



TWENTY SIXTH ANNUAL REPORT

Wahab Complex, 2nd Floor,
No.60/ 134, Gowdia Mutt Road,
Royapettah, Chennai 600 014

Board of Directors

Rajendra Jain (upto 17/07/2018)
A.Govindaraj (with effect from 27/04/2018)
Mrs. Mythili (with effect from 27/04/2018)
Jayabalan Jayakumar (upto 27/04/2018)
Subash Banerjee (upto 27/04/2018)

S.N. Madhavan
Company Secretary
& Whole Time Director (with effect from
17/07/2018)

Auditors

John Moris & Co.,
No.5, Lakshmipuram 1st street, Deivasigamani Road,
Royapettah, Chennai – 600 014
E-mail. info@ajohnmoris.com
Chartered Accountants,

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Registered Office

Wahab Complex, 2nd Floor,
No. 60/ 134, Gowdia Mutt Road,
Royapettah,
Chennai- 600014
E-mail : omniax2015@gmail.com

Share Transfer Agents

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

NOTICE

Notice is hereby given that the **Twenty-Sixth Annual General Meeting** of the members of the Company, will be held on **Saturday, September 29, 2018 at 10.45 A.M** at **Andhra Mahila Sabha, Durgabhai Deshmuk Centenary Hall, 109, Luz Church Road, Mylapore, Chennai - 600 004 (Near Nageswararao Park)** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance sheet as at 31.03.2018, the Profit & Loss Account for the period ended on 31.03.2018 and to consider the reports of the Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To Appoint Mr. S. N. Madhavan as Whole – Time Director:

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

“Resolved that pursuant to Sections 196, 197 and 203 of the Companies Act, 2013 and the rules made thereunder, read with Schedule V to the Act, consent of the members be and is hereby accorded to the appointment of Mr. S. N. Madhavan (DIN: 02296815) as Whole-Time Director of the Company for a period of Three years with effect from 17th July, 2018 to 16th July, 2021 on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year.

Resolved further that the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

Resolved Further that the terms and conditions of appointment and remuneration specified in the Explanatory Statement may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof, as it may, in its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Act including any amendments, modifications made hereinafter in this regard.

Resolved further that Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit,”

3. To Appoint Mr. A Govindaraj as an Independent Director:

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

“RESOLVED that pursuant to the provisions of sections 149, 152, 161(1) and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. A. Govindaraj (DIN:03496870), who was appointed as an Additional (Independent) Director of the company by the Board of Directors at its meeting held on April 27, 2018 and whose term of office expires at this Annual General Meeting (‘AGM’) 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 and who has submitted declaration that he meets the criteria for independence as provided in

Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five years w.e.f. April 27, 2018 to April 26, 2023 and his office shall not be liable to retire by rotation."

4. To Appoint Mrs. V. Mythili as an Independent Director:

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

"RESOLVED that pursuant to the provisions of sections 149, 152, 161(1) and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs.V. Mythili (DIN:08113494), who was appointed as an Additional (Independent) Director of the company by the Board of Directors at its meeting held on April 27, 2018 and whose term of office expires at this Annual General Meeting ('AGM') 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 and who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five years w.e.f. April 27, 2018 to April 26, 2023 and her office shall not be liable to retire by rotation."

Regd. Office:

Wahab Complex,
2nd Floor, No.60/134,
Gowdia Mutt Road,
Royapettah,
Chennai – 600 014
Date: 14/08/2018

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

S.N. Madhavan
Whole Time Director &
Company Secretary
DIN: 02296815

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. 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 23rd September, 2018 to 29th September 2018 (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 26th 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 26th '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 25th September, 2018 (9.00 am) and ends on 28th September, 2018 (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 22nd September, 2018 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.
- 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.
- q. 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 22nd September, 2018.
 - 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.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2:

Mr. S.N. Madhavan aged 53 years qualified as a Company Secretary and a Fellow member of the Institute of Company Secretaries of India and also a qualified Lawyer. He has handled Public Issues, IPO's and Merger and Amalgamation. He has an experience spread over 2 ½ decades and have handled various assignments successfully throughout his career. He is conversant with the Companies Act, 2013, SEBI (LODR) and other enactments connected with his profession. Mr. Madhavan was employed as Company Secretary with M/s. Namakkal Transport Pvt. Ltd before taking up this assignment. His vast knowledge and experience on the Company Law and Listing requirements will help the Company in lot more ways. Its pleasure for the board to have him on board as Whole Time Director cum Company Secretary.

Mr. S.N. Madhavan was appointed as the Whole-Time Director for his continuous guidance for the growth of the Company with effect from 17th July, 2018 for a term of 3 years.

The principal terms and conditions of appointment of Mr. S.N. Madhavan (DIN: 02296815) as Whole-Time Director inter alia contain the following.

- (1) Term of Appointment - 3 years with effect from 17th July, 2018 to 16th July, 2021
- (2) Salary : Upto Rs.1,00,000/- (Rupees One Lakh only) per month;
- (3) Perquisites: Provision of car and reimbursement of fuel charges apart from travelling and out of pocket expenses that may be incurred by him in relation to the official business of the Company."

A copy of the draft letter of appointment for Whole-Time Director, setting out of the terms and condition for appointments is available for inspection by the Members at the registered office of the Company during business hours on any working day till the date of ensuing Annual General Meeting.

Except Mr. S.N. Madhavan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial, or otherwise, in the resolution set out at Item No.2

The Board recommends the passing of the Special Resolution as set out in the Item No. 2 of the Notice for Appointment of Mr. S.N. Madhavan (DIN:02296815) as Whole-Time Director.

Item No. 3 & 4:

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. A. Govindaraj (DIN: 03496870) and Mrs. V. Mythili (DIN:08113494) as Additional Directors (Independent) of the Company holding office till ensuing Annual General Meeting ("AGM").

As an Additional Directors, Mr. A. Govindaraj and Mrs. V. Mythili holds office till the date of the AGM and are eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Mr. A.Govindaraj and Mrs. V. Mythili (DIN:08113494) as a Independent Directors of the Company. The Company has also received a declaration from Mr. A Govindaraj and Mrs. V. Mythili confirming that they meet the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. A. Govindaraj and Mrs. V. Mythili are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. A. Govindaraj and Mrs. V. Mythili fulfills the conditions for thier appointment as an Independent Directors as specified in the Act and the Listing Regulations and they are Independent of the management.

They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of aforesaid appointees setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company

Except Mr. A. Govindaraj and Mrs. V. Mythili, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial, or otherwise, in the resolution set out at Item No. 3 & 4.

The Board recommends the passing of the Special Resolution as set out in the Item No. 3 & 4 of the Notice for Appointment of Mr. A. Govindaraj and Mrs. V. Mythili as Independent Directors.

AS PER REGULATION 36(3) OF SEBI LODR 2015 AND AS PER SECRETARIAL STANDARDS ON GENERAL METINGS INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED /RE-APPOINTED UNDER ITEM NO.3,4 AND 5 IS GIVEN BELOW:

Name of Director	S.N. Madhavan	A. Govindaraj	V.Mythili
Date of Birth/ Age	27.08.1965/ 53	03/01/1972/ 40	20/02/1964 / 54
Qualification	B.Com., F.C.S, LLB.,	B.Com	Matric
Terms and Conditions of Appointment/Re-appointment	As set out in explanatory statement		
Date of First Appointment	17.07.2018	27.04.2018	27.04.2018
Expertise in specific General Functional area	Administration, Finance Secretarial and Compliances	Administration and Finance	Administration and Finance
Shareholding in the Company	Nil	Nil	Nil
Relationship with other directors and KMP	Nil	Nil	Nil
No. of Board Meetings attended during FY 18-19	4	4	4
List of outside Directorships held	Medibazaar Healthcare Pvt. Ltd. Rams Regency Private Limited Auslin Foods Pvt. Ltd	TSM Hotels Pvt. Ltd.,	Nil
Chairman / Member of the Committee of the Board of Directors of the Company	Member Audit Committee Stakeholders Relationship Committee	Chairman- Nomination and Remuneration Committee Stakeholders Relationship Committee Member Audit Committee	Member Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee
Chairman / Member of the Committee of the Board of Directors of other Public Limited Companies in which He / She is a Director.	Nil	Nil	Nil
*Details of Remuneration to be approved	Upto Rs. 1,00,000/- p.m.	Nil	Nil
*Last approved Remuneration drawn	Rs. 6,00,000/- p.a	Nil	Nil

Regd. Office:

Wahab Complex,
2nd Floor, No.60/134,
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Chennai – 600 014
Date: 14/08/2018

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

S.N. Madhavan
Whole Time Director &
Company Secretary
DIN: 02296815

DIRECTORS' REPORT

To the Members

Your Directors have pleasure in presenting the Twenty-Sixth Annual Report together with the Audited Accounts of your company for the Financial Year ended on 31st March 2018.

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 31.03.2018	As on 31.03.2017
Sales & Other Income	-	-
Profit / (Loss) before Depreciation and Tax		(1014681)
Less: Depreciation		-
Profit / (Loss) before Tax		(1014681)
Provision for Deferred Tax Asset		-
Profit / (Loss) after Tax		(1014681)
Number of Shares		17218759
EPS Basic & Diluted		(.059)

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

During the year under review Mr. A.Govindaraj and Mrs. Mythili were appointed as Additional Directors (Independent) with effect from 27.04.2018. Mr. Jayabalan Jayakumar and Mr. Subash Banerjee, Directors were relieved with effect from 27.04.2018 as they resigned from the Board due to their personal reasons. Mr Rajendra Jain was relieved with effect from 17.07.2018 as he resigned from the Board due to personal reasons. Mr. S.N. Madhavan, Company Secretary was appointed as Whole Time Director & Company Secretary with effect from 17.07.2018.

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, 2018.

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

The present Auditors M/s. A. John Moris & Co., Chartered Accountants, Chennai, (FRN: 007220S) were appointed for a period of 5 years, pursuant to the resolution passed by the members at the Annual General Meeting held on 30th September, 2017. Subject to the amendment stated in The Companies Amendment Act, 2017 read with Notification S.O. 1833(E) dated 7th May 2018 deleting the provision of annual ratification of the appointment of auditor, the requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with and no resolution has been proposed for the same.

AUDITORS OBSERVATION IN THE AUDIT REPORT

Allotment on Preferential basis made on 31st December 2002 amounting to Rs. 7,74,47,600 has not been taken on record by Bombay Stock Exchange even though the shares have allotted and issued to the concerned allottees. These shares were issued to the shareholders of M/s Millennium E Soft Solutions Private Limited, M/s Elan Integrated Systems Private Limited and R3 Ventures Private Limited for consideration other than cash.

EXPLANATION BY THE BOARD

7744760 Equity Shares were allotted on Preferential basis on 31/12/2002 and the Shares were listed with Madras Stock Exchange, the Regional Stock Exchange at that point of time and the MSE had granted the Listing permission in 2003 vide their letter dated 14/02/2003. The Company had also filed the Listing Application with BSE for the listing of 7744760 Equity shares allotted. However the Company had taken appropriate steps to file a fresh Listing Application irrespective of the pendency of the earlier Listing application.