



TWENTY FIFTH ANNUAL REPORT

No.1 Wallers Lane, 1st Floor,
Room No.3, Mataji Complex
Near India Silk House
Anna Salai, Chennai 600 002

Board of Directors

Subhas Banerjee
Rajendra Jain
Jaybalan Jayakumar

Auditors

Sibsankar & Associates.,
Chartered Accountants,
Ak-177 ,
Salt Lake City,
Kolkata- 700091
Email- sibsankar.chakraboni@srnai Lcom
Mob: 9830156836

Registered Office

No.1, Wallers Lane, 1st Floor,
Room No. 3,
Mataji Complex,

Near India Silk House,
Mount Road,
Chennai- 600002
E-mail : omniax2015@email.corr

Share Transfer Agents

Cameo Corporate Services limited,
1, Subramaniam Building,
Club House Road,
Off Mount Road,
Chennai - 600 002
Ph.: (044) 284603900
Fax: (044)28640129

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NOTICE

Notice is hereby given that the Twenty-Fifth Annual General Meeting of the members of the company, will be held on Saturday, September 30, 2017 at 10.31 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 31.03.2017, the profit & Loss account for the period ended on 31.03.2017 and to consider the reports of the Directors and Auditors thereon.
2. To appoint Directors in place of Mr. Jayabalan Jayakumar 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 M/s. A.John Moris & Co., Chartered Accountants, Chennai (FRN: 007220S) be and is hereby appointed as Auditors of the Company from the conclusion of this Annual General Meeting to the conclusion of 30th Annual General Meeting, subject to ratification by members and that the Board of Directors be and are hereby authorised to fix the remuneration (including term of payment), plus service tax and such other tax(es), as may be applicable & reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the company."

By Order of the Board
For OMNI AX's Software Limited

Rajendra Jain
Director

Place: Chennai
Date: 01/09/2017

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 Reappointment of Directors: At the ensuing Annual General Meeting, Mr. Jayabalan Jayakumar, Director of the Company retires by rotation under the provision of the Companies Act, 2013 and being eligible, offer himself for reappointment. The details pertaining to Mr. Jayabalan Jayakumar pursuant to the requirements of Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished below:

Mr. Jayabalan Jayakumar

Mr. Jayabalan Jayakumar is having more than 2 decades of experience in financial services filed. Mr. Jayabalan Jayakumar is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Details of other Directorship: He is Director in the following companies

Name of the Company	Position held
Eduixel Infotainment Ltd.	Director
Golden Ferro Alloys (India) Pvt. Ltd.	Director
UNO Media Pvt. Ltd.	Director
Metronet Multimedia Pvt. Ltd	Director
Metro Films Pvt. Ltd.	Director

Details of Committee Membership: Nil

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, 2017 to 30th September 2017 (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 25th 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:
- a. The voting period begins on 27th September, 2017 (9.00 am) and ends on 29th September, 2017 (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, 2017 record date may cast their vote electronically. The evoting module shall be disabled by CDSL for voting thereafter.
 - b. The shareholders should log on to the e-voting website www.evotingindia.com.
 - c. Click on Shareholders.
 - d. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the company.
 - e. Next enter the Image Verification as displayed and Click on Login.
 - f. 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.
 - g. After entering these details appropriately, click on SUBMIT tab.
 - h. 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.
 - i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - j. click on the EVSN for relevant OMNI Ax's Software Limited in which you choose to vote.
 - k. 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.
 - l. click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - m. 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.
 - n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - o. You can also take out print of the voting done by you by clicking on 'click here to print,' option on the Voting page.

- p. 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.
- q. 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.
- r. 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.
- 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.
 - E-voting right cannot be exercised by a Proxy.
 - The Company has appointed Ms. Sayali Karanjikar, Practicing Secretary M/s. Karanjikar & Co. (ACS No. 40996, CP.No. 17745) as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
 - 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.
 - 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.
 - 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.
- The scrutinizer's decision on the validity of e-voting will be final.

DIRECTORS' REPORT

To the Members

Your Directors have pleasure in presenting the Twenty-Fifth Annual Report together with the Audited Accounts of your company for the Financial Year ended on 31st March 2017.

OPERATIONS

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

PARTICULARS	As on 31.03.2017	As on 31.03.2016
Sales & Other Income	-	4500
Profit / (Loss) before Depreciation and Tax	(1014681)	(392909)
Less: Depreciation	-	68428
Profit / (Loss) before Tax	(1014681)	(461337)
Provision for Deferred Tax Asset	-	(12421)
Profit / (Loss) after Tax	(1014681)	(448916)
Number of Shares	17218759	17218759
EPS Basic & Diluted	(.059)	(0.027)

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.

DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. S.N. Madhavan (FCS 3846) was appointed as Company Secretary of the company with effect from 12.05.2017.

RETIREMENT OF DIRECTORS BY ROTATION

At the ensuing Annual General Meeting Mr. Jayakumar Jayabalan retires by rotation and being eligible offers himself for re-appointment. The Board recommends his re-appointment.

DECLARATION FROM INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their independence laid down in Section 149(6).

SUBSIDIARY COMPANIES

The Company has no subsidiary Companies as of March 31, 2017.

VIGIL MECHANISM

The Company has established a vigil mechanism called Whistle-blower policy for its directors and employees to report genuine concerns pursuant to the provisions of Section 177(9)& (100 of the Companies Act, 2013 and as per Regulation 22 of SEBI (LODR), Regulations, 2015. The details of the Whistle blower is explained in the Corporate Governance Report and also posted in the website of the Company.

DIRECTORS 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.
- v. the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. the Directors had devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS & INVESTMENTS BY COMPANY

During the year your company had not given any Loans, provide any Guarantee covered under the provisions of Section 186 of the Companies Act, 2013.

EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return in form MGT 9 is annexed herewith.

AUDITORS

Due to untimely demise of Mr. SibSankar Chakraborti, Proprietor, SibSankar & Associates, Chartered Accountants, the Board of Directors appointed M/s. A. John Moris & Co., Chartered Accountants, Chennai (FRN 007220S) as the Auditors of the Company in their place. M/s. SibSankar & Associates, Chartered Accountants were appointed for a period of 2 years in the AGM held on 30th September, 2015 and their appointment is valid upto the conclusion of the ensuing Annual general Meeting. The Board further proposed to appoint M/s. A. John Moris & Co., Chartered Accountants, Chennai for a period of 5 years from the conclusion of ensuing Annual General Meeting to the conclusion of 30th Annual General Meeting.

AUDITORS OBSERVATION IN THE AUDIT REPORT

There is Nil observation from the Auditors

SECRETARIAL AUDIT

Secretarial audit report in Form MR3 as given by Mr. S. Ganesan, Practicing Company Secretary is annexed to this Report.

INFORMATION AS PER SECTION 134(3) OF THE COMPANIES ACT, 2013

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.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant and material order passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has an Internal Control System commensurate with the size, scale and complexity of its operations.

RISK MANAGEMENT POLICY

The Company has put in place Risk Management Policy compatible with the type and size of operations and risk perception. The said policy is drawn up based on the guidelines of SEBI and stock exchanges issued in this regard.

CORPORATE SOCIAL RESPONSIBILITY

The Company does not fall into the criteria stipulated for the applicability of Section 135 of the Companies Act, 2013 and hence the provisions of the section is not applicable.

RELATED PARTY TRANSACTIONS

During the year under review, there was no transaction with related party that needs to be reported.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

As there are no women employee the need for setting up of Internal Complaints Committee does not arise.

MANAGEMENT DISCUSSION AND ANALYSIS

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

FORMAL ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Relationship Committee. The performance evaluation of the independent directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process and the performance of the Board.

LISTING

The shares of the company are listed with Bombay Stock Exchange.

CORPORATE GOVERNANCE

The report on Corporate Governance as SEBI (LODR), Regulations, 2015 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.

PARTICULARS OF EMPLOYEES

None of the employees of the Company received remuneration in excess of the limits prescribed Under Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel Rules of the Companies Act, 2013.

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 of Directors

Place: Chennai
Date: 01.09.2017

(Rajendra Jain)
Director
DIN: 03456352

(Subash Banerjee)
Director
DIN:05163789

Form No.MGT-9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31.03.2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

	CIN	L30006TN1992PLC022439
	Registration Date	02/04/1992
	Name of the Company	OMNI AXS SOFTWARE LIMITED
	Category/Sub-Category of the Company	PUBLIC LIMITED COMPANY
	Address of the Registered office and contact details	No.1, Wallers Lane, 1 st Floor, R.No. 3, Mataji Complex, Mount Road, Chennai 600 002.
	Whether listed company	Yes. Listed with Bombay Stock Exchange
	Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Ltd., Subramanian Building, No. 1, Club House Road, Chennai 600 002 Ph: 044 28460390 Email:investor@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (NA)

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Name and Description of main products/ services	NPCS Code of the Product/ service	% to total turnover of the company
	NA	NA	NA