board meeting for approval.
- (iv) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company