



## **TWENTY SEVENTH ANNUAL REPORT**

New.No.32, Old No. 106 1<sup>st</sup> Floor,  
Dr. Ranga Road, Mylapore  
Chennai 600 004

## Board of Directors

S.N. Madhavan  
Whole Time Director  
& Company Secretary  
A.Govindaraj - Independent Director  
Mrs. Mythili - Independent Director

## Auditors

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

## Registered Office

New No.32, Old No. 106, 1<sup>st</sup> Floor,  
Dr. Ranga Road,  
Mylapore,  
Chennai- 600004

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

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## **NOTICE**

**Notice** is hereby given that the **Twenty Seventh Annual General Meeting** of the members of the Company, will be held on **Monday, September 30, 2019** at **10.30 A.M** at **Madhava Hall, 22/35, Rajalakshmi Complex, East Mada Street, Mylapore, Chennai - 600 004 (Opp. to Bharatiya Vidya Bhavan)** to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance sheet as at 31.03.2019, the Profit & Loss Account for the period ended on 31.03.2019 and to consider the reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mrs. V. Mythili (DIN08113494) who retires by rotation and being eligible offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. **DECLASSIFICATION / RECLASSIFICATION OF PROMOTER STATUS OF INDO FACTORS LIMITED (PRESENTLY KNOWN AS AURO MIRA BIO ENERGY MADURAI LIMITED):**

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

**“RESOLVED THAT** pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and subject to the necessary approvals from the Securities and Exchange Board of India (SEBI), Stock Exchanges and other appropriate statutory authorities as may be required, consent of the Members of the Company be and is hereby accorded to de-classify/re-classify the Promoter status of Indo Factors Limited (presently known as Auro Mira Bio Energy Madurai Limited) from Promoter to Public”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution for Re-classification of Promoter to Public Shareholding, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company”

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

### **Regd. Office:**

N.No. 32, Old No.106, 1<sup>st</sup> Floor  
Dr. Ranga Road,  
Mylapore,  
Chennai – 600 004  
**Date:** 14/08/2019

**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 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September 2019 (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 27<sup>th</sup> 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 27<sup>th</sup> '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 26<sup>th</sup> September, 2019 (9.00 am) and ends on 29<sup>th</sup> September, 2019 (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 23<sup>rd</sup> September, 2019 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](http://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](http://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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 23<sup>rd</sup> September, 2019.
  - 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. 3:**

The Company had received letter from Indo Factors Limited, (presently known as Auro Mira Bio Energy Madurai Limited) falling under the category of Promoter/Promoter Group of the Company, requesting to the Company for reclassification from the category of “Promoter/Promoter Group” to “Public category”.

Indo Factors Limited (“IFL”) disinvested their entire stake in the Company and their holding is NIL as on date. With no Shareholding in the Company and no representative on the Board, IFL doesn’t have any control over the affairs of the Company and are not involved in the management of the Company.

Pursuant to clause (b) sub-regulation 3 of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, Indo Factors Limited (“IFL”) seeking re-classification have confirmed that:

- IFL is not holding more than ten percent of the total voting rights in the Company.
- IFL do not exercise control over the affairs of the Company directly or indirectly.
- IFL have no special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- IFL is not represented on the Board of Directors (including not having a nominee Director) of the Company.
- IFL, directly or indirectly, do not act as Key managerial person in the Company.
- IFL is not categories as ‘Wilful Defaulter’ as per the Reserve Bank of India Guidelines.
- IFL is not categories as fugitive economic offender.

IFL has also confirmed that at all times from the date of such reclassification, it shall continue to comply with all applicable clauses of Regulation 31A of SEBI (LODR) Regulations, 2018, as amended from time to time, for period of not less than three years from the date of reclassification, failing which it shall automatically be reclassified as a promoter / Promoter Group, as applicable.

Based on the letter received from Indo Factors Limited and in view of the provisions of Regulation 31A of SEBI (LODR) Regulations, 2018 and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub-regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) Regulations, the members of the Board of Directors at their meeting held on May 30, 2019 considered and approved the application for reclassification of Indo Factors Limited from Promoter/Promoter group to Public subject to approval of the Members of the Company at the Annual General Meeting and also subject to the approval of the Stock Exchanges.

The Board, recommends the Ordinary Resolution of Resolution no 3 of the accompanying notice for the approval of the members of the Company.

None of your Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary resolution as per Resolution no 3 of the notice.

**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.2 IS GIVEN BELOW:**

<b>Name of Director</b>	<b>V.Mythili</b>
<b>Date of Birth/ Age</b>	20/02/1964 / 55
<b>Qualification</b>	Matric
<b>Terms and Conditions of Appointment/Re-appointment</b>	
<b>Date of First Appointment</b>	27.04.2018
<b>Expertise in specific General Functional area</b>	Administration and Finance
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other directors and KMP</b>	Nil
<b>No. of Board Meetings attended during FY 18-19</b>	4
<b>List of outside Directorships held</b>	Nil
<b>Chairman / Member of the Committee of the Board of Directors of the Company</b>	<b>Member</b> Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee
<b>Chairman / Member of the Committee of the Board of Directors of other Public Limited Companies in which He / She is a Director.</b>	Nil
<b>*Details of Remuneration to be approved</b>	Nil
<b>*Last approved Remuneration drawn</b>	Nil

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

**Regd. Office:**

N.No. 32, Old No.106, 1<sup>st</sup> Floor  
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**Date:** 14/08/2019

**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 2019.

### OPERATIONS

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

(Rs. In Lakhs)		
PARTICULARS	As on 31.03.2019	As on 31.03.2018
Sales & Other Income	6.92	10.06
Profit / (Loss) before Depreciation and Tax	(8.38)	(5.91)
Less: Depreciation	-	-
Profit / ( Loss) before Tax	(8.38)	(5.91)
Provision for Deferred Tax Asset	-	-
Profit / (Loss) after Tax	(8.38)	(5.91)
Number of Shares	17218759	17218759
EPS Basic & Diluted	(0.48)	(0.34)

### 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

As on the date of the Report the Board comprises of 3 directors of whom 2 are independent including a woman director.

### 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, 2019.

### 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 available in the full version of the Annual Report, which has been uploaded in the website of the company.

#### **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 30<sup>th</sup> 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 31<sup>st</sup> 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.

#### **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.