

M/S POLADIA & CO CHARTERED ACCOUNTANTS

C/81, ANANT CHHAYA, 353/3,
R.B. MEHTA ROAD,
GHATKOPAR (EAST)
MUMBAI 400075

Independent Auditor's Report

To the Members of
OMNITECH INFOSOLUTIONS LIMITED
Omnitech House, A/13, Cross Road, No 5,
Kondivita Road, Marol, M.I.D.C., Andheri (East),
Mumbai – 400093.

Report on Financial Statements

We have audited the accompanying financial statements of Omnitech Infosolutions Ltd, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the financial statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Basis of Opinion

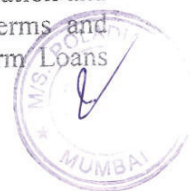
1. As stated in the note to financial statement for Retirement Benefits, The Company's liability for gratuity is to be determined by actuarial valuation made at the end of each financial year using the projected unit credit method. The actuarial valuation report from the LIC is not available hence the adhoc provision of 50% of the liability of the previous financial year is made which is not as per accounting standard (AS-15) issued by the Institute of chartered Accountant of India
2. Due to financial irregularity defaults in repayments, winding up petitions are filed against the company by three unsecured Loan Party (ICD) and which are pending for admission & for further hearing. Further there are 2 arbitration petitions filed by two NBFC's against the company which are pending for hearing. The Company is in active discussions with these parties for restructuring of these loans/ICD. The Management is of the view that since matters relating to several of the financial irregularities are *sub judice* and various proceedings are ongoing, any further adjustments / disclosures to the financial statements, if required, would be made in the financial statements of the Company as and when the outcome of the above uncertainties is known and the consequential adjustments / disclosures are identified

In view of the above, we are unable to comment on the adjustments / disclosures which may become necessary as a result of further findings of the ongoing legal proceedings and the consequential impact, if any, on these financial statements.

Emphasis of Matters:

Without qualifying our opinion we draw our attention to the following matters:

- a. Balances of Debtors, Creditors, Loans and advances given are subject to confirmation.
- b. The company has made the provision for doubtful debts of Rs. 3306.05 against the trade receivable which are outstanding more than 365 days.
- c. The inventories carried by the company include software which are in the form of CDs. We have not verified the technical details of such CDs.
- d. Company also have intangible assets having gross block value of Rs.19739.41 lacs out of which assets worth Rs. 1736. 57 Lacs have been acquired during the year from its subsidiary Europe Omnitech Technology services BV, Netherland. This assets has been acquired under tri party agreement between the company, its subsidiary and the Vendor. M/S Europe Omnitech Technology services BV has made payment of 19.00 lacs Euro to the vendor company in the year 2012. Now Europe Omnitech Technology services BV has transferred the said intangible assets to the company at the value which it has paid to the vendor plus interest of 1.99 lacs Euro. We have not verified the technical aspects of the intangible assets.
- e. The company have not been able to recover Rs 318.45 Lacs from the staff who have left the company. The same have been written off in the books during the year.
- f. As stated in Note 3 "Long Term Borrowings" and Note 6 "Short Term Borrowings" of the Financial Statements, wherein the Company's loan liabilities has been reinstated in the Financial Statements based on the bank statements pursuant to the Corporate Debt Restructuring Scheme ("CDR"). However, as per the information and explanation provided to us, the Company is yet to Comply with the terms and conditions of the scheme of CDR. The company has been sanctioned Term Loans



from GE Capital Services and the outstanding balance as on 31st March 2014 is Rs.3146.47 lacs. The company has not been able to repay the stipulated instalments and hence the GE Capital Services who has gone for arbitration and has called back the credit facility hence the same has been classified under Short term borrowings.

- g. The Company has not been able to perform few contracts with some parties for which it has to pay damages of Rs.13.48 Lacs. Apart from this one customer has invoked Bank Guarantee of Rs. 77.20 lacs for non performance of Contract. The management informed us that they are perusing with the customers and are hopeful to get the money back from the customer.
- h. As informed by the management the company has invested Rs. 14.06 lacs in its subsidiary in USA which is functioning at lower level of operation and its investment value has been eroded and Similarly company had invested Rs.45.41 lacs in one of its subsidiaries in Singapore and as informed by the management the operation is not started and hence the company has provided for the diminution in the value of investment in accordance with the accounting standard 13 issued by the ICAI

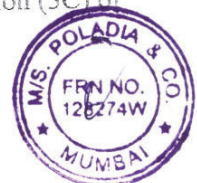
Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required **subject to the our comments in paragraph 1 & 2 in basis of opinion and in paragraph a to h in Emphasis of Matters above**, give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.


Report on other legal and regulatory requirements

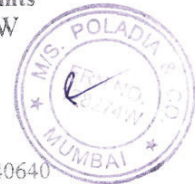
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;



- e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For POLADIA & CO.
Chartered Accountants
FRN No.: 128274W


Navin Gala
(Partner)
Membership No. : 040640



Place: Mumbai
Date: 28th May, 2014

M/S POLADIA & CO CHARTERED ACCOUNTANTS

C/81, ANANT CHHAYA, 353/3,
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GHATKOPAR (EAST)
MUMBAI 400075

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 3 of our report of even date)

- i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) The fixed assets are physically verified by the Management at reasonable intervals having regard to size of the Company and nature of its assets. We have been informed that no material discrepancies were noticed during such physical verification. The fixed assets has been verified by the auditor appointed by the bank for special audit for CDR purpose.
- (c) According to information and explanation given to us, we are of the opinion that during the year, the company has not sold/disposed off any substantial part of its fixed assets; accordingly, going concern is not affected and hence the provisions of sub clause (c) of clause (i) of this order are not applicable
- ii. (a) According to information and explanation given to us, the inventory other than any inventory in transits has been physically verified during the year by the management at regular intervals. In our opinion, the frequency of verification carried out by the management is reasonable. The inventory has been verified by the auditor appointed by the bank for special audit for CDR purpose.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the company is maintaining proper records of inventory. During the year the company has written off the inventory worth of Rs.2103.19 lakhs. Also during the year the company has treated certain stock amounting to Rs.1690.41 lakhs as stock in trade, which was earlier treated as part of capital work in progress.
- iii. (a) The Company has granted unsecured loans to its subsidiary Company listed in the register maintained under Section 301 of the Companies Act 1956. The maximum amount involved during the year in respect of the said loans was Rs. 3651.96 Lacs and the year- end balance of loan granted to the party was Rs.2019.66 Lacs.
- (b) In our opinion, prima facie, the interest and other terms and conditions of the aforesaid loan granted are not prejudicial to the interest of the Company.
- (c) In case of the loan granted to the subsidiary Company listed in the register maintained u/s.301, The interest amount has been debited to the lonee's account. The terms of arrangement do not stipulate any repayment schedule and the loan is repayable



demand. Accordingly paragraph 4(iii)(c) of the Order is not applicable to the Company in respect of repayment of the principal amount.

(d) Unsecured loans granted by the company are repayable on demand, hence there are no overdue amounts of more than rupees one lacs in respect of the loan granted to the subsidiary Company.

(e) According to information and explanations given to us, the Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, provisions of clause 4(iii)) and (g) of the Order, are not applicable to the Company and hence not commented upon.

- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods. Further based on our examinations and according to the information and explanations given to us, we have neither come across nor have we been informed of any major weakness in the internal control.
- v. (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered into the register maintained under section 301 of the Companies Act, 1956, if any, have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regards to prevailing market prices at the relevant time.
- vi. The Company has taken deposits from the public within the meaning of section 58 - A & 58 AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) rules 1975 and hence the provisions of the clause of 4(vi) of the Companies (Auditor's Report) Order, 2003 (as amended) are applicable to the company. The company has made the default in making the repayment of deposit to the deposit holders on maturity of the deposits. The company has not made compliance with rule 3A for maintenance of liquid assets and also made default in filling return of deposit with the registrar and RBI. However the company has made application to the central government for extension of time limit for making the repayment of deposits.
- vii. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- viii. In our opinion and according to the information and explanations given to us, the maintenance of cost records has not been prescribed by the Central Government under section 209 (1)(d) of the Companies Act, 1956, for the products manufactured / traded by the Company.
- ix. (a) Undisputed Statutory dues including provident fund, investor education and protection fund, employees state insurance, income tax, value added tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues as may be applicable to company, have been irregularly deposited with the appropriate authorities



- (b) According to the information and explanations given to us, as shown in the table below there are the undisputed amounts payable in respect of wealth tax, sales tax, customs duty, excise duty and cess if applicable and were in arrears, as at March 31, 2014 for a period of more than six months from the date they became payable.

Nature of Statutory Dues	Amount in Lacs	Period to which the tax amount relates
Central Sales Tax Payable- Maharashtra	4.46	2012-13
	13.81	2013-14
Central Sales Tax Payable- Gurgaon	4.99	2013-14
Central Sales Tax Payable- Karnataka	1.39	2013-14
Central Sales Tax Payable- Tamil Nadu	0.81	2011-12
Value Added Tax- Maharashtra	17.14	2010-11
	151.00	2011-12
	111.89	2012-13
Value Added Tax- Kolkatta	28.37	2013-14
Value Added Tax- Tamil Nadu	0.55	2011-12
	0.04	2013-14
Service Tax Payable	130.28	2012-13
	110.25	2013-14
Tax Deducted At Source	125.87	2012-13
	163.66	2013-14
Income Tax Payable (Including Interest)	422.37	2010-11
	925.52	2011-12
	188.96	2012-13
Employees State Insurance	3.00	2013-14
Provident Fund	17.24	2013-14
Profession Tax Payable	1.70	2013-14

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- (c) According to the information and explanation given to us, the following amount of vat tax, customs duty wealth tax, excise duty and cess has not been deposited on account of any dispute.



Sr No	Nature of Statute	Nature of Dues	Period to which it relates	Forum where the dispute is pending	Amount in Lacs
1	Income Tax Act 1961	Income Tax	Asst Year 2009-10	CIT Appeals	Rs. 0.67
2	Do	Do	Asst Year 2010-11	Do	Rs. 0.57
3	Value Added Tax Act	Vat	Financial year 2008-09	Dy Commssioner of sales tax (Appeal)	Rs. 50.43 and Rs.422.68

- x. The company has not accumulated losses as at March 31, 2014 however it as incurred losses of Rs. 14647.88 lakhs during the financial year ended on that date.
- xi. In our opinion and according to the information and explanations given to us, the company has defaulted in repayments term loans from banks or financial institution as at balance sheet date. The company has also applied for capital debt restructuring with the banks for rescheduling of terms loans and other credit facility.
- xii. In our opinion and according to information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xiv. In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments except those investment which are held as investments. Accordingly the provisions of clause 4 (xiv) of the companies (Auditor's Report) are not applicable to the company.
- xv. According to information and explanation given to us, the company has given the following guarantee to various banks for granting the credit facility to subsidiaries. The terms and other conditions, in our opinion are nor prima facie prejudicial to the interest of the company

Sr No.	Name of the Subsidiaries	Name of the Bank	Amount	Purpose
1.	Europe Omnitech Technology Services	ICICI Bank	USD 10.80 millions	Acquisition of company at abroad
2.	Omnitech Services Pte Ltd	Axis Bank	USD 32 Lacs	For working capital facility
3.	Avensus Netherland B.V	Axis Bank	USD 15 Lacs	For working capital facility

- xvi. In our opinion, the term loans have been applied for the purpose for which they were raised.



- xvi. In our opinion, the term loans have been applied for the purpose for which they were raised.
- Xvii On the overall examinations of the balance sheet of the company, in our opinion and according to information and explanations given to us, no instances of application of long term funds for short term purposes and short term fund for long term purposes were noticed.
- xviii According to the information and explanations given to us, the company has not made any preferential allotment of equity shares to parties covered in the register maintained under section under section 301 of the Act.
- xix The Company has not issued any debentures during the year; hence the provisions of clause (xix) are not applicable.
- xx. In our opinion, the company has not raised money by way of public issue during the year, hence this clause will not applicable to the company.
- xxi. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Place : Mumbai

Date : 28th May, 2014

For POLADIA & CO.
[Chartered Accountants]



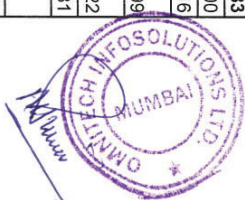
Navin R. Gala
Partner
Membership No. 40640
Firm Reg No: 128274W



Audited Financial Results for Quarter ended on 31st March, 2014

Sr. No.	Particulars	Standalone						Consolidated						(Rs. In lacs)
		Three Months ended			Year ended			Three Months ended			Year ended			
		31/03/2014 (Audited)	31/12/2013 (Unaudited)	31/03/2013 (Audited)	31/03/2014 (Audited)	31/03/2013 (Audited)	31/03/2014 (Audited)	31/12/2013 (Unaudited)	31/03/2013 (Audited)	31/03/2014 (Audited)	31/03/2013 (Audited)	31/03/2014 (Audited)		
1	Revenue from operations (Net of Excise duty)	990.97	2185.70	11849.98	19015.00	44807.04	2872.84	4992.60	14,333.99	28909.75	53839.47			
	Other Operating Revenue	99.23	8.01	18.59	116.15	31.86	99.24	8.01	18.59	116.15	31.86			
	Revenue from operations (net)	1090.20	2193.71	11868.57	19131.15	44938.90	2972.07	5000.61	14,352.58	29025.90	53871.33			
2	Expenses													
	(a) Cost of materials consumed		0	0.00	0.00	0.00	862.54	954.36	-	2870.20	0.00			
	(b) Purchases of stock-in-trade	492.17	2,470.94	8421.42	17804.36	27200.75	591.97	2596.33	8,811.51	18241.28	29851.82			
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	97.86	-1,087.98	1.24	-4,569.43	-399.58	97.85	-1087.98	1,244,599.1	-4569.44	-399.58			
	(d) Employee Benefits expense	154.32	339.46	803.23	1877.36	3455.42	872.91	1780.55	2,372.02	7931.84	8830.24			
	(e) Depreciation and amortisation expense	1652.12	1688.81	1386.68	6244.34	5329.22	1669.00	1711.49	1,344.73	6324.21	5416.04			
	(f) Other expenses	4206.3	566.91	1160.51	6,137.47	3462.10	4314.21	867.82	1,703.97	7402.63	5015.34			
	Total expenses	6602.77	3977.14	11773.08	27494.10	39047.91	8408.49	6822.57	14,233.48	38200.73	48713.87			
3	Profit / (Loss) from operations before other income, finance costs and exceptional item (1-2)	-5512.57	-1783.43	95.49	-8362.95	5890.99	-5436.41	-1821.96	119.10	-9,174.83	5157.46			
4	Other income	149.52	154.7	114.37	522.77	327.73	-58.40	216.20	89.58	633.25	432.40			
5	Profit / (Loss) from ordinary activities before finance costs and exceptional item (3+4)	-5363.05	-1628.73	209.86	-7840.18	6218.72	-5378.01	-1605.76	208.68	-8,541.58	5589.86			
6	Finance cost	703.54	823.72	819.58	3,103.50	2658.04	556.79	1095.94	1,017.88	3511.61	3304.67			
7	Profit / (Loss) from ordinary activities after finance costs and before exceptional item (5+6)	-6066.59	-2452.45	-609.72	-10943.68	3560.68	-5934.80	-2701.70	-809.21	-12,053.19	2285.18			
8	Exceptional items	1,626.83	-	-	2,643.10	0.00	1613.01	-	-	2629.28	0.00			
9	Profit / (Loss) from ordinary activities before tax (7+-8)	-7693.42	-2452.45	-609.72	-13586.78	3560.68	-7547.81	-2701.70	-809.21	-14,682.47	2285.18			
10	Tax Expense	319.11	195.25	-255.79	1061.10	1691.02	420.05	195.25	-337.07	1162.05	1609.74			
11	Net Profit / (Loss) from ordinary activities after tax (9+-10)	-8012.53	-2647.70	-353.93	-14647.88	1869.66	-7967.86	-2896.95	-472.14	-15,844.52	675.44			
12	Extraordinary items (Net of Tax Expense)	-	-	-	0.00	0.00	-	-	-65.19	-	25.39			
13	Net Profit / (Loss) for the period (11+-12)	-8012.53	-2647.70	-353.93	-14647.88	1869.66	-7967.86	-2896.95	-537.33	-15,844.52	700.83			
14	Share of Profit / (loss) of Associates	-	-	-	0.00	0.00	-	-	-	-	0.00			
15	Minority Interest	-	-	-	0.00	0.00	-23.55	-130.78	-68.68	-527.19	-394.16			
16	Net Profit / (Loss) after taxes, minority interest, share of profit / (loss) of associates	-8012.53	-2647.70	-353.93	-14647.88	1869.66	-7944.31	-2766.17	-468.65	-15,317.33	1094.99			
17	Paid up Equity Share Capital (face value of Rs 10/- each)	1500.70	1500.70	1500.22	1500.70	1500.22	1500.70	1500.70	1500.22	1500.70	1500.22			
18	Reserves excluding revaluation reserves					28368.99					25974.81			
19.i	Earnings per share (before extraordinary item) (of Rs 10/- each)	(53.39)	(17.64)	(2.36)	(97.61)	12.61	(52.94)	(18.43)	(2.69)	(102.07)	7.21			
	b) Diluted	(53.39)	(17.64)	(2.35)	(97.61)	12.45	(52.94)	(18.43)	(2.68)	(102.07)	7.12			
19.ii	Earnings per share (after extraordinary item) (of Rs 10/- each)													
	a) Basic	(53.39)	(17.64)	(2.36)	(97.61)	12.61	(52.94)	(18.43)	(3.12)	(102.07)	7.38			
	b) Diluted	(53.39)	(17.64)	(2.35)	(97.61)	12.45	(52.94)	(18.43)	(3.11)	(102.07)	7.29			

Note: While calculating diluted EPS, we have not considered the convertible securities which are of anti-dilutive nature.



Notes:

1. The above results have been reviewed by the Audit Committee and taken on record by the Board of Directors at their meeting held on May 28TH, 2014.
2. The Company operates in a single reportable segment viz. Information Technology Services.
3. **Standalone Notes:**
 - (A). The details of exceptional items are as under:
 - a. During the quarter the Company reversed Revenues amounting to Rs.3200.00 lacs and its corresponding costs of Rs.2113.08 lacs due to cancellation of certain customer contract. The impact of the same amounting to Rs.1086.92.00 lacs has been included under 'exceptional item' for the quarter. The said revenues and the corresponding costs were recognized by the Company during second quarter of this financial year. In the full year results the same is included in the respective items in the results.
 - b. Due to mass exodus of employees during the year, the company assessed the recovery of loans and advances to staff and where the recovery is in doubt the same has been provided for in the books of accounts. The impact of Rs.318.45 lacs, not being an operational event, has been classified as exceptional item.
 - c. Towards the end of last quarter the company admitted itself with Corporate Debt Restructuring Cell, for a suitable restructure of its debt obligation. The expenses connected with such restructure amounting to Rs.162.22 lacs has been reported under exceptional item.
 - d. The company had in the past invested about Rs.14.06 lacs and Rs. 45.41 lacs in its green field subsidiary companies in United States of America and Singapore respectively, for exploration of respective markets. As the diminution from these investments were permanent in nature, the same is provided for as diminution in value of investments in line with Accounting Standard – 13, Accounting of Investments.
 - (B) During the quarter the company's request for a suitable restructure of majority of its loans were approved by the bankers who are part of CDR cell. The restructure package envisages a) conversion of certain portion of working capital loans into Term loan with repayment over 96 structured installments after a period of moratorium; b) the interest moratorium on the term loans and the remaining working capital loans for 24, and 9 months respectively from the cut off date i.e Oct 1, 2013. The Company is in the process of executing the Master Restructure Agreement in line with the approval from CDR cell.
 - (C) The head 'other expense' includes a sum of Rs.3306.05 lacs towards provision for doubtful debts. Due to continued delays in collection from certain debtors, the company has recognized a provision for doubtful debts for cases where the outstanding has remained uncollected for a period more than 365 days. Further a sum of Rs.465.98 Lacs provided in respect of interest payable against certain delays in payment of statutory dues such as income tax, service tax and other statutory Liabilities is also included under the heading Other Expense.
 - (D) In the light of the continuing subdued economic conditions in which the company is operating, both internally and externally, the company has decided to focus on its core business. The stock and inventory pertaining to the business other than core have been revalued to its nearest realizable value resulting in an one time provision of Rs. 2103.19 lacs. The same is reported in the above result under exceptional item in full year results.



4. **Consolidated Notes:**

(A) The details of exceptional items are as under:

- a. During the quarter the Parent Company reversed Revenues amounting to Rs.3200.00 lacs and its corresponding costs of Rs.2113.08 lacs due to cancellation of certain customer contract. The impact of the same amounting to Rs.1086.92.00 lacs has been included under 'exceptional item' for the quarter. The said revenues and the corresponding costs were recognized by the Parent Company during second quarter of this financial year. In the full year results the same is included in the respective items in the results.
- b. Due to mass exodus of employees during the year, the Parent Company assessed the recovery of loans and advances to staff and where the recovery is in doubt the same has been provided for in the books of accounts. The impact of Rs.318.45 lacs, not being an operational event, has been classified as exceptional item.
- c. Towards the end of last quarter the Parent company admitted itself with Corporate Debt Restructuring Cell, for a suitable restructure of its debt obligation. The expenses connected with such restructure amounting to Rs.162.22 lacs has been reported under exceptional item.

(B) During the quarter the Parent company's request for a suitable restructure of majority of its loans were approved by the bankers who are part of CDR cell. The restructure package envisages a) conversion of certain portion of working capital loans into Term loan with repayment over 96 structured installments after a period of moratorium; b) the interest moratorium on the term loans and the remaining working capital loans for 24 and 9 months respectively from the cut off date i.e Oct 1, 2013. The Company is in the process of executing the Master Restructure Agreement in line with the approval from CDR cell.

(C) The head 'other expense' includes a sum of Rs.3306.05 lacs towards provision for doubtful debts. Due to continued delays in collection from certain debtors, the company has recognized a provision for doubtful debts for cases where the outstanding has remained uncollected for a period more than 365 days. Further a sum of Rs.465.98 Lacs provided in respect of interest payable against certain delays in payment of statutory dues such as income tax, service tax and other statutory Liabilities is also included under the heading Other Expense.

(D) In the light of the continuing subdued economic conditions in which the company is operating, both internally and externally, the company has decided to focus on its core business. The stock and inventory pertaining to the business other than core have been revalued to its nearest realizable value resulting in an one time provision of Rs. 2103.19 lacs. The same is reported in the above result under exceptional item in full year results.

For & on behalf of Board of Directors
Omnitech InfoSolutions Ltd



(Avinash Pitale)
Jt. Managing Director

Place : Mumbai
Date : May 29TH, 2014

PART II

Particulars	Three Months ended			Year ended
	31/03/2014	31/12/2013	31/03/2013	31/03/2014
	A PARTICULARS OF SHAREHOLDING			
1. Public Shareholding				
Number of Shares	9831947	9736592	7101465	9831947
Percentage of shareholding	65.52%	64.88%	47.34%	65.52%
2. Promoters and Promoter Group Shareholding				
a.Pledged/ Encumbered				
Number of Shares	610190	677045	1880843	610190
Percentage of shares (as a % of the total shareholding of promoter and promoter group)	11.79%	12.85%	23.81%	11.79%
Percentage of shares (as a % of the total share capital of the company)	4.07%	4.51%	12.54%	4.07%
b. Non-Encumbered				
Number of Shares	4564834	4593334	6019922	4564834
Percentage of shares (as a % of the total shareholding of promoter and promoter group)	88.21%	87.15%	76.19%	88.21%
Percentage of shares (as a % of the total share capital of the company)	30.42%	30.61%	40.13%	30.42%

Particulars	3 MONTHS ENDED	
	31/03/2014	
B. INVESTOR COMPLAINTS		
Pending at the beginning of the quarter		0
Received during the quarter		1
Disposed of during the quarter		1
Remaining unresolved at the end of the quarter		0



OMNITECH INFOSOLUTIONS LTD					
Audited Balance Sheet					
Sr. No.	Particulars	(Amount In Rs. Lacs)			
		Standalone		Consolidated	
		As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2014	As at 31st March, 2013
A	EQUITY AND LIABILITIES				
1	Shareholders' funds				
	(a) Share capital	1500.70	1500.22	1500.70	1500.22
	(b) Reserves and surplus	13989.72	28368.99	10412.03	25974.81
	(c) Money received against share warrants	-	-	-	-
		15,490.42	29,869.21	11,912.73	27,475.04
2	Share application money pending allotment	0.37	6.35	0.37	6.35
3	Minority Interest	-	-	(1,332.20)	(456.17)
4	Foreign currency translation reserve	-	-	(32.63)	(71.74)
5	Non-current liabilities				
	(a) Long-term borrowings	1710.01	3005.63	9727.71	9396.37
	(b) Deferred tax liabilities (net)	4688.95	3627.84	4699.72	3627.84
	(c) Other long-term liabilities	2541.69	2536.43	2541.69	2538.98
	(d) Long-term provisions	216.08	200.66	229.88	205.13
		9156.73	9,370.56	17199.01	15768.33
4	Current liabilities				
	(a) Short-term borrowings	18355.95	12879.48	19291.79	16772.40
	(b) Trade payables	7338.17	3353.16	8504.46	4050.89
	(c) Other current liabilities	2345.37	1034.25	3633.32	2175.10
	(d) Short-term provisions	1224.52	1548.66	1753.87	1794.83
		29264.01	18,815.55	33183.45	24,793.23
	Total	53,911.54	58,061.67	60,930.72	67,515.04
B	ASSETS				
1	Non-current assets				
	(a) Fixed assets	26530.86	30,648.92	26636.07	32125.76
	(b) Non-current investments	855.23	914.70	299.45	49.03
	(c) Deferred tax assets (net)	-	-	24.58	82.10
	(d) Long-term loans and advances	4361.74	3,745.09	4078.11	5161.38
	(e) Other non-current assets	211.84	94.18	211.84	94.18
		31959.67	35,402.89	31250.05	37,512.45
2	Goodwill (AS-21)	-	-	4,057.58	3,964.95
3	Current assets				
	(a) Current investments	0	-	0	-
	(b) Inventories	7980.523	5,514.28	8001.75	5562.92
	(c) Trade receivables	12498.399	15,929.56	15424.46	17805.22
	(d) Cash and cash equivalents	1274.425	627.71	1414.46	799.75
	(e) Short-term loans and advances	3.356	318.58	511.94	1558.74
	(f) Other current assets	195.167	268.66	270.48	311.00
		21951.86955	22,658.78	25623.09	26037.63
	Total	53,911.54	58,061.67	60,930.72	67,515.04

