OMNI AX'S SOFTWARE LIMITED

Regd. Office: New No.32, Old No.106, 1st Floor, Dr. Ranga Road,
Mylapore, Chennai 600 004 – Ph; 6379803477
Email: omniax2015@gmail.com,CIN:L30006TN1992PLC022439

05-09-2021

To,

The Asst. Manager,
Listing Compliance,
The Bombay Stock Exchange Limited,
Floor- 25, P.J. Towers,
Dalal Street,
Mumbai- 400 001

Dear Sir.

Sub: Submission of Annual Report for the year ended 31st March, 2021.
Ref: Scrip Code: 532340

Pursuant to the provisions of Regulation 34 (1) of SEBI (LODR), Regulations the Annual report of the Company for the year ended 31st March, 2021 is attached herewith.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For OMNI AXS SOFTWARE LTD



S.N.Madhavan
Whole Time Director &
Company Secretary

TWENTY NINTH ANNUAL REPORT

Board of Directors

S.N. Madhavan
Whole Time Director, CFO
& Company Secretary
A.Govindaraj - Independent Director
Mrs. Mythili - Independent Director
Mr. P J Sunderrajan-Independent Director

Auditors

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

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Registered Office

New No.32, Old No. 106, 1st Floor,
Dr. Ranga Road,
Mylapore,
Chennai- 600004
E-mail : omniax20l5@gmail.com
www.omniaxssoftwarelimited.com
Ph:6379803477

Share Transfer Agents

Cameo Corporate Services limited,
No. 1, Subramaniam Building,
Club House Road,
Off Mount Road,
Chennai - 600 002
Ph.: (044) 284603900
Fax: (044)28640129

NOTICE

Notice is hereby given that the **Twenty Ninth Annual General Meeting** of the members of the Company, will be held on Thursday **, September 30, 2021** at **12.30 P.M** through Video Conference (VC) / Other Audio-Visual Means (OAVM). The said Notice to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance sheet as at 31.03.2021, the Profit & Loss Account for the period ended on 31.03.2021 and to consider the reports of the Directors and Auditors thereon.

2. To appoint a Director in the place of Mr. S.N. Madhavan (DIN02296815), Whole Time Director who retires by rotation and being eligible offers herself for re-appointment.

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

Regd. Office:
N.No. 32, Old No.106, 1st Floor,
Dr. Ranga Road,
Mylapore,
Chennai – 600 004

S.N. Madhavan
Whole Time Director &
Company Secretary

Date: 14/08/2021

DIN: 02296815

NOTES:

1. Due to the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020, 14/2020, 17/2020 and 02/2021 and SEBI vide its Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 and SEBI/HO/ CFD/CMD2/CIR/P/2021/11 and all other relevant circulars issued from time to timeallowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 29th AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.

2. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice of the AGM and Annual Report will also be available on the Company's website at www.omniaxssoftwarelimited.com website of BSE Limited at www.bseindia.comFurther, the Notice of AGM shall also be available on the website of the e-voting agency-Central Depository Services (India) Limited at www.evotingindia.com

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, since the physical attendance of Members has been dispensed with, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this Notice.

4. Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to omniax2015@gmail.com.

5. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.

7. The statutory documents of the Company and/or the documents referred to in this Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM, i.e September 29, 2021. Members seeking to inspect can send an e- mail to omniax2015@gmail.com

8. As per Regulation 40 of SEBI Listing Regulations, as amended, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f April 1, 2019. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 read with SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this, members holding shares in physical form are requested to consider converting their holdings to demat form to avoid hassle in transfer of shares.

9. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA to receive all communication (including Annual Report) in electronic mode.

10. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in demat form and to Company's RTA if the shares are held by them in physical form.

12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates and self attested copy of PAN card and Aadhar card for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.

14. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 24, 2021 to Thursday, September 30, 2021.

15. The details relating to ordinary business forms part of the Explanatory Statement pursuant to Section 102(1) of the Act to be transacted at the AGM, which is annexed hereto.

16. **Voting through electronic means**

    1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

    2. The remote e-voting period commences on **Monday, September 27, 2021 (9:00 a.m.)** and ends on **Wednesday, September 29, 2021 (5:00 p.m.)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Thursday, September 23, 2021**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for

voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

4. Ms. Sayali Karanjikar, Practicing Secretary M/s. Karanjikar & Co. (ACS No. 40996, CP.No. 17745) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.

i. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

ii. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest arehttps://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as

	recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022-23058738 and 22-23058542-43.

Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

iii. Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physica Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

7) After entering these details appropriately, click on "SUBMIT" tab.

8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; omniax2015@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERSATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting &e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance**5 days prior to meeting** mentioning their name, demat account number/folio

number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, please provide Demat account detials (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

OTHER INSTRUCTIONS:

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

17. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.omniaxssoftwarelimited.com and on the website of CDSL www.evotingindia.com, immediately. The Company shall simultaneously forward the result to BSE Limited, where the shares of the Company are listed.

18. **GREEN INTIATIVE**

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual reports, notices, circulars to shareholders at their e-mail address previously registered with the depository participants (DPs)/company/registrars and share transfer agents. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses to help us in the endeavour to save trees and protect the planet. Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar, Cameo Corporate Services Ltd, by sending a duly filed "registration / updation of shareholder information form" available on http://omniaxssoftwarelimited.com/investor-relation.html, duly signed by the first /sole holder quoting details of folio no.

19. As per regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except for transmission or transposition of securities. In view of this and to eliminate all risks associated with the physical shares members holding shares in physical form are requested to consider converting their holdings into dematerialized form.

20. **All queries relating to Share Transfer and allied subjects should be addressed to:**

    CAMEO CORPORATE SERVICES LIMITED
    SUBRAMANIANM BUILDING, 5TH Floor,
    No.1, Club House Road,
    Anna Salai, Chennai 600002

AS PER REGULATION 36(3) OF SEBI LODR 2015 AND AS PER SECRETARIAL STANDARDS ON GENERAL METINGS INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IS GIVEN BELOW:

Name of Director	**S N MADHAVAN**
DIN	**02296815**
Date of Birth/ Age	27/08/1965/ 56
Qualification	B.COM., FCS, LLB
Date of First Appointment	17.07.2018
Expertise in specific General Functional area	Finance, administration & Secretarial Compliances
Shareholding in the Company	Nil
Relationship with other directors and KMP	Nil
No. of Board Meetings attended during FY 20-21	5
List of outside Directorships held	Auslin Foods Pvt. Ltd., - CIN U15419TN2017PTC117915
Chairman / Member of the Committee of the Board of Directors of the Company	**Member** Audit Committee Stakeholders Relationship Committee
Chairman / Member of the Committee of the Board of Directors of other Public Limited Companies in which is a Director.	Nil
***Details of Remuneration to be approved**	Nil
***Last approved Remuneration drawn**	Nil

By Order of the Board
For OMNI Axs Software Limited

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

Registered office:
N.No. 32, Old No. 106, 1st Floor
Dr. Ranga Road,
Mylapore,
Chennai- 600004

Date: 14/08/2021

DIRECTORS' REPORT

To the Members

Your Directors have pleasure in presenting the Twenty Ninth Annual Report together with the Audited Accounts of your company for the Financial Year ended on 31st March 2021.

OPERATIONS

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

(Rs. In Lakhs)

PARTICULARS	As on 31.03.2021	As on 31.03.2020
Sales & Other Income	-	(16.90)
Profit / (Loss) before Depreciation and Tax	(16.33)	-
Less: Depreciation	-	(16.90)
Profit / (Loss) before Tax	(16.33)	-
Provision for Deferred Tax Asset	-	(16.90)
Profit / (Loss) after Tax	(16.33)	17218759
Number of Shares	17218759	(0.10)
EPS Basic & Diluted	(0.01)	(0.01)

DIVIDEND

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

TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

The Board has decided not to transfer any amount to the Reserves for the year under review.

PUBLIC DEPOSITS AND LOANS/ ADVANCES

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

STATE OF AFFAIRS OF THE COMPANY:

Information on the operations and financial performance, among others for the period under review, is given in the Management Discussion and Analysis Report which is annexed to this Report and is in accordance with the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in nature of business of the Company during the FY under review.

DIRECTORS & KEY MANAGERIAL PERSONNEL

As on the date of the Report the Board comprises of 4 directors of whom 3 are independent including a woman director. There is no change in the KMP during the year under review.

DECLARATION FROM INDEPENDENT DIRECTORS

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

SUBSIDIARY COMPANIES

The Company has no subsidiary Companies as of March 31, 2021.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments, which affect the financial position of the Company which have occurred between the end of the FY and the date of this Report.

BOARD MEETINGS:

During the year, 5 Board Meetings were convened and duly held. The details of which are given in the Corporate Governance Report, which forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

AUDIT COMMITTEE:

The Audit Committee comprises of, Mr. A. Govindaraj (Chairman), Mrs. V. Mythili (Member), Mr. P.J. Sunderrajan (Member) and Mr. S.N. Madhavan (Member). Powers and role of the Audit Committee are included in the Corporate Governance Report. All the recommendation made by the Audit Committee was accepted by the Board of Directors.

REMUNERATION POLICY:

The Company has framed a Nomination and Remuneration Policy pursuant to Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Policy is provided in Annexed to this Report as "*Annexure I*"

VIGIL MECHANISM

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

DIRECTORS RESPONSIBILITY STATEMENT

As required under Section 34(5) of the Companies Act, 2013, your Directors confirm :

i. that in preparation of accounts applicable accounting standards have been followed:

ii. that directors have selected such accounting policies and applied them constantly and made judgments and estimates that are reasonable and prudent to give a true and fair view of state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.

iii. that Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and

iv. that the Directors have prepared Annual Accounts on a Going Concern basis.

v. the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

vi. the Directors had devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS & INVESTMENTS BY COMPANY

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

EXTRACT OF ANNUAL RETURN

The weblink for accessing extract of annual return is https://www.omniaxssoftwarelimited.com

AUDITORS

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

AUDITORS REPORT

The Auditor's Report does not contain any qualifications, reservations or adverse remarks.

SECRETARIAL AUDIT

Secretarial audit report in Form MR3 as given by Mr. S. Ganesan, Practicing Company Secretary is annexed to this Report. The Report does not contain any qualifications, reservations or adverse remarks.

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

The information regarding conservation of energy and technology absorption are not applicable to your company. There were no foreign exchange earnings and outgo during the financial year.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

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

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

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

RISK MANAGEMENT POLICY

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

CORPORATE SOCIAL RESPONSIBILITY

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

RELATED PARTY TRANSACTIONS

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

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

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

PREVENTION OF INSIDER TRADING

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated and adopted the revised "Code of Conduct for Prevention of Insider Trading" ("the Insider Trading Code"). The object of the Insider Trading Code is to set framework, rules and procedures which all concerned persons should follow, while trading in listed or proposed to be listed securities of the Company. During the year, the Company has also adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("the Code") in line with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018. The Code is available on the Company's website.***www.omniaxssoftwarelimited.com***

MANAGEMENT DISCUSSION AND ANALYSIS

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

FORMAL ANNUAL EVALUATION

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

LISTING

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

CORPORATE GOVERNANCE

The report on Corporate Governance as SEBI (LODR), Regulations, 2015 along with the Auditors' Certificate for its due compliance forms part of the Annual Report. Your company has taken adequate steps for compliance with the Corporate Governance guidelines, as amended from time to time.

PARTICULARS OF EMPLOYEES

None of the employees of the Company received remuneration in excess of the limits prescribed Under Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel Rules of the Companies Act, 2013. However the details of payment of remuneration to KMP is provided as detailed in Annexure-II

ACKNOWLEDGMENT

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

For and on behalf of the Board of Directors

Place: Chennai
Date: 14.08.2021

(S.N. Madhavan)
WholeTime Director
DIN: 02296815

(A.Govindaraj)
Director
DIN:03496870

Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021

To,

The Members,
Omni Axs Software Limited
New 32, Old No 106, Dr. Ranga Road,
Mylapore,
Chennai 600 004

Dear Sir/ Madam,

Subject: Annual Secretarial Compliance Report for the Financial Year 2020-21

I have been engaged by Omni Axs Software Limited (hereinafter referred to as 'the Company') bearing CIN: L30006TN1992PLC022439 whose equity shares are listed on BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon

My audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Secretarial compliance report of Omni Axs Software Limited for the year ended 31st March, 2021

I have examined:

a) all the documents and records made available to us and explanation provided by Omni Axs Software Limited ("the listed entity"),

b) the filings submissions made by the listed entity to the stock exchange,

c) website of the listed entity,

d) any other document filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2021 in respect of compliance with the provisions of:

i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and

ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars, guidelines issued there under, have been examined, include:-

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

g) Securities and Exchange Board of India (issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013;

h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

i) Securities and Exchange Board of India (registrars to an issue and Share Transfer Agent) Regulations, 1993, regarding act and dealing with client.

However, it has been observed that there were no events requiring compliance under the regulations covered under para (b), (d), (e), (f) and (g) mentioned hereinabove,

Based on the above examination, I hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars /guidelines issued there under

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.

c) There is no actions taken against the listed entity/ Its promoters directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ Guidelines issued there under:

Signature
S.Ganesan
Company Secretary in Practice

Place: Chennai
Date: 28/06/2021

FCS: 4779
C.P.No. 8336

UDIN F004779C000532451

ANNEXURE – A

To,
The Members,
OMNI AXS SOFTWARE LIMITED
(CIN NO L30006TN1992PLC022439)

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial records based on audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.

5. The compliance of the Provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company or of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

S.GANESAN

Place: Chennai
Date: 28.06.2021

Company Secretary in Practice
FCS 4779
CP 8336

UDIN F004779C000532451

Remuneration Policy

This Remuneration Policy relating to remuneration for the directors, key managerial personnel and other employees, has been formulated by the Nomination and Remuneration Committee (hereinafter "Committee") and approved by the Board of Directors.

Objectives:

The objectives of this policy are to stipulate criteria for:

- Appointment, reappointment, removal of Directors, KMPs and Senior Management
- Determining qualifications, positive attributes and independence of a director and recommend to the Board
- Retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage to run the operations of the Company successfully
- Consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth

Criteria for Appointment:

- Ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment
- Age, number of years of service, specialized expertise and period of employment or association with the Company
- Special achievements and operational efficiency which contributed to growth in business in the relevant functional area
- Constructive and active participation in the affairs of the Company
- Exercising the responsibilities in a bonafide manner in the interest of the Company
- Sufficient devotion of time to the assigned tasks
- Diversity of the Board
- Demonstrable leadership qualities and interpersonal communication skills, devote to the role, compliant with the rules, policies and values of the Company and does not have any conflicts of interest
- Transparent, unbiased and impartial and in accordance with appropriate levels of confidentiality.
- Appointment of Directors and KMPs in compliance with the procedure laid down under the provisions of the Companies Act, 2013, rules made there under or any other enactment for the time being in force

Criteria for Remuneration:

The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the longer term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance, and emphasizing on line expertise and market competitiveness so as to attract the best talent. It also ensures the effective recognition of performance and encourages a focus on achieving superior operational results.

The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the directors, key managerial personnel and other employees of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration to directors, key managerial personnel and senior management personnel should also involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The remuneration of the Non-Executive Directors shall be based on their contributions and current trends, subject to regulatory limits. Sitting fees is paid for attending each meeting(s) of the Board and Committees thereof. Additionally equal amount of commission may be paid to Non executive directors on a pro-rata basis, within limits approved by shareholders.

Annexure's to Board's Report (Contd).

Annexure –I I

Disclosure pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Name	Designation/ Nature of Duties	Remuneration For FY 2019-20 (Rs. in Lacs)	Qualification	Ratio of Remuneration of each Director/KMP to median remuneration of employees	Comparison of remuneration of the KMP against the performance of the company
1	S.N. Madhavan	Whole Time Director cum Company Secretary & CFO	5.40	B.Com., FCS, LLB	Nil	NA as the company has not generated revenue for the year ended 31st March 2021

Notes;

- The ratio of the remuneration of the highest paid director to that of the employees who are not directors and KMPs but receive remuneration in excess of the highest paid director during the year- Not applicable
- It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.

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 having executive director and independent directors is in conformity with the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015. The Board consists of 4 Directors as on 31st March 2021.

a. The names of the Directors and the details of other chairmanship/directorship/ committee membership of each Director as on 31st March 2021 is given below:

Name of the Director	Category	Number of Directorships in other Public companies		Number of Committee Memberships in other Public Companies	
		Chairman	Member	Chairman	Member
Mr. S.N.Madhavan	Director	-	-	-	-
Mr. A. Govindaraj	Director	-	-	-	-
Mrs. V. Mythili	Director	-	-	-	-
Mr.P J Sunderrajan	Director	-	-	-	-

b. Board Meetings and Attendance of Directors

The Board met 5 times during the financial year 2020-21. The Board of Directors of the Company had met not exceeding with a minimum time gap of 180 days.

S.No.	Date	Board Strength	No. of Directors Present
1	30/07/2020	4	4
2	14/08/2020	4	4
3	15/09/2020	4	4
4	13/11/2020	4	4
5	13/02/2021	4	4

c. Disclosure of relationship between directors inter-se:

There is no inter-se relationship within the Directors of the Company

A. **BOARD COMMITTEES**

A. AUDIT COMMITTEE

- Reference

Major terms of reference of Audit Committee are :

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

- Evaluate adequacy of internal financial controls and risk management system and its effectiveness and recommend appropriate measures as deemed fit.

- Reviewing the financial results of the company each quarter/year and Auditors' report thereon before the same are placed at the board meeting for approval

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.

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

- Composition & Meetings and Attendance

Name	Position	No. of Meetings Attended
Mr. A. Govindaraj	Chairman	4
Mrs. V. Mythili	Member	4
Mr. P.J. Sunderrajan	Member	4
Mr. S.N. Madhavan	Member	4

B. NOMINATION & REMUNERATION COMMITITEE

The Nomination and Remuneration Committee, as per Section 178 of Companies Act, 2013, continued working under Chairmanship of Mr. A. Govindaraj. During the year, the committee met four times on 30/07/2020,15/09/2020, 13/11/2020 and 13/02/2021 with full attendance of all the members.

Remuneration of Directors

Non-Executive Directors

No Remuneration is paid to the executive Director and the Non-Executive Director receive remuneration by way of sitting fees only. The details of sitting fees paid during FY 2020-2021 are given in MGT-9.

Shareholding of Directors

Nil. None of the Director's hold any shares in the Company.

C. STAKEHOLDERS RELATIONSHIP 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 30/07/2020,15/09/2020, 13/11/2020 and 13/02/2021

During the year no complaints have been received and as a procedure no complaint remains pending/ unattended for more than 30 days.

Mr. S.N. Madhavan, Whole Time Director & Company Secretary was the Compliance Officer of the company.

ANNUAL GENERAL MEETINGS

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

Venue	Financial Year	Date & Time
Andhra Mahila Sabha, Durgabhai Deshmuk Centenary Hall, 109, Luz Church Road, Mylapore, Chennai - 600 004	2017-18	29th September, 2018 – 10.45 .A.M
Madhava Hall, 22/35, Rajalakshmi Complex, East Mada Street, Mylapore, Chennai - 600 004	2018-19	30th September, 2019 – 10.30 A M
Registered through Video Conference (VC) / Other Audio-Visual Means (OAVM)	2019-20	29th September, 2020- 10.30 A.M

Extraordinary General Meeting or Postal Ballot

The Company did not hold any EGM/Postal Ballot during the F.Y. 2020-21

Independent Directors' Meeting

During the year under review, a separate meeting of the Independent Directors was held on 22nd February 2021, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues were discussed in detail:

i. Review the performance of non-independent directors and the Board as a whole;
ii. Review of chairman performance;
iii. Assessment of the quality, quantity and timeliness flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

No. Of Shares Held By The Executive/ Non Executive Directors:

None of the Executive/ Non Executive Directors of the Company hold any share in the Company.

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 Quarterly / Annual results are also uploaded on the website of the Company *https://www.omniaxssoftwarelimited.com*. The results are also published in a National English daily and a local language daily news paper. Quarterly results are not sent to shareholders.

GENERAL SHAREHOLDERS INFORMATION

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

DISCLOSURE

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.

DISCRETIONERY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

a. Office for Non-Executive Chairman at Company's expense: NA
b. Half yearly declaration of financial performance including summary of the significant events in the last six months to each household of shareholders:
The Company's quarterly and half yearly results are published in the newspapers and also uploaded on its website and in stock exchange websites . Therefore, no individual communications are sent to the shareholders in this regard.

c. Modified opinion(s) in audit report: The Auditors of the Company have issued an unmodified report on financial statements for the FY 2019-20
d. Separate posts of Chairman & Chief Executive officer: Complied
e. Reporting of Internal Auditors directly to the Audit committee: Complied

CODE OF CONDUCT

The standards for business conduct provide that the directors and the senior management will uphold ethical values and legal standards as the company pursues its objectives, and that honesty and personal integrity will not be compromised under any circumstances. As provided under SEBI(LODR), Regulations 2015 with the stock exchanges, the Board members and senior management personnel have affirmed compliance with the code of conduct for the FY 2019-20.

CEO/ CFO CERTIFICATION

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

AUDITOR'S CERTIFICATION ON CORPORATE GOVERNANCE

The Company has obtained a Certificate from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance prescribed by SEBI (LODR), Regulations 2015.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

The Company has obtained a Certificate from the Practicing Company Secretary regarding compliance with Regulation 34(3) and Schedule V Para C Sub clause (10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis report is attached.

DECLARATION

As provided under SEBI(Listing obligations and Disclosure Requirements), Regulations 2015, the Board of Directors and select employees have confirmed Compliance with the Code of Conduct.

GENERAL SHAREHOLDERS INFORMATION

AGM – Date, Time And Venue:	Thursday, September 30, 2021,12.30 P.M., through Video Conference (VC) / Other Audio-Visual Means (OAVM)
Financial Year	1st April to 31st March of following year
Book Closure Date	Friday, September 24, 2021 to Thursday, September 30, 2021
ISIN	INE369B01019
Listing of Equity Shares on stock exchanges	BSE Limited, P. J. Towers, Fort, Mumbai – 400 001
Listing fees payment status	The Company has paid the listing fees, to the Stock Exchanges for the financial year 2020-21
Stock code	532340
Share Transfer System	The Company's shares are compulsorily traded in Demat mode on the BSE Limited. The transfer of Physical shares, if any, are processed and returned to the shareholders within a period of 15 days by the Registrar & Share Transfer Agent.

Registrar & transfer agents	**Cameo Corporate Services Limited** Subramaniam Building, 5th Floor, No.1, Club House Road, Anna Salai, Chennai 600002 Chennai 600002 Tel. No. : 044 – 28460718 E-Mail id: murali@cameoindia.com

Market Price Data (Monthly)

Month	High Price	Low Price	No. of Shares Traded
Apr-20	1.88	1.80	147
May-20	1.87	1.80	176
Jun-20	1.85	1.63	12,957
Jul-20	1.70	1.62	407
Aug-20	1.77	1.61	282
Sep-20	1.85	1.53	445
Oct-20	2.59	1.92	4,641
Nov-20	2.55	2.55	91
Dec-20	2.55	2.05	8,541
Jan-21	2.05	1.95	1,789
Feb-21	1.95	1.80	3,52,539
Mar-21	1.83	1.71	40,304

Distribution of Shareholding

Shareholding of Nominal Value of ₹10/- each	No. of shareholders	% of shareholders	Share Amount	% of shareholding
10 to 5,000	2430	61.86	6698290	3.89
5,001 to 10,000	701	17.85	6155180	3.57
10,001 to 20,000	327	8.32	5371820	3.12
20,001 to 30,000	130	3.31	3430060	1.99
30001 to 40000	68	1.73	2510940	1.46
40001 to 50000	76	1.94	3619830	2.10
50,001 to 1,00,000	96	2.44	7413830	4.31
1,00,001 & Above	100	2.55	136987640	79.56
Total	**3928**	**100.00**	**172187590**	**100.00**

Dematerialization of Shares and Liquidity:

Particulars	No. of Shares	Percentage
Physical Segment	8130129	47.22
Demat Segment		
NSDL	4445683	25.82
CDSL	4642947	26.96
Total	**17218759**	**100.00**

Shareholding Pattern as March 31, 2021:

Particulars	No. of shares held	%
Promoters		
Individual	0	0
Body Corporate(s)	0	0
Non Promoters		

	Individual / HUF	14207560	82.52
	Body Corporate(s)	3004924	17.45
	Bank / Financial Institutions	0	0.00
	NRIs/Foreign Nationals	5975	.03
	Clearing Member	0	0.00
	Total	**17218759**	**100.00**

Details of shares lying in the suspense account:

Sr. No.	Particulars	No. of Shareholders	No. of Shares
1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	Nil	Nil
2.	Number of shareholders who approached the Company for transfer of shares from the suspense account during the year	Nil	Nil
3.	Number of shareholders to whom shares were transferred from the suspense account during the year	Nil	Nil
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	Nil	Nil

Address for correspondence:

OMNI AXS SOFTWARE LIMITED
New No. 32, Old No. 106, 1st Floor,
Dr.Ranga Road,
Mylapore,
Chennai 600004
Tel :6379803477

Annual General Meeting	:	29th AGM
Date	:	30th September 2021
Time	:	12.30 PM
Venue	:	**New No.32,Old No. 106, 1st Floor, Dr. Ranga Road, Mylapore, Chennai - 600004 (Opp. Accura Scans)**
Financial Year	:	2020-21
Book Closure Dates	:	24/09/21 to 30/09/21 (both days inclusive)
Listed on	:	Bombay Stock Exchange
Scrip Code	:	532340
Registrar & Transfer Agent (RTA)	:	M/S Cameo Corporate Services Ltd I, Subramaniam Road Club House Road, Mount Road, Chennai - 600 002
Address for Communication	:	New.No.32, Old No. 106, 1st Floor, Dr. Ranga Road, Mylapore, Chennai - 600 004

I. Chart of Matrix core Skill of Directors

Sr. No.	Skill area	S.N. Madhavan	A. Govindaraj	V. Mythili	P.J. Sunderrajan
1.	Strategy Planning	√			
2.	Risk Management	√			
3.	Governance and Compliance	√	√		√
4.	Financial Performance	√	√		
5.	Member and stakeholder engagement	√	√	√	√
6.	Market communication	√			
7.	Policy Development	√			
8.	Corporate Leadership	√			
9.	Legal & Regulatory	√	√		
10.	Human Resource Management	√	√	√	√

Disclosures:

i. The Company did not have any material significant related party transactions having a potential conflict with the interest of the Company at large. Transactions with the related parties are disclosed in the audited financial statements.

ii. The financial statements have been prepared in accordance with the Indian Accounting Standards (IND-AS).

iii. There were no instances of non-compliance by the Company on any matter related to the capital markets, resulting in disciplinary action against the Company by the Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other statutory authority, during the last three years.

iv. The Company has a vigil mechanism for employees to report concerns about unethical behavior, actual or suspected fraud or violation of our code of conduct and confirms that no personnel have been denied access to the Audit Committee

v. The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances.

vi. Policy for determining 'material' subsidiaries and Policy on dealing with related party transactions is available on https://www.omniaxssoftwarelimited.com.

vii. The Company has complied with mandatory requirements specified from Regulations 17 to 27 andclauses (b) to (i) of sub –regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015.

viii. The CFO have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (LODR) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

ix. Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a certificate from JNG & Co., Company Secretaries, certifying the compliance by the Company with the provisions of the Corporate Governance of the Listing Regulations forms part of this Report.

x. Pursuant to SEBI (LODR) Regulations, 2015, that none of the Directors on the Board of the Company have been debarred or disqualified as Directors of Companies by SEBI or Ministry of Corporate Affairs or any such other Authority is issued by M/s JNG and Co., Practicing Company Secretaries, annexed to this report and forms part of this Report.

Declaration as required under Regulation 26 of SEBI (LODR) Regulations, 2015

In accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, I hereby confirm that for the financial year ended March 31, 2020, the Directors and Senior Management Personnel of the Company have affirmed compliance with the "AFSL - Code Of Conduct" for Directors and Senior Management Personnel.

For Omni Axs Software Limited

Sd/-
S.N.Madhavan
(Wole Time Director)
DIN: 02296815
Chennai, 14.08.2021

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of OMNI AX's Software Limited, Chennai

We have examined the compliance of the conditions of Corporate Governance by OMNI AX's Software for the year ended 31st March 2021 as stipulated in the SEBI (LODR), Regulations, 2015 of the said Company with the relevant records and documents maintained by the Company and furnished to us and the Report on Corporate Governance as approved by the Board of Directors.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, subject to the above, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI(LODR),Regulations, 2015.

We further state that our examination of such compliance is neither as 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.

For A. John Moris & Co
Chartered Accountants
FRN:007220S

CA A.John Moris.
Partner
M.No.029424

Date: 29.06.2021
Place: Chennai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Sub clause (10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I have examined the List of disqualified Directors published by the Ministry of Corporate Affairs ("MCA"); Declaration from all the Directors self-certifying their non-disqualification as required under section 164 of the Companies Act, 2013 ("Act"); and Disclosure of Directors' concern/interests as required under section 184 of the Act (hereinafter referred as "the relevant documents") of Omni Axs Software Limited, bearing Corporate Identification Number (CIN) – L30006TN1992PLC022439, having its registered office at New No.32, Old No. 106, 1st Floor, Dr. Ranga Road, Mylapore, Chennai 600004 (hereinafter referred as "the Company") for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on my examination as well as on information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) and explanations furnished provided by the officers, agents and authorised representatives of the Company, I hereby certify that none of the Directors of the Company stated below who are on the Board of the Company as on 31st March 2021, have been debarred or disqualified from being appointed or continuing to act as Directors of the Company by Securities and Exchange Board of India or the MCA or any such other statutory authority.

Sr. No	Name of Directors	DIN	Date of Appointment*
1	S.N. Madhavan	02296815	17/07/2018
2	A. Govindaraj	03496870	27/04/2018
3	V. Mythili	08113494	27/04/2018
4	P.J. Sunderraan	02639799	27/02/2020

*The date of appointment is as per the MCA Portal

We further state that such compliance 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.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31st March, 2021.

Sd/-
S.Ganesan
Company Secretary in Practice

Place: Chennai
Date: 29/06/2021
UDIN F004779C000562809

FCS: 4779
C.P.No. 8336

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE, DEVELOPMENT AND OUTLOOK

Global economy continues to be sluggish. Subdued growth in the developed Markets has impacted the developing market and growth in these markets has slowed down considerably. Political instability has significantly affected the growth in the domestic market. Despite a lower economic growth, the demand in the domestic Software Services sector is likely to be good and increasingly broad based.

BUSINESS PLAN AND STRATEGIES

Company continues to support its plans to revitalize 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 jn 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.

RISKMANAGEMENT

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

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

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.

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 of Directors

Place: Chennai
Date: 14.08.2021

(S.N. Madhavan)
WholeTime Director
DIN: 02296815

(A.Govindaraj)
Director
DIN:03496870

DECLARATION OF CODE OF CONDUCT

Dear Sirs,

This is to confirm that the Board has laid down a code of conduct for all Directors and Senior Management Personnel 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 31" March, 2020 as envisaged in the SEBI(LODR), Regulations, 2015.

For and on behalf of the Board of Directors

Place: Chennai
Date: 14.08.2021

(S.N. Madhavan)
WholeTime Director
DIN: 02296815

(A.Govindaraj)
Director
DIN:03496870

CEO/ CFO Certification

Dear Sirs,

In connection with the Audited Financial Results for the Financial Year ended 31st March, 2021, I S.N. Madhavan Whole Time Director/ CFO certify that

(a) we have reviewed financial statements and the cash flow statement lor 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 violation 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 of Directors

Place: Chennai
Date: 14/08/2021

S.N. Madhavan
Whole Time Director cum CFO
DIN: 02296815

INDEPENDENT AUDITORS' REPORT

To the Members of

"M/S OMNI AX'S SOFTWARE LIMITED"

Report on the Financial Statements

Opinion:

1. We have audited the accompanying financial statements of**"M/S. OMNI AX'S SOFTWARE LIMITED"**("the Company"), which comprises of the Balance Sheet as at 31stMarch, 2021, the Statement of Profit and Loss account,the Cash Flow Statement for the year then ended, and notes to the financial statements, including asummary of the significant accounting policies and other explanatory information.

2. In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act,2013("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
   i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2021; and
   ii. In the case of the Statement of Profit and Loss, of the Profits of the Company for the year ended 31stMarch 2021; and
   iii. In the case of the Cash Flow Statement, of the cash flows of the company for the year ended 31st March 2021.

Basis for opinion

3. We conducted our audit in accordance with the standards on auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the code of ethics issued by the Institute of Chartered Accountant of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act and the Rules made thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statement.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the financial statements and auditors' report thereon

5. The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.If, based on the work we have performed, we conclude

that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance, (Changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

7. This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, 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.

8. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Disclaimer:

12. We report that the present report is based on the limited information, facts and inputs made available to us through electronic means by the management. We wish to highlight that due to the COVID 19 induced restrictions on physical movement and strict timelines, the audit team could not visit the branch and other

offices for undertaking the required audit procedures as prescribed under ICAI issued Standards on Auditing.

Report on Other Legal and Regulatory Requirements

13. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

14. As required by Section 143(3) of the Act, we report that:
    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    c) The Balance Sheet, the Statement of Profit and Lossdealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

    e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of sub-section (2) of section 164 of the Act, 2013.

    f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"

    g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
        i. The Company does not have any pending litigations which would impact its financial position;
        ii. The Company did not have outstanding long term contract including derivative contracts as at 31st March, 2021 for which there were any material foreseeable losses; and
        iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For A. John Moris & Co
Chartered Accountants
FRN:007220S

CA A.John Moris
Partner
M.No.029424

Date: 29.06.2021
Place: Chennai
UDIN-21029424AAAAEN7817

ANNEXURE- 'A' TO THE INDEPENDENT AUDITOR'S REPORT
REPORT OF THE AUDITOR TO THE MEMBERS IN ACCORDANCE WITH THE COMPANIES (AUDITORS' REPORT) ORDER 2016

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of the Company on the financial statements for the year ended 31st March, 2021, we report that:

(i)

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

(b) The Company's fixed assets have not been physically verified by the management during the year but there is a regular program of verification which, in our 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) The title deeds of all immovable properties which are freehold, are held in the name of the company as at the balance sheet date.

(ii)

(a) As explained to us, the inventories of Finished Goods, Stores & Consumables, Green leaf were physically verified at regular intervals by the Management.
(b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were 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 has maintained proper records of its inventories and no material discrepancies were noticed on physical verification of stocks as compared to book records.

(iii) The Company has not granted unsecured loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Therefore paragraph 3 (iii) of the order is not applicable

(iv) In respect of loans, investments, guarantees and security, the provisions of section 185 and 186 of the companies act have been compiled with.

(v) The company has not received any public deposits during the year.

(vi) As per books of records, produced before us and explanation offered thereon, we are of the opinion that, prima facie, the cost records and accounts prescribed by the Central Government under Sub-Section (1) of Section 148 of the Companies Act, 2013 have been made and maintained.

(vii)

(a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Income-tax, Tax deducted at sources, Professional Tax, value added tax (VAT) and other material statutory dues applicable to it, with the appropriate authorities.

(b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, GST and other material statutory dues in arrears were outstanding as at 31st March 2021 for a period of more than six months from the date they became payable.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.

(ix) The company did not raise any money by way of initial public offer or further public offer (including debt instruments)

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) In our opinion and according to the information and explanations given to us, no Managerial Remuneration has been provided. Hence, this clause is not applicable.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

For A. John Moris & Co
Chartered Accountants
FRN:007220S

CA A.John Moris
Partner
M.No.029424

Date: 29.06.2021
Place: Chennai
UDIN-21029424AAAAEN7817

ANNEXURE –'B' TO THE AUDITOR'S REPORT

ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of **"M/s. OMNI AX'S SOFTWARE LIMITED ("the Company")** as of **31stMarch 2021** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that,

i. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company

ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

iii. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A. John Moris & Co
Chartered Accountants
FRN:007220S

CA A.John Moris
Partner
M.No.029424

Date: 29.06.2021
Place: Chennai
UDIN-21029424AAAAEN7817

OMNI AX'S SOFTWARE LIMITED

Balance Sheet as at 31st March, 2021

Particulars	Note	As at 31st March, 2021	As at 31st March, 2020
		INR Lacs	INR Lacs
ASSETS			
Non-current assets			
(a) Property, plant and equipment	2	-	-
(b) Goodwill		537.63	537.63
Total non-current assets		**537.63**	**537.63**
Current assets			
(a) Financial Assets			
(i) Investments	3	-	-
(ii) Trade receivables	4	6.26	6.26
(iii) Inventory	5	610.75	610.75
(iv) Cash and cash equivalents	6	3.58	3.64
(v) Other financial assets	7	61.70	77.91
(c) Other current assets	8	-	-
Total current assets		**682.29**	**698.56**
TOTAL ASSETS		**1,219.92**	**1,236.19**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	8	1,721.88	1,721.88
(b) Other equity	9	(520.14)	(503.81)
Total equity		**1,201.74**	**1,218.07**
Liabilities			
Non-Current liabilities			
(a) Financial liabilities			
(i) Borrowings	10	-	-
(b) Deferred tax liabilities	11	15.80	15.80
Total Non- Current liabilities		**15.80**	**15.80**
Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	12	-	-
(ii) Other financial liabilities	13	-	-
(b) Other current liabilities		2.38	2.32
Total current liabilities		**2.38**	**2.32**
TOTAL LIABILITIES		**18.18**	**18.12**
TOTAL EQUITY AND LIABILITIES		**1,219.92**	**1,236.19**

The accompanying notes (Notes No. 01 to Note No. 26) are an integral part of the financial statements

In terms of our attached report of even date

For M/s. A. John Moris & CO.
Chartered Accountants
Firm Registration No.007220

For and on behalf of the Board of Directors

CA A. John Moris
Partner
Membership No. 029424
Place : Chennai
Date : 29.06.2021 Place : Chennai
UDIN 21029424AAAAEN7817

(S.N. Madhavan)
(Whole Time Director)
DIN: 02296815

(A. Govindaraj)
(Director)
DIN: 03496870

(S N Madhavan)
(Company Secretary)

OMNI AX'S SOFTWARE LIMITED

Statement of profit and loss for the year ended 31st March, 2021

Sr. No.	Particulars	Note	For the year ended 31st March, 2020	For the year ended 31st March, 2019
			INR Lacs	INR Lacs
I	Revenue From Operations		-	-
II	Other Income		-	-
III	**Total Income (I+II)**		-	-
IV	**EXPENSES**			
	Employee benefits expense	14	6.00	6.00
	Depreciation and amortization expense	15	-	-
	Other expenses	16	10.33	10.90
	Total expenses (IV)		**16.33**	**16.90**
V	**Profit before tax (III-IV)**		**(16.33)**	**(16.90)**
VI	**Tax expense:**			
	(1) Current tax		-	-
	(3) Deferred tax		-	-
			-	-
VII	**Profit for the year (V-VI)**		**(16.33)**	**(16.90)**
VIII	**Other Comprehensive Income**		-	-
IX	**Total other comprehensive income**		-	-
X	**Total comprehensive income for the year (VII+IX)**		**(16.33)**	**(16.90)**
XI	Earnings per equity share:			
	Basic & Diluted (Face value Rs.10 per equity share)		(0.01)	(0.01)

The accompanying notes are an integral part of the financial statements

In terms of our attached report of even date

For M/s. A. John Moris & CO.
Chartered Accountants
Firm Registration No.007220S

For and on behalf of the Board of Directors

CA A.John Moris
Partner
Membership No. 029424
Place : Chennai
Date : 29.06.2021
UDIN 21029424AAAAEN7817

(S.N. Madhavan)
(Whole Time Director)
DIN: 02296815

(A. Govindaraj)
(Director)
DIN: 03496870

(S N Madhavan)
Company Secretary

OMNI AX'S SOFTWARE LIMITED

Statement of changes in equity for the year ended 31st March, 2021

A. Equity Share Capital:

Particulars	Amount
	INR Lacs
Balance as at 31st March, 2019	**1,721.88**
Changes in equity share capital during the year 2019-20	-
Balance as at 31st March, 2020	**1,721.88**
Changes in equity share capital during the year 2020-21	-
Balance as at 31st March, 2021	**1,721.88**

B. Other Equity

Particulars		Reserves and Surplus		Other Equity
	Share forfeiture	Securities Premium	Retained Earnings	
	INR Lacs	INR Lacs	INR Lacs	INR Lacs
As at 31st March, 2019	25.04	439.49	(951.45)	**(486.92)**
Profit for the year 2019-20	-	-	(16.90)	(16.90)
Depreciation pursuant to adoption of Schedule II	-	-	-	-
As at 31st March, 2020	**25.04**	**439.49**	**(968.35)**	**(503.81)**
Profit for the year 2020-21	-	-	(16.33)	(16.33)
Other comprehensive income	-		-	-
As at 31st March, 2021	**25.04**	**439.49**	**(984.68)**	**(520.14)**

The accompanying notes are an integral part of the financial statements

In terms of our attached report of even date

For M/s. A. John Moris & CO.
Chartered Accountants
Firm Registration No.007220S

CA A. John Moris
Partner
Membership No.029424

Place : Chennai
Date : 29.06.2021

UDIN 21029424AAAAEN7817

For and on behalf of the Board of Directors

(S.N. Madhavan)
(Whole Time Director)
DIN: 02296815

(A. Govindaraj)
(Director)
DIN: 03496870

(S N Madhavan)
Company Secretary

OMNI AX'S SOFTWARE LIMITED
Statement of cash flows for the year ended 31st March, 2021

Sr. No.	Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020
		INR Lacs	INR Lacs
A	**Cash flow from operating activities**		
	Profit for the year	(16.33)	(16.90)
	Adjustments for:		
	Finance costs	-	-
	Depreciation and amortisation expense	-	-
	Interest income	-	-
	Operating profit before working capital changes	**(16.33)**	**(16.90)**
	Movements in working capital:		
	(Increase)/decrease in trade receivables	-	-
	(Increase)/decrease in other assets	16.20	16.31
	Increase /(decrease) in trade payables	-	-
	Increase/ (decrease) in Inventory	-	-
	Increase/ (decrease) in Investments	-	-
	Increase /(decrease) in other liabilities	0.06	0.12
	Cash generated from operations	**(0.07)**	**(0.47)**
	Direct taxes paid (net)	-	-
	Net cash from operating activities (A)	**(0.07)**	**(0.47)**
B	**Cash flows from investing activities**		
	Payment for property, plant and equipment (PPE)	-	-
	Net cash (used in) investing activities (B)	**-**	**-**
C	**Cash flow from financing activities**		
	Repayment of borrowings	-	-
	Interest paid	-	-
	Net cash (used in) financing activities (C)	**-**	**-**
	NET INCREASE IN CASH AND CASH EQUIVALENTS [A+B+C]	**(0.07)**	**(0.47)**
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	**3.65**	**4.12**
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**3.58**	**3.65**

Note 1

Changes in Liability arising from financing activity	For the year ended March 31st , 2021
Borrowings (Non-Current + Current) - As at April 01,2020	**-**
Cash Flows	
Borrowings (Non-Current + Current) - As at March 31,2021	**-**

In terms of our attached report of even date

For M/s. A. John Moris & CO.
Chartered Accountants
Firm's Regn No. 007220S

CA A. John Moris
Partner
Membership No. 029424
Place : Chennai
Date : 29.06.2021

UDIN 21029424AAAAEN7817

For and on behalf of the Board of Directors

(S.N. Madhavan)
(Whole Time Director)
DIN: 02296815

(A. Govindaraj)
(Director)
DIN: 03496870

(S N Madhavan)
Company Secretary

Notes to financial statements for the year ended 31st March, 2021
Note – 1

A. CORPORATE INFORMATION

Omni Axs Software Limited is a public limited company domiciled in India with its registered office located at New No.32, Old No. 106,1st Floor, Dr. Ranga Road, Mylapore, Chennai, Tamil Nadu ,600004. The Company is listed on BSE Limited (BSE). The Company is software service provider.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting standards) Rules as amended from time to time and other related provisions of the Act.

The financial statements of the Company are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:
(a) Certain financial assets and liabilities are measured at Fair value (Refer note no. 5 below
The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The financial statements are presented in INR, the functional currency of the Company. Rounding of amounts All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

2. Use of Estimates and Judgments:

The preparation of the financial statements requires the Management to make, judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the management and are based on historical experience and various other assumptions and factors (including expectations of future events) that the management believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Critical accounting judgements and key source of estimation uncertainty

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.
(a) Estimation of current tax expenses and payable - Refer note no. – 17

3. Property, Plant and equipment (PPE)

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, Plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.
Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

4. **Financial Instruments:**
Financial assets

Financial assets are recognized when the Company become a party to the contractual provisions of the instruments.

Derecognition
The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial Liabilities
Initial Recognition measurement
Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities includes trade and other payables.

Subsequent Measurement
Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Financial Guarantee Contracts Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

De-recognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting of Financial Instruments
Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

5. **Fair Value Management**
The Company measures financial instruments, such as, derivatives, investments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(a) In the principal market for the asset or liability, or
(b) In the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

(b) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
(iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

6. Inventory

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis.

7. Cash and Cash Equivalents

Cash and Cash equivalents include cash and Cheque in hand, bank balances, and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where original maturity is three months or less.

8. Foreign Currency Transactions- Nil

9. Revenue Recognition

Rendering Services

Income from services rendered is recognised based on invoices raised for service provided on an accrual basis.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any discounts, any taxes or duties collected on behalf of the government which are levied on sales such as Goods & Service tax (GST) and service tax.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

Dividend

Dividend Income is recognized when right to receive the same is established

10. Employee Benefits

Employee Benefits: - The Company does not falls within the applicability of Employee benefit plans.

11. Taxes on Income

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is based on taxable profit for the year. Taxable profit is different from accounting profit due to temporary differences between accounting and tax treatments, and due to items that are never taxable or tax deductible. Tax provisions are included in current liabilities. Interest and penalties on tax liabilities are provided for in the tax charge. The Company offsets, the current tax assets and liabilities (on a year on year basis) where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis or to realise the assets and liabilities on net basis.

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax assets are not

recognised where it is more likely than not that the assets will not be realised in the future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity and belongs to prior years.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

12. Borrowing Cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognized as an expense in the period in which they are incurred.

13. Earnings Per Share

Basic earnings per shares are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

14. Leases

Where the Company is Lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on accrual basis as per the terms of agreements entered with the counter parties.

Where the Company is Lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. The Company recognizes lease rentals from the property leased out, on accrual basis as per the terms of agreements entered with the counter parties. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss.

15. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in financial statements.

2 Property, plant and equipment

Gross Block

Particulars	Furnture and Fixtures	Office Equipments	Total
	INR Lacs	INR Lacs	INR Lacs
Balance as at 01 April, 2019	-	-	-
Additions	-	-	-
Disposals	-	-	-
Balance as at 31st March, 2020	-	-	-
Additions	-	-	-
Disposals	-	-	-
Balance as at 31st March, 2021	-	-	-

Accumulated depreciation

Particulars	Furnture and Fixtures	Office Equipments	Total
	INR Lacs	INR Lacs	INR Lacs
Balance as at 01 April, 2019	-	-	-
Depreciation expense	-	-	-
Eliminated on disposals of assets	-	-	-
Balance as at 31st March, 2020	-	-	-
Depreciation expense	-	-	-
Eliminated on disposals of assets	-	-	-
Balance as at 31st March, 2021	-	-	-

Net carrying value as at 01 April, 2019	-	-	-
Net carrying value as at 31st March, 2020	-	-	-
Net carrying value as at 31st March, 2021	-	-	-

OMNI AX'S SOFTWARE LIMITED

Notes to financial statements for the year ended 31st, March 2021

3 Investments

Particulars	As at 31st March, 2021	As at 31st March, 2020
Unquoted, partly paid up:	INR Lacs	INR Lacs
Total	-	-

4 Trade Receivables

Particulars	As at 31st March, 2021	As at 31st March, 2020
	INR Lacs	INR Lacs
Unsecured, considered good	6.26	6.26
Total	**6.26**	**6.26**

5 Inventory

Particulars	As at 31st March, 2021	As at 31st March, 2020
	INR Lacs	INR Lacs
Stock of Shares	610.75	610.75
Total	**610.75**	**610.75**

6 Cash & cash equivalents

Particulars	As at 31st March, 2021	As at 31st March, 2020
	INR Lacs	INR Lacs
Balances with banks		
i) in current accounts	0.22	0.27
Cash on hand	3.36	3.37
Total	**3.58**	**3.64**

7 Other Financial assets

Particulars	As at 31st March, 2021	As at 31st March, 2020
	INR Lacs	INR Lacs
Others	61.70	77.91
Total	**61.70**	**77.91**

8 Other Current assets

Particulars	As at 31st March, 2021	As at 31st March, 2020
	INR Lacs	INR Lacs
Advance to suppliers	-	-
Total	-	-
Total		-

9 Equity share capital

Particulars	As at 31st March, 2021	As at 31st March, 2020
	INR Lacs	INR Lacs
Authorised:		
Equity Shares of Rs 10 each	2,000.00	2,000.00
Issued, Subscribed and Paid up:		
Equity Shares of Rs 10 each	1,721.87	1,721.87
Total	**1,721.87**	**1,721.87**

Notes:

9.1 Reconciliation of number of shares outstanding at the beginning and end of the year:

Authorised share capital:	No. of shares	Amount
	INR Lacs	INR Lacs
Balance as at 31st March, 2019	200.00	2,000.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March, 2020	200.00	2,000.00
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2021	**200.00**	**2,000.00**

Issued, Subscribed and Paid up share capital:	No. of shares	Amount
	INR Lacs	INR Lacs
Balance as at 31st March,2019	1721.87	1,721.87
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2020	172187	1,721.87
Add / (Less): Changes during the year	-	-
Balance as at 31st March,2021	**1721.87**	**1,721.87**

9.2 Terms / rights attached to Equity Shares:

The Company has only one class of equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends if any, in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

9.3 Details of shares held by each shareholder holding more than 5% shares in the Company:

Equity share of Rs.10 each fully paid up with voting rights	Number of fully paid equity shares	% Holding
Pramod Kumar Ojha	9,88,000	5.74

9.4 Other equity

Particulars	As at 31st March, 2021	As at 31st March, 2020
	INR Lacs	INR Lacs
Share forfeiture a/c	25.04	25.04
Securities premium	439.49	439.49
Retained earnings	(984.68)	(968.35)
Total	**(520.14)**	**(503.82)**

9.5 Securities Premium

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
	INR Lacs	INR Lacs
Balance as at beginning of the year	439.49	439.49
Add/(Less): Movement during the year	-	-
Balance as at end of the year	**439.49**	**439.49**

9.6 Retained earnings

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
	INR Lacs	INR Lacs
Balance as at beginning of the year	(951.45)	(943.07)
Profit / (Loss) for the year	(16.90)	(8.38)
Balance as at end of the year	**(968.35)**	**(951.45)**

10 Borrowings

Particulars	As at 31st March, 2021	As at 31st March, 2020
	INR Lacs	INR Lacs
UnSecured -		
From Others	-	-
Total	**-**	**-**

11 Deferred Tax Liability

Particulars	As at 31st March, 2021	As at 31st March, 2020
	INR Lacs	INR Lacs
Deferred Tax Liabilities		
- on account of depreciation	15.80	15.80
Total	**15.80**	**15.80**

12 Trade payables

Particulars	As at 31st March, 2021	As at 31st March, 2020
	INR Lacs	INR Lacs
Dues to Micro and Small enterprises	-	-
Dues to Others	-	-
Total	**-**	**-**

13 Other financial liabilities

Particulars	As at 31st March, 2021	As at 31st March, 2020
	INR Lacs	INR Lacs
Other payables	-	-
Total	**-**	**-**

14 Employee Benefit Expense

Particulars	For the year ended March 31, 2021	For the year ended March 31,2020
	INR Lacs	INR Lacs
Salaries, Wages and Bonus	6.00	6.00
Total	**6.00**	**6.00**

15 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
	INR Lacs	INR Lacs
Depreciation of property, plant and equipment (Refer note 2)	-	-
Total	**-**	**-**

16 Other Expenses

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
	INR Lacs	INR Lacs
Rent	1.06	1.32
Listing Fees	3.23	3.28
Professional/Agency fees & Other expenses	2.65	1.02
Advertisement expenses	1.69	1.25
Payment to Auditors -		
Audit fees	0.35	0.25
ROC Fees	0.12	0.10
Other Expenses	1.23	3.68
Total	**10.33**	**10.90**

17 Income taxes

(a) Tax expense recognised in the Statement of profit and loss:

Particulars	For the year ended March 31st, 2021	For the year ended March 31st, 2020
	INR Lacs	INR Lacs
Tax Expenses	-	-
Total income tax expense/(credit)	-	-

(b) Reconciliation of effective tax rate

Particulars	For the year ended March 31st, 2021	For the year ended March 31st, 2020
	INR Lacs	INR Lacs
Profit /(loss) before taxation	(16.33)	(16.90)
Enacted income tax rate in India	27.55%	27.55%
Tax at the enacted income tax rate	(4.50)	(4.66)
Reconciliation line items:		
Tax credit not recognised	-	-
Tax expense/ (credit)	**-4.50**	**-4.66**

18 Contingent liabilities & Commitments

The company does not have any contingent liabilities and Commitments (Including Capital Commitments as on March 31, 2021 (As at March 31, 2020 – Nil).

19 Earning Per share

(In Rupees)

PARTICULARS	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit after tax available for equity shareholders	(16.33)	(16.90)
Weighted average number of equity shares (in Lacs)	1,72.19	1,72.19
Nominal value of equity shares	10.00	10.00
Basic and diluted Earning s Per Share	(0.01)	(0.01)

20 Segment Reporting

The Company's Board of Directors has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108 "Operating Segments". The CODM evaluates the Company's performance and allocated the resources based on an analysis of various performance indicators . The Company is primarily engaged in the business of financial services . The same has been considered as business segment and the management considers these as a single reportable segment. Accordingly, disclosure of segment information has not been furnished.

21 Related party disclosures

There were no related party transaction.

22 Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.
The following methods and assumptions were used to estimate the fair values:

1.Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:
Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The Carrying amounts and fair values of Financial instruments by category are as follows:
For March 31, 2021

Particulars	FVOCI	FVTPL	Amortised Cost	Total fair value	Carrying amount
	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs
Financial assets					
Investments	-	-	-	-	-
Inventory	-	-	**610.75**	**610.75**	**610.75**
Trade Receivables	-	-	**6.26**	**6.26**	**6.26**
Cash and Cash equivalents	-	-	**3.58**	**3.58**	**3.58**
Other financial assets	-	-	**61.70**	**61.70**	**61.70**
Total Financial Liabilities	-	-	**682.29**	**682.29**	**682.29**
Financial Liabilities					
Borrowings	-	-	-	-	-
Trade Payables	-	-	-	-	-
Others	-	-	-	-	-
Total Financial Liabilities	-	-	-	-	-

The Carrying amounts and fair values of Financial instruments by category are as follows:
For March 31, 2020

Particulars	FVOCI	FVTPL	Amortised Cost	Total fair value	Carrying amount
	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs
Financial assets					
Investments	-	-	-	-	-
Inventory	-	-	**610.75**	**610.75**	**610.75**
Trade Receivables	-	-	**6.26**	**6.26**	**6.26**
Cash and Cash equivalents	-	-	**3.64**	**3.64**	**3.64**
Other financial assets	-	-	**77.91**	**77.91**	**77.91**
Total Financial Liabilities	-	-	**698.56**	**698.56**	**698.56**
Financial Liabilities					
Borrowings	-	-	-	-	-
Trade Payables	-	-	-	-	-
Others	-	-	-	-	-
Total Financial Liabilities	-	-	-	-	-

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the period.

23. Financial Risk factors

The Company's financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

Considering the size and the operations of the Company, it is not exposed to Liquidity Risk, Market Risk and Credit Risk.

24. Capital Risk Management

The Company's objectives when managing capital are to:

(i) Safeguard their ability to continue as a going concern, so that thy can continue to provide returns for shareholders and benefits for other stakeholders, and
(ii) Maintain an optional capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, Creditors and market confidence and to sustain future development and growth of its business.

The Company will take appropriate steps in order to maintain, or if necessary adjust, its Capital structure.

Exemptions and exceptions availed

A. Ind As optional exemptions

(i) Deemed Cost

The Company on first time adoption of Ind A, has elected to continue with the carrying value for all property, plant & equipment and other intangible assets as recognized in the financial statements as at the date of transition to Ind AS, measured as per th previous GAAP and use as its deemed costs as at the date of transition.

(ii) Designed of previously recognized financial instruments

Paragraph D19B of of Ind AS 101 gives an opportunity to an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has opted to apply this exemption for its investment in equity investments.

B. Ind AS mandatory exemptions

(i) Estimates

An entity's estimates in accordance with Ind AS as at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at April 01, 2016 are consistent with the estimates at the same date made in conformity with previous GAAP. The Company made estimates for the following item in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

-Impairment of financial assets based on expected credit loss model.

(ii) Classification and measurement of financial assets

Ind AS 101 requires as entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(iii) De-recognition of financial assets and financial liabilities

The Company has elected to apply derecognition requirements for financial assets and financial liabilities in Ind As 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

Transition to Ind AS-Reconciliations

There were no adjustments required to be carried out pursuant to the adoption of the Ind AS by the Company. Hence, there are no reconciliation line items have been presented.

25. The Financial statements were approved for issue by the Board of Directors on 30-07-2020

26. The figures of the previous year's have been regrouped or reclassified wherever necessary to make them comparable.

For M/s. A. John Moris & CO.
Chartered Accountants
Firm Registration No.007220S

For and on behalf of the Board of Directors

CA A. John Moris

Partner
Membership No.029424
Place : Chennai
Date : 29.06.2021
UDIN 21029424AAAAEN7817

(S.N. Madhavan)
(Whole Time Director)
DIN: 02296815

(A. Govindaraj)
(Director)
DIN: 03496870

(S N Madhavan)
Company Secretary