TWENTIETH ANNUAL REPORT
2011 - 12

OMNI AX's SOFTWARE LIMITED

71, Nehru Nagar Industrial Estate, 2nd Link Street,
Kottivakkam, Chennai – 600 041

OMNI AX's SOFTWARE LIMITED

Board of Directors

N.K.Premanandhan,
Rajendra Jain
Shreyas S Shah
Jaybalan Jaykumar

Auditors

Siddharrth Mehta
Chartered Accountant
No: 91, Govindappa Naicken Street,
Chennai - 600 001.
Ph: 044 - 25309430, 25390431

Bankers

Andhra Bank, Sowcarpet Branch,
Chennai – 600 079.

HSBC Bank, Mylapore Branch
Chennai – 600 004.

ICICI Bank, Adyar Branch
Chennai – 600 020

Registered Office

71, Nehru Nagar Industrial Estate
2nd Link Street, Kottivakkam,
Chennai – 600 041

Share Transfer Agents

Cameo Corporate Services limited,
1, Subramaniam Building, Club House Road,
Off Mount Road,
Chennai – 600 002
Ph.: (044) 28460390 (5 lines) Fax: (044) 28640129

NOTICE

TWENTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twentieth Annual General Meeting of the members of the Company will be held at Asha Nivas, 9 Rutland Gate, 5th Street, Nungambakkam, Chennai – 600 006 on Friday. 28th September, 2012 at 11.00 A.M to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2012, the Profit & Loss account for the period ended on 31.03.2012 and to consider the reports of the Directors and Auditors thereon.

2. To appoint directors in place of Mr. N. K. Premanandhan and Mr. Rajendra Jain who retire by rotation and being eligible offer themselves for re-appointment.

3. To appoint Auditors and fix their remuneration. The retiring auditor Siddharrth Mehta, Chartered Accountant, is eligible for re-appointment.

SPECIAL BUSINESS

Appointment of Directors

4. To consider and if thought fit pass following rsolution as an Ordinary resolution:

   " Resolved that Mr. Jaybalan Jaykumar who was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 3rd September, 2012 and who holds the office upto the date of Annual General Meeting in terms of Section 260 of the Companies Act 1956 and in respect of whom the Company has received a notice in writing from a member under section 257 of the Act proposing his candidature for the office of the Director of the Company be and is hereby appointed a Director of the Company liable to retire by rotation.

   Further Resolved that the Board of Directors of the company be and are hereby authorized to do all acts, deeds and things which may be necessary to give effect to the above resolution"

BY ORDER OF THE BOARD

Rajendra Jain
Director

Place : Chennai
Date : 03/09/2012

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

2. **A PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED ATLEAST 48 HOURS BEFORE THE GENERAL MEETING AT THE REGISTERED OFFICE OF THE COMPANY.**

3. **THE REGISTER OF MEMBERS AND THE SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM M O N DAY, 24th SEPTEMBER, 2012 TO SATURDAY, 28TH SEPTEMBER, 2012 (BOTH DAYS INCLUSIVE) IN CONNECTION WITH THE ANNUAL GENERAL MEETING.**

4. **THE MEMBERS ARE REQUESTED TO INTIMATE CHANGE OF ADDRESS, IF ANY AT THE EARLIEST QUOTING THEIR REGISTERED FOLIO NUMBER TO THE REGISTRAR AND TRANSFER AGENTS :**

   CAMEO CORPORATE SERVICES LIMITED,
   1, SUBRAMANIAM BUILDING, CLUB HOUSE ROAD,
   MOUNT ROAD,
   CHENNAI – 600 002,

5. **RESUME OF DIRECTORS BEING APPOINTED/REAPPOINTED**

   Pursuant to clause 49(VI) (A) of the Listing Agreement relating to the code of corporate Governance, particulars of the Directors proposed for appointment and reappointment are given below.

   Mr. Jaybalan Jaykumar

   A civil engineer with metallurgy and electrical as electives from Guindy Engineering College, Chennai is a director of Metro Films Private Ltd. He was on the Board of VSK Ferroalloys and Golden Ferro Alloys. He was also Managing Director Vegaa Alloy Steel Ltd. He brings with him vast experience in corporate planning, HR management, overseas business development process and general management.

   Mr. Rajendra Jain

   A commerce and law graduate from Calcutta University has wide experience in the fields of Advertisement, creative designing, System structure and execution of Concept selling, methodologies and proposals.

   Mr. N.K.Premanandhan

   A commerce graduate with varied experience in the field of accounting, auditing and tax matters. Company has derived benefits from his guidance and advice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ANNEXURE TO THE NOTICE

Following explanatory statements relating to Special Business at item no. 4 are given below:

Mr. Jaybalan Jaykumar was appointed as an Additional Director by the Board of Directors at their meeting on 3rd September2012 in terms of section 260 of the Companies Act and Articles of Association of the Company and who holds the office only up to the date of ensuing Annual General Meeting. The company has received a notice in writing from a member under section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Jaykumar as a candidate for the Office of director. The Board has decided to appoint him as an Independent Director who is liable to retire by rotation subject to approval of members. Therefore the resolution under item no. 4 is being placed before the shareholders for their approval.

None of the Directors are interested in the above resolution except Mr. Jaybalan Jaykumar.

BY ORDER OF THE BOARD

Rajendra Jain
Director

Place : Chennai
Date : 03/09/2012

DIRECTORS' REPORT

Your Directors present the Twentieth Annual Report together with the Audited Accounts of the Company for the Financial Year ended on 31st March 2012.

FINANCIAL HIGHLIGHTS

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

PARTICULARS	31.03.2012	31.03.2011
Sales & Other Income	8,773,185	2,875,065
Profit / (Loss) before Depreciation and Tax	(1,067,039)	(32,614,856)
Less: Depreciation	238,614	239,926
Profit / (Loss) before Tax	(1,305,653)	(32,854,782)
Provision for Deferred Tax – Asset	52,019	44,921
Profit / (Loss) after Tax	(1,253,634)	(32,810,491)
Add: Balance Brought Forward	(89,556,339)	(56,745,847)
Balance Carried Over to Balance Sheet	(90,809,973)	(89,556,339)
EPS Basic & Diluted	(0.07)	(1.91)
Weighted Average number of Shares	17,218,759	17,218,759

OPERATIONS AND PERFORMANCE

During the tear under review the company reported loss of Rs.1.25 million as opposed to loss of Rs. 32.81 million reported in the previous year. Top line was generated thru job works for clients and also outsourcing software development with minimum margin. A major cost reduction program was introduced which had significantly reduced the overheads. Benefit of the program is expected to yield result in future years as well. Company plans to enter into Trading activity of Hardware and other items to improve revenue. Result of this effort is likely to come during current year.

DIVIDEND

Your directors do not recommend any dividend as there was a loss during the year under review.

PUBLIC DEPOSITS AND LOANS/ ADVANCES

The Company has not accepted any public deposits during the financial year.

The particulars of loans/ advances and investment in its own shares by listed companies, their subsidiaries, associates etc. required to be disclosed in the annual accounts of the company pursuant to Clause 32 of the listing agreement with the company, are furnished separately.

DIRECTORS

Directors Mr. Veera Mohan Arunasalam and Mr.Gunasageran Nadeson resigned from the Board effective September 3, 2012 due to their commitment overseas. The Board places on record its appreciation of the valuable services rendered by them during their tenure as member.

Directors Mr. N. K. Premanandhan and Mr. Rajendra Jain retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer themselves for reappointment. The Board recommends their reappointment.

Mr. Jaybalan Jaykumar was appointed as an additional director on 3rd September 2012 in terms of Section 260 of the Companies Act, 1956. He holds office up to the date of the ensuing Annual General Meeting to be held on 28th September, 2012. The requisite notices together with necessary deposits have been received from members pursuant to section 257 of the Companies Act, 1956 proposing appointment of Mr. Jaybalan Jaykumar as director liable to retire by rotation. The Board recommends his appointment as Director.

INDUSTRIAL RELATIONS AND HUMAN RESOURCE MANAGEMENT

Your Company recognizes the importance of human resource in creating an organization and wishes to place on record their appreciation for the contribution and support of all the employees towards the growth of the Company.

The Company is constantly working to create a congenial work environment and motivating employees at all levels and shall always place all necessary emphasis on continuous development of its human resource.

SUBSIDIARIES

The Company does not have any subsidiary.

Health, Safety and Environmental Protection

The Company has been regularly complying with relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

AUDITORS

M/s Siddharrth Mehta, Chartered Accountant, Statutory Auditors of the Company retires at the conclusion of the ensuing Annual General Meeting of the Company and is eligible for reappointment. The Company has obtained confirmation that if appointed it would be in conformity with the provisions of section 224(1B) of the Companies Act, 1956 and will be within the limits specified therein.

AUDITORS REPORT

The notes on accounts are self explanatory to the comments made by the Auditors in their Report and therefore do not call for any further explanations.

LISTING

The shares of the company are listed in Bombay Stock Exchange. The company is yet to receive Listing confirmation of 77,44,760 equity shares issued on Preferential basis for acquisition and merger of three companies viz, Elan Integrated Systems Pvt. Ltd., R3 Ventures Pvt. Ltd. and Millennium E- soft Solutions. Efforts are continuing to have those listed.

REGISTERED OFFICE

Registered office of the Company is at

No. 71, Nehru Nagar Industrial Estate
2nd Link Street, Kottivakkam,
Chennai – 600 041

CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement along with the Auditors' Certificate for its due compliance forms part of the Annual Report.

Your company has taken adequate steps for compliance with the Corporate Governance guidelines, as amended from time to time.

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

The information regarding conservation of energy and technology absorption as required under Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable to your company. There were no foreign exchange earnings and outgo during the financial year.

DIRECTORS RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies Act, 1956, 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.

COMPANY SECRETARY

The appointment of Whole time Company Secretary is under consideration of the Company. The company has been availing services of practicing company secretary from time to time to ensure compliance of the provisions of the applicable acts and statutes. Also the Annual Return of the Company is being certified by practicing company secretary from year to year and the company is also taking certifications from them for Stock Exchange Compliances.

PARTICULARS OF EMLPOYEES U/S 217(2A) OF THE ACT

None of the employees have received remuneration in excess of the sum prescribed u/s 217(2A) of the Companies Act, 1956.

MANAGEMENT DISCUSSION AND ANALYSIS

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

ACKNOWLEDGMENT

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

FOR AND ON BEHALF OF THE BOARD

N.K.Premanandhan	Rajendra Jain
Director	Director

Date: 03/09/2012
Place: Chennai

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY

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

2. BOARD OF DIRECTORS

The composition of the board and category of the directors are given in table below. During the financial year 2011 -12 five board meetings were held on 14th May, 2011, 10th August, 2011, 26th August, 2011, 10th November, 2011, and 13th February, 2012..

Name	Category	Board meetings attended	Last AGM attended	Other Directorship	Committee Membership (other than OMNI Ax's Software Ltd.)	Committee Chairmanship (other than OMNI Ax's Software Ltd.)
N.K. Premanandhan	**Executive**	**5**	**YES**	**NIL**	**NIL**	**NIL**
Rajendra Jain	**Wholetime Director**	**5**	**YES**	**NIL**	**NIL**	**NIL**
Shreyas S. Shah	**Independent**	**5**	**YES**	**NIL**	**NIL**	**NIL**
V.M. Arunasalam	**Independent**	**3**	**NO**	**NIL**	**NIL**	**NIL**
G. Nadeson	**Independent**	**3**	**NO**	**NIL**	**NIL**	**NIL**

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

3. BOARD COMMITTEES

A. AUDIT COMMITTEE

Major terms of reference of Audit Committee are :

(i) Effective supervision of the transparent financial reporting process, disclosure of its financial information, ensuring compliance with established accounting standards, policies, procedure and statutory regulations.

(ii) Evaluate adequacy of internal control system and its effectiveness and

recommend appropriate measures as deemed fit.

(iii) Reviewing the financial results of the company each quarter/year before the same are placed at the board meeting for approval.

(iv) Provide an avenue for effective communication between management, statutory auditors and the Board of Directors.

Composition and Attendance

Name of the Directors	No. of Meetings attended
Shreyas S.Shah Independent Director Chairperson	**4**
V. M. Arunasalam Independent Director	**3**
N. K. Premanandhan Executive Director	**4**

During the year ended March 31, 2012 four meetings of the Audit Committee were held on May 14, 2011, August 10, 2011, November 10, 2011, February 13, 2012,

The company derived considerable benefits from the deliberations of the Audit committee.

B. REMUNERATION COMMITTEE

The committee comprises of following three directors. The committee met once during the year.

Name of the Directors	No. of Meetings attended
Shreyas S. Shah Independent	**1**
N. K. Premanandhan Executive Director	**1**
G. Nadeson Independent Director	**Nil**

C. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

The company and its Registrar and Share Transfer Agent (RTA) attend to all grievances of the shareholders and investors. The committee oversees the performance of the RTA and specially looks into redressal of shareholders /investors complaints relating to delay in transfer of shares, non receipt of shares etc and recommends measures to improve the Shareholders/Investors services.

The committee met four times during the year under review on May 14, 2011, August 10, 2011, November 10, 2011, and February 13, 2012.

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Composition and Attendance

Name of the Directors	No. of Meetings attended
Shreyas S. Shah	4
Rajendra Jain	4
G. Nadeson Independent Director	3

During the year no complaints have been received and as a procedure no complaint remains pending / unattended for more than 30 days.
Mr. Rajendra Jain, Director is the Compliance Officer of the company.

D. GENERAL BODY MEETING

Particulars of the Annual General Meeting held during the last three years are as under:

Year	Date	Time	Venue
2010 --11	30.09.2011	11.00 AM	Asha Nivas, No.9 Rutland Gate, 5th Street, Nungambakkam, Chennai-600 006
2009 –10	30.09.2010	10.00 AM	Nalwar Thirumana Maligai 136(48) S.R.P.Koli Street Agaram Chennai – 600082
2008 - 09	29.09.2009	9.30 AM	39, North Osman Road Basement Building, T. Nagar Chennai – 600017

No Special Resolution was passed during the last three Annual general meetings. No Extraordinary General Meeting was held during the last financial year.

No resolution was passed during last financial year by postal ballot.

As of now there is no proposal of passing any resolution through Postal ballot.

E. DISCLOSURES

There were no materially significant related party transactions with the promoters, directors or the management, subsidiaries or relatives that have potential conflict with the interests of company at large.
The company has followed the guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

F. COMPLIANCES

The Board reviews periodically compliance reports required under all laws and regulations applicable to the company. The company has complied with the mandatory requirements of the code of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange and has submitted all quarterly reports in the prescribed format to the Exchange during the year.

The Statutory Auditors of the company have certified that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange and the same is annexed to the Directors Report.

CEO/CFO certificate to the Board as required under Cause 49(v) of the Listing Agreement annexed herewith forms part of this report.

G. MEANS OF COMMUNICATION

The quarterly unaudited financials and the annual audited results are sent forthwith to the Stock Exchange in the prescribed format for uploading in their website. The results are also published in a National English daily and a local language daily news paper. Quarterly results are not sent to shareholders.

H. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis report forming part of the Annual Report is attached.

I. GENERAL SHAREHOLDERS INFORMATION

A separate section on above is annexed to form part of Annual Report.

FOR AND ON BEHALF OF THE BOARD

N.K.Premanandhan	Rajendra Jain
Director	Director

Date : 03/09/2012
Place : Chennai

AUDITORS CERTIFICATE REGARDING COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

REGISTRATION NO: OF THE COMPANY: 18-022439

NOMINAL CAPITAL: Rs. 20,00,00,000/-

TO

THE MEMBERS OF OMNI AX`S SOFTWARE LIMITED

CHENNAI

We have examined all the relevant records of M/s. OMNI AX`S SOFTWARE LIMITED for the purpose of certifying compliance of the conditions of Corporate Governance under Clause 49 of the Listing Agreement with BSE for the financial year ended on 31st March, 2012. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the Conditions of the Corporate Governance. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the

Company has complied with the applicable mandatory conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement and the company has adopted the non-mandatory requirements with regard to setting up of a remuneration committee.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that the Registrar and Share Transfer Agents of the Company have maintained records to show Investors' Grievances against the Company and have certified that as on 31st March, 2012 there were no investor grievances remaining unattended / pending for a period exceeding one month.

SIDDHARRTH MEHTA

Date: 03/09/2012 **Chartered Accountant**

Place : Chennai **Membership No. 207043**

GENERAL INFORMATION

Annual general Meeting	: 20th AGM
Day & Date	: Friday, 28th September, 2012
Time	: 11.00 AM
Venue	: Asha Nivas, 9, Rutland Gate, 5th Street, Nungambakkam, Chennai – 600 006
Financial Year	: Ended on 31st March 2012
Book Closure Dates	: 24/09/12 to 28/09/12 (both days inclusive)
Listing on Stock Exchange	: Bombay Stock Exchange
Scrip Code	: 526483
Dematerialisation	: Admitted in NSDL and CDSL No. of demat shares 90,70,930 52.68% of total Shares
ISIN no.	: INE 9369B01019 – Fully paid INE 9369B10107 - Partly paid
Registrar & Transfer Agent (RTA)	: M/S Cameo Corporate Services Ltd 1, Subramanium Road Club House Road, Mount Road Chennai – 600 002
Address for Communication	: 71, Nehru Nagar Industrial Estate 2nd Link Street, Kottivakkam, Chennai – 600 041

SHARE TRANSFER SYSTEM

The company and its Registrar and Share Transfer Agent (RTA) attend to all activities relating to transfer of shares. Transfer applications along with relevant documents are required to be sent to the company or directly to RTA and the same is processed within 30 days of receipt if all documents are proper and no further clarification is required. In case of demat shares transfers are processed by CDSL/NSDL through the respective depository participants.

MARKET PRICE DATA

Details of monthly highest and lowest prices of the equity shares of the company at Bombay Stock Exchange during financial year 2011 – 12 are as under:

MONTH	HIGH PRICE	LOW PRICE	No. Shares Traded
Apr - 2011	4.50	2.68	668,515
May - 2011	4.20	2.86	394,727
Jun - 2011	3.74	2.47	72,078
Jul - 2011	2.62	2.01	145,480
Aug - 2011	2.20	1.60	36,018
Sep - 2011	2.35	1.82	11,164
Oct - 2011	1.99	1.54	2,591
Nov - 2011	1.49	1.11	9,480
Dec - 2011	1.32	1.20	11,589
Jan - 2012	1.27	1.15	53,548
Feb - 2012	2.15	1.28	36,483
Mar - 2012	2.69	1.80	153,078

DISTRIBUTION SCHEDULE AS ON 31.03.2012

No. of Equtiy shares held	No. of Shareholders	Percentage %	No. of Shares	Percentage %
Upto 5000	2,561	60.0187	7,39,162	4.2927
5001 - 10000	813	19.0531	7,24,691	4.2087
10001 - 20000	371	8.6946	6,17,010	3.5833
20001 - 30000	145	3.3981	3,79,755	2.2054
30001 - 40000	65	1.5233	2,42,819	1.4102
40001 - 50000	97	2.2732	4,66,970	2.7119
50001- 100000	106	2.4841	8,31,097	4.8266
100001& above	109	2.5544	1,32,17,255	76.7607
TOTAL	4,267	100.0000	1,72,18,759	100.0000

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE, DEVELOPMENT AND OUTLOOK

Global economy is under stress due to high levels of sovereign debt in the Western markets coupled with increasing levels of unemployment and rising income and wealth inequalities. Growth will be subdued in the developed markets and growth slowing down in the developing markets. The current economic landscape places technology as a primary business lever in developed markets, technology is the key enabler for businesses to adapt to the volatile macro environment and the changing ecological landscape. Over the past two decades, India has risen to become the leading destination for global sourcing of IT, BPO and R&D services. Despite a lower economic growth compared to the plan, the demand in the domestic Software Services sector is likely to be good and increasingly broad based.

BUSINESS PLAN AND STRATEGIES

Company plans to revitalize its software development segment and provide services to the large houses that provide technology and other R&D services globally. It has plans to support projects like "E learning on net", "I – tuition" which are gaining grounds. Company will continue its effort in trading activity of Hardware.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The system of internal control has been established to provide reasonable assurance of safeguarding assets, maintenance of proper accounting records in compliance with applicable Laws and Regulations to ensure reliability of financial statements and reports. The Statutory Auditors and the Audit Committee review all financial statements and ensure adequacy of internal control systems.

RISK MANAGEMENT

Risk evaluation and management is an ongoing process in the company.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Mr. Jaybalan Jaykumar was inducted in the Board. He brings wealth of experience which will be highly beneficial to the company. Your company continues to have cordial relations with its employees.

CAUTIONARY STATEMENT

Statements in the Management discussion and analysis describing the company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting demand/supply and prices conditions in the domestic and overseas markets in which the company operates/ going to operate, changes in government regulations, tax laws and other statutes and other incidental factors.

FOR AND ON BEHALF OF THE BOARD

N.K.Premanandhan
Director

Rajendra Jain
Director

Date: 03/09/2012
Place: Chennai

DECLARATION OF CODE OF CONDUCT

Dear Sirs,

This is to confirm that the Board has laid down a code of conduct for all Board of Directors and senior management of the Company. The said code has been communicated to the Directors and members of Senior Management. There is no website of the company.

It is further confirmed that all directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2011 as envisaged in Clause 49 of the Listing Agreement with stock exchange.

FOR AND ON BEHALF OF THE BOARD

N.K.Premanandhan
Director

Rajendra Jain
Director

Date : 03/09/2012
Place: Chennai

CEO / CFO Certification

Dear Sirs,

In connection with the Audited Financial Results for the Financial Year ended 31st March, 2012, we N. K. Premanandhan and Rajendra Jain Directors certify that

(a) we have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading:

(ii) these statements together present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.

(b) to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to the financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to be taken to rectify these deficiencies.

(d) we have indicated to the auditors and the audit committee

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

FOR AND ON BEHALF OF THE BOARD

	N.K.Premanandhan	Rajendra Jain
Date : 03/09/2012	Director	Director
Place: Chennai		

AUDITOR'S REPORT

TO THE MEMBERS OF OMNI AX'S SOFTWARE LIMITED

I have audited the attached Balance Sheet of **M/s. Omni Ax's Software Limited**, ("the Company") as at **31st March 2012** and the Profit and Loss Account and Cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I have conducted the audit in accordance with the auditing standards generally accepted in India. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

1. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditors Report) Amendment Order, 2004 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, ("the Act"), I enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

2. Attention is invited to item **number t of note 16** forming part of the financial statements regarding non confirmation of balances of loans and advances, sundry debtors and sundry creditors. Consequently the net current assets and Loans and Advances would change accordingly in the event of any differences in these accounts. The Company has written off Rs.4,76,000 towards Debtors in this year under Audit.

3. Further to my comments in the Annexure referred to above, I report that:

   i) I have obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purposes of my audit;

   ii) In my opinion, proper books of account as required by law have been kept by the company so far as appears from my examination of those books;

   iii) The Balance Sheet, Profit and Loss Account and Cash flow statement dealt with by this report are in agreement with the books of accounts;

iv) In my opinion, the Balance Sheet, Profit and Loss Account and Cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

v) On the basis of written representations received from the directors, as on 31st March 2012 and taken on record by the Board of Directors, I report that none of the directors is disqualified as at 31st March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956; and

vi) In my opinion and to the best of my information and according to the explanations given to me, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a **TRUE AND FAIR VIEW** in conformity with the accounting principles generally accepted in India :

a) In the case of Balance Sheet, of the state of affairs of the company as at 31st March 2012;

b) In the case of the Profit and Loss Account, of the **Loss** of the Company 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. The Cash Flow Statement has been prepared by the company in accordance with the requirements of Clause 32 of the listing agreements entered into with the Stock Exchange.

As per my report of Even date

Place: Chennai
Date: 03/09/2012

For Sidharth Mehta & Co
Chartered Accountant
(Siddharrth Mehta)

ANNEXURE TO THE AUDITOR`S REPORT

Annexure referred to in my report to the members of M/s.Omni Ax's Software Limited ("the Company") for the year ended 31st March 2012.

1. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

   b. All the assets are physically verified by the management during the year and there is a regular programme of verification which, in my opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

   c. None of the fixed assets have been disposed off during the year.

2. As explained to us, the inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and the nature of its business. 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 the business. The company has maintained proper records of inventory. As explained to us, there were no material discrepancies noticed on physical verification stocks, as compared to book records.

3. The Company has not taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. The Company has not granted loans to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, paragraph 4(iii) of the order is not applicable.

4. In my opinion and according to the information and explanations given to me there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of fixed assets and for the sale of goods and services. During the course of my audit, I have not observed any continuing failure to correct major weaknesses in internal controls.

5. The company has not any entered into any contracts or arrangements attracting the provisions of section 301 of the Companies Act, 1956. Accordingly, paragraph 4(v) of the order is not applicable

6. The company has not accepted any deposit from the public and hence provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules 1975 are not applicable. Accordingly, paragraph 4(vi) of the order is not applicable

7. The Company does not have a formal internal Audit System; however, in our opinion, and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business.

8. I am informed that the company has not been required by the Central Government to maintain cost records under section 209(1) (d) of the Companies Act, 1956. Accordingly, paragraph 4(viii) of the order is not applicable

9. a. According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has been generally regular in depositing the undisputed statutory dues including Income tax, Service Tax and other applicable statutory dues with the appropriate authorities.

   b. According to the information and explanations given to me, no undisputed amounts payable in respect of income tax, service tax and other applicable statutory dues as at 31st March 2012 were outstanding for a period of more than six months from the date they became payable.

10. The company has accumulated losses at the end of the financial year which are less than fifty percent of its net worth. The company has incurred cash losses during the financial year and in the immediately preceding financial year.

11. The company has not taken loan from Bank. Accordingly paragraph 4(xi) of the Order is not applicable.

12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly paragraph 4(xii) of the Order is not applicable.

13. The company is not a chit fund / nidhi/ mutual benefit fund/ society. Accordingly paragraph 4(xiii) of the Order is not applicable.

14. The company is not dealing or trading in shares, securities, debentures and other investments. The Investments in shares, securities, debentures and other forms of investments were held in the name of the company.

15. According to the information and explanations given to me, the company has not given any guarantee for loans taken by others from banks or financial institutions. Accordingly paragraph 4(xv) of the Order is not applicable

16. The company has not taken any term loan during the year covered by this audit. Accordingly paragraph 4 (xvi) of the Order is not applicable.

17. According to the information and explanations given to me and on an overall examination of the balance sheet of the company, in my opinion that the company has not raised any funds on short-term basis for long term Investments. Accordingly paragraph 4 (xvii) of the order is not applicable. All assets have been funded by the shareholder's funds.

18. The company has not made any preferential allotment of shares to any parties or companies during the financial year. Accordingly paragraph 4 (xviii) of the order is not applicable.

19. The company has not issued any debentures during the period covered by my audit. Accordingly paragraph 4 (xix) of the Order is not applicable.

20. The company has not raised any money by public issue during the financial year. Accordingly paragraph 4(xx) of the Order is not applicable.

21. According to the information and explanations given to me, I report that no material fraud on or by the company has been noticed or reported during the course of audit.

As per my report of Even date

Place: Chennai
Date: 03/09/2012

For Sidharth Mehta & Co
Chartered Accountant
(Siddharrth Mehta)

Balance Sheet as at 31st March, 2012

Particulars	Note No	31-03-2012	31-03-2011
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	172,187,590	172,187,590
(b) Reserves and Surplus	2	(44,355,720)	(43,102,085)
(2) Non-Current Liabilities			
(a) Long-term borrowings	3	1,815,000	150,000
(b) Deferred tax liabilities (Net)	4	1,626,494	1,678,513
(3) Current Liabilities			
(a) Trade payables	5	-	11,564,000
(b) Other current liabilities	6	397639	338,090
Total		131,671,003	142,816,108
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	7	817,561	1,056,174
(ii) Intangible assets (Goodwill)		53,762,872	53,762,872
(b) Non-current investments	8	48,500,000	48,500,000
(2) Current assets			
(a) Inventories	13	3,000,000	3,000,000
(b) Trade receivables	9	-	476,000
(c) Cash and cash equivalents	10	638,038	2,353,857
(d) Short-term loans and advances	11	24,952,532	33,667,202
Total		131,671,003	142,816,108
The accompanying notes 1 to 16 are an integral part of the Financial Statemets			

For and on behalf of Board of Directors

As per my report of Even date

N.K. Premanandhan
Director

Rajendra Jain
Director

For Sidharth Mehta & Co
Chartered Accountant
(Siddharrth Mehta)
Membership No.207043

Place: Chennai
Date: 03/09/2012

Profit and Loss statement for the year ended 31st March, 2012

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from operations		5,600,000	600,000
II. Other Income	12	3,173,185	2,275,065
III. Total Revenue (I +II)		8,773,185	2,875,065
IV. Expenses:			
Cost of materials consumed			
Purchase of Stock-in-Trade(Software)	13	5,590,000	3,550,000
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	13	-	(3,000,000)
Employee benefit expense	14	1,920,473	1,721,559
Depreciation and amortization expense	7	238,614	239,926
Other expenses	15	2,329,751	33,218,362
Total Expenses		10,078,838	35,729,847
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(1,305,653)	(32,854,782)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		(1,305,653)	(32,854,782)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		(1,305,653)	(32,854,782)
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(52,019)	(44,291)
XI. Profit(Loss) from the perid from continuing operations	(IX-X)	(1,253,634)	(32,810,491)
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		(1,253,634)	(32,810,491)
(1) Basic		(0.07)	(1.91)
(2) Diluted		-	-

The accompanying notes 1 to 16 are an integral part of the Financial Statements

For and on behalf of Board of Directors

As per my report of Even date

N.K. Premanandhan
Director

Rajendra Jain
Director

For Sidharth Mehta & Co
Chartered Accountant
(Siddharrth Mehta)
Membership No.207043

Place: Chennai
Date: 03/09/2012

NOTES TO ACCOUNTS

PARTICULARS	As at March 31, 2012	As at March 31, 2011
Note 1 - Share Capital		
Authorized:-		
2,00,00,000 Equity Shares of Rs.10/- each	200,000,000	200,000,000
Issued and Subscribed & Paid Up:-		
1,72,18,759 Equity Shares of Rs.10/- each	172,187,590	172,187,590
Total	172,187,590	172,187,590
Reconciliation Of Shares	**Nos.**	**Nos.**
Opening Share Capital	17,218,759	17,218,759
add : Shares issued during the year	nil	nil
Right/Bonus shares issued	nil	nil
Total	17,218,759	17,218,759
Less : Buy back of Shares	nil	nil
Reduction in Capital	nil	nil
Closing Share Capital	17,218,759	17,218,759
Shareholders holding 5% or more shares	% of Holding / No of Shares	% of Holding / No of Shares
	11.24%	11.24%
Telesys Software Limited	1,935,000	1,935,000
	11.05%	11.05%
Dynamic Securities Limited	1,903,400	1,903,400
	5.74%	5.74%
Mafatlal	988,000	988,000
	28.03%	**28.03%**
Total	**4,826,400**	**4,826,400**
Note 2 - Reserves & Surplus		
Shares Forfeited Account	2,504,505	2,504,505
Share Premium Account	43,949,748	43,949,748
Profit/(loss) beginning of year	(89,556,338)	(56,745,847)
Profit/(loss) for the year	(1,253,634)	(32,810,491)
Profit /(loss) end of year	(90,809,972)	(89,556,338)
Total	**(44,355,720)**	**(43,102,085)**

PARTICULARS	As at March 31, 2012	As at March 31, 2011
Note 3 – Long Term Borrowing		
Secured Loans	-	-
Unsecured Loans		
VAB capital Advisors Ltd	375,000	150,000
VAB Ventures Ltd	1,440,000	-
Total	**1,815,000**	**150,000**
Note 4 – Deferred Tax Liability		
Opening Balance	1,678,513	1,722,804
Less:Deferred Tax Asset)- Depreciation	(52,019)	(44,291)
Closing Balance - Net Deferred Tax Liability	**1,626,494**	**1,678,513**
Note 5 - Trade Payable		
Total Outstanding Dues to Creditors other than SSIs	-	11,564,000
Note 6 – Other Current Liabilities		
Audit Fees Payable	28,090	27,575
Director's Remuneration Payable	37,425	-
Salary Payable	22,800	-
RTA Fees Payable	5,309	-
TDS Payable	304,015	310,515
Total	**397,639**	**338,090**

NOTE 7 : FIXED ASSETS **STRAIGHT LINE**

Descriptions	Gross Block				Depreciation / Amortization - SLM Basis				Net Block	
	As at 01.04.2011	Additions	Deletions	As at 31.03.2012	Upto 01.04.2011	For the Period	Deletion	Upto 31.03.2012	As at 31.03.2012	As at 31.03.2011
Office Equipments	2,168,523	-	-	2,168,523	1,339,779	103,004	-	1,442,783	725,740	828,744
Furniture & Fixtures	2,163,069	-	-	2,163,069	2,027,459	135,610	-	2,163,069	-	135,610
Depreciation Adjustment	-	-	-	-	-	-	-	-	91,821	91,821
TOTAL	4,331,592	-	-	4,331,592	3,367,238	238,614	-	3,605,852	817,561	1,056,175

PARTICULARS	As at March 31, 2012	As at March 31, 2011
Note 8 – Non – Current Investments		
Investments In Quoted Shares - Fully Paid	-	-
Investments in Unquoted Shares - Fully Paid		
a) Jemi Share Brokers Pvt Ltd	9,500,000	9,500,000
Cost of 190,000 shares (partly paid) Rs.50 Each		
b) Mardia Sons Holdings(P) Ltd	39,000,000	39,000,000
Cost of 780,000 Shares(partly paid) Rs.50/- Each		
Total	**48,500,000**	**48,500,000**
Note 9 – Trade Receivable		
Debts outstanding for a period exceeding six Months		
Considered Good	-	-
Considered Doubtful	-	476,000
Total	**-**	**476,000**
Note 10 – Cash & Cash Equivalents		
Cash on hand	605,041	1,678,919
Bank Balance -		
- With Scheduled Banks on Current Accounts	32,996	674,938
Total	**638,038**	**2,353,857**
Note 11 – Short-term Loans & Advances		
Recoverable in cash or kind for value to be Received	20,948,257	29,732,923
Tax Deducted at Source		
For the Year 2004-2005	198,238	198,238
For the Year 2005-2006	447,609	447,609
For the Year 2006-2007	670,767	670,767
For the Year 2007-2008	804,699	804,699
For the Year 2008-2009	1,181,872	1,181,872
For the Year 2009-2010	386,332	386,332
For the Year 2010-2011	244,762	244,762
For the Year 2011-2012	69,996	-
Total	**24,952,532**	**33,667,202**

PARTICULARS	As at March 31, 2012	As at March 31, 2011
Note 12 – Other Income		
Job Work	3,173,000	-
Interest Received		2,190,065
Other Income	185	-
Capital Gains	-	85,000
Total	**3,173,185**	**2,275,065**
Note 13 - Cost of goods sold		
Opening Stock	3,000,000	-
Purchases - Cost of Software Packages	5,590,000	3,550,000
Closing Stock	3,000,000	3,000,000
Total	**5,590,000**	**550,000**
Note 14 – Employee Benefit Expenses		
Salaries & Bonus	1,904,627	1,652,450
Staff Welfare Expenses	15,846	69,109
Total	**1,920,473**	**1,721,559**
Note 15 – Other Expenses		
AGM Expenses	5,044	-
Advertisement Expenses	-	10,000
Auditor Remuneration	28,090	27,575
Audit Fees - Secretarial	1,500	-
Bad Debts	476,000	22,662,673
Bank Charges	1,044	2,535
Compounding Fees	2,000	-
CDSL Fees	-	34,728
Consultancy Fees	-	14,000
Director's Remuneration	394,250	35,000
Electricity Charges	106,848	60,951
Filing Fees	21,808	-
Listing Fees	44,120	16,645
Loss on Sale of Shares - Long Term	-	1,188,850
Maintenance Charges	3,500	-
Misc Expenses	72,294	76,168
Office Expenses	58,933	79,658
Office Maintenance	77,330	75,542
Postage & Telephone	33,608	46,090

Printing & Stationary	94,980	66,791
Rent	155,500	147,240
Rent - Kilpauk Office	22,800	-
Rent - Perungudi Office	325,000	-
Repairs & Maintanance	89,401	46,306
ROC Fees	-	2,500
Share Transfer Agent Fees	-	22,060
Telephones	32,693	44,010
Travelling & Conveyance	283,006	107,936
Deposit at Pondicherry - Written Off	-	20,000
Rental Advance - Written Off	-	874,379
Software Development in Progress - Written Off	-	7,556,725
Round Off	2	-
	2,329,751	33,218,362

NOTE – 16

SIGNIFICANT ACCOUNTING POLICIES

1. **Significant Accounting Policies**

a) **Basis of preparation of financial statements**

The Financial Statements have been prepared in accordance with the generally accepted accounting principles on accrual basis and comply with the accounting standards referred to in section 211 (3C) of the Companies Act, 1956 as adopted consistently by the company. The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis. The estimates and assumption used in these financial statements are based upon the management's evaluations of the relevant facts and circumstances as of the date of the financial statements.

b) **Revenue recognition**

Revenue from software development is recognized based on software developed or time spent in person hours or person weeks and billed to customers as per the terms of specific contracts.

Revenue from software development services comprises income from time and materials and fixed price contracts. Revenue is recognized in accordance with the terms of the contract with the customer. Revenue with respect to time-and material contracts is recognized as related services are performed. Revenue from fixed-price contracts is recognized in accordance with the percentage of completion method. Income from services is recognized on accrual basis. Service Income do not include Service Tax which is treated as a liability. Income from interest on loans forming part of other income is recognized on accrual basis.

c) Fixed Assets

Fixed assets are stated at historical cost less accumulated depreciation.

d) Depreciation

Depreciation on fixed assets is provided on **Straight Line Basis** at the rates prescribed in schedule XIV to the Companies Act, 1956. The expenditure incurred towards the acquisition of Assets for Research and Development have been capitalized and no depreciation has been provided for. Depreciation is provided on Assets sold up to the point of sale. Depreciation on Additions to fixed assets are provided on pro rata basis from the date of purchase up to 31st march.

e) Taxes on Income

The Company will make necessary provision for Income Tax, taking into account the allowances and exemptions under the Income Tax Act, 1961.Deferred Tax resulting from timing difference between book and tax profits is accounted for under the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallize.

f) Investments

Investments are classified as long-term investments and current investments. Long-term investments are stated at cost and any decline other than temporary, in the value of such investments is charged to the Profit and Loss Account. Current investments are stated at lower of cost and market value. All Investments are held in the name of the company. As on date of the Balance Sheet all investments made by the companies are long term investments only.

g) Impairment

At each balance sheet date, the Company reviews the carrying amounts of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a Pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognized immediately as income in the profit and loss account.

h) Miscellaneous Expenditure represents preliminary expenses amortized over a period of ten years and public issue expenses to be written off over a period of ten years. The Filing fees to ROC in authorized capital which is not considered as revenue expenditure and is amortized over the period of five years.

i) The company is engaged in development of software, which as per Accounting Standard – 17 is considered as the only reportable business.

j) Deferred Tax: In accordance with Accounting Standard 22 (Accounting of Taxes on Income) issued by the Institute of Chartered Accountants of India , Deferred Tax liability/ (Asset) attributed to timing difference relating to depreciation has been recognized at (Rs.52,019/-) as on 31.03.2012 (as on 31.03.2011 Rs. 44,291 /- Deferred Tax Asset).

Depreciation as per Books	Rs. 2,38,614
Depreciation as per IT Act	Rs. 85,167
Tax on the Timing Difference	Rs. 52,019 (Net Deferred Tax)

k) Short Term employee benefits are charged off to the Profit & loss account in the year of rendering of services. The no. of employees were less than 20 during the year under review and hence it is reported that payment of Contribution/ Benefit Plan are not applicable to this Company.

l) Related Party Disclosure: As per Accounting Standard 18, issued by the Institute of Chartered Accountants of India, the disclosure of transaction with the related parties are given below:

Name of the Related Party	Balance as on 31st March, 2012	Maximum outstanding during the year
Rajendra Jain	37,425	45,000

Key Management Personnel (KMP):

N.K.Premanandhan, Director

Nature of Transaction	Nature of Relationship	Amount
Directors Remuneration	KMP	NIL
Sitting Fees	KMP	NIL

Rajendra Jain, Whole time Director

Nature of Transaction	Nature of Relationship	Amount
Directors Remuneration	KMP	3,94,250
Sitting Fees	KMP	NIL

m) Auditors Remuneration:

	2011-12 Rs.	2010-11 Rs.
Audit Fees (Excluding Service Tax)	20,000	20,000
Income Tax Matters	5,000	5,000
	25,000	25,000

n) Contingent Liabilities - NIL

o) Expenditure in Foreign Currency – NIL

p) CIF Value of imports – Capital Goods – NIL

q) Earnings Per Share:
Earning per share is calculated by dividing the profit attributable to the equity shareholders by the number of equity shares outstanding during the year.

	2011-12	2010-11
Profit after Taxation (Rs.in Lakhs)	(12.53)	(328.11)
Weighted No. of Equity Shares o/s	17218759	17218759
Earning Per Share (Rs.)	(0.07)	(1.91)
Face Value per Share (Rs.)	10	10

r) The company is engaged in the development of computer software. The production and sale of such software cannot be expressed in any generic unit. Hence it is not possible to give the quantitative details of sale and information as required under paragraphs 3, 4C and 4D of Part II of Schedule VI to the Companies Act, 1956.

s) Diminution in value of investments: The Company holds investments in Private Companies and their share value couldn't be ascertained, hence no Diminution in value of investments is provided for in the Books.

t) Confirmation of balances is respect of certain Debtors, Creditors, HSBC Current A/c & Loans & Advances are not made available. If there be any changes this will have an impact on the Balance Sheet figures.

u) No Provision for taxation has been made as the company had incurred losses.

v) Previous Year's figures have been regrouped or restated wherever necessary to confirm to the current year's presentation.

For and on behalf of Board of Directors

N.K. Premanandhan
Director

Rajendra Jain
Director

As per my report of Even date

For Sidharth Mehta & Co
Chartered Accountant
(Siddharrth Mehta)
Membership No.207043

Place: Chennai
Date: 03/09/2012

Particulars	2011-12 (Rs.in Lakhs)	2010-2011 (Rs.in Lakhs)
A: CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit/Loss before Tax And Extra Ordinary Items	**(13.06)**	(328.55)
Adjustment for:		
- Depreciation	2.39	2.40
- Bad Debts written off	4.76	-
- Loss on Sale of Shares	-	11.89
- Profit on Sale of Shares	-	(0.85)
- Other Income	(31.73)	(21.90)
Operation Profit Before Working Capital Changes	**(37.64)**	**(337.01)**
Adjustment for:		
- Trade Receivables & Other Assets	87.15	617.54
- Increase in Inventories	-	(30.00)
- Current Liabilities & Provisions	(115.04)	100.63
- Interest & Other Income	31.73	21.90
Net Cash From Operating Activities	**(33.81)**	**373.05**
B: CASH FLOW FROM INVESTING ACTIVITIES:		
- Sale of Fixed Assets	-	81.92
- Sale of Investments	-	18.66
- Purchase of Shares	-	(485.00)
Net Cash used in Investing Activites	**-**	**(384.42)**
C: CASH FLOW FROM FINANCING ACTIVITIES:		
- Increase In Unsecured Loan	16.65	1.50
- Decrease In Secured Loan	-	-
Net Cash From Financing Activies	**16.65**	**1.50**
D. NET INCREASE IN CASH AND CASH EQUIVALENTS	(17.16)	**(9.86)**
E. Cash & Cash equivalents at the beginning of the year	23.54	**33.40**
F. Cash and Cash Equivalents at the end of the year	6.38	**23.54**

For and on behalf of Board of Directors

Place :Chennai
Date :03/09/2012

N.K. Premanandhan
Director

Rajendra Jain
Director

AUDITOR'S CERTIFICATE

I have examined the attached Cash Flow Statement of Omni Ax's Software Limited (the Company) for the year ended 31st March 2012.The statement has been prepared by the company in accordance with the requirements of Listing Agreement and is based on and in agreement with the Corresponding Profit and Loss Account and Balance Sheet of the company covered by my report of even date to the members of the company.

For Sidharth Mehta & Co
Chartered Accountant

Place :Chennai
Date :03/09/2012

(Siddharrth Mehta)
Proprietor.

Balance Sheet Abstract and Company's General Business Profile as per Part IV Schedule VI of the Companies Act, 1956.

I. Registration Details

Registration No.	**: 022439**
State Code	**: 18**
Balance Sheet Date	**: 31.03.2011**

II. Capital Raised during the year
(Amount Rs. in Thousands)

Public Issue	**: Nil**
Rights Issue	**: Nil**
Bonus Issue	**: Nil**
Private Placement	**: Nil**

III. Position of Mobilisation and Deployment of Funds
(Amount Rs. in Thousands)

Total Liabilities	**: 222,082**
Total Assets	**: 222,082**
Source of Funds	
Paid-up Capital	**: 172,187**
Reserves & Surplus	**: 46,454**
Secured Loans	**: 0**
Unsecured Loans	**: 1,815**
Deferred Tax Liability (Net)	**: 1,626**
Application of Funds	
Goodwill	**: 53,763**
Net Fixed Assets	**: 818**
Capital Work in Progress	: 0
Investments	**: 48,500**
Net Current Assets	**: 28,191**
Miscellaneous Expenditure	: 0
Accumulated Losses	**: 90,810**

IV. Performance of the Company
(Amount Rs. in Thousands)

Total Income	**: 8,773**
Total Expenditure	**: 10,078**
Profit Before Tax	**: (1,305)**
Profit After Tax	**: (1,253)**
Earnings Per Share (Rs.)	**: (0.07)**
Dividend Rate (%)	**: Nil**

V. Generic Names of Principal Products/Services of the Company
(as per monetary terms)

Item Code No.	**: N.A.**
Product Description.	**: Software Development**

Place: Chennai
Date ; 03/09/2012

For and on behalf of the Board

N K Premanandhan
Director

Rajendra Jain
Director

PROXY FORM

19TH ANNUAL GENERAL MEETING

Reg. Folio No./DP ID & Client ID*_____

I/We_____of_____

_____being a Member / Members of OMNI AX`S SOFTWARE LIMITED hereby appoint _____of

_____or failing him

_____of_____

as my /our Proxy to attend and vote for me/us on my/our behalf at the 20th Annual General Meeting of Omni Ax`s Software Limited to be held on Friday, 28th September, 2012 at 11.00 a.m. at Asha Nivas, 9, Rutland Gate, 5th Street, Nungambakkam, Chennai – 600 006 or any adjournment thereof.

Signed this _____day of _____2012.

Signature(s) of the Shareholder(s) Signature of Proxy

NOTE: This form must be deposited at the Registered Office of the Company not later than 48 hours before the time of the Meeting.

*Applicable for investors holding shares in electronic (dematerialized) form.

OMNI AX'S SOFTWARE LIMITED

.71, Nehru Nagar Industrial Estate, 2nd Link street, Kottivakkam, Chennai – 600 041

To be handed over at the entrance of the Meeting Hall

ATTENDANCE SLIP

19th ANNUAL GENERAL MEETING

I hereby record my presence at the **20th ANNUAL GENERAL MEETING** held on Friday, 28th September, 2012 at 11.00 a.m. at Asha Nivas, 9, Rutland Gate, 5th Street, Nungambakkam, Chennai – 600 006.

Reg. Folio No. /DP ID & Client ID*_____

No. of Shares: _____

Full Name of the Shareholder (in block letters)	Signature
Full Name of the Proxy (in block letters)	Signature

BOOK POST

If Undelivered Please Return to:

REGISTERED OFFICE:
No71, Nehru Nagar Industrial Estate,
2nd Link street, Kottivakkam,
Chennai – 600 041