

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
www.omniaxs.co.in

May 29, 2024

To,

Bombay Stock Exchange Limited
P.J. Towers, Dalal Street,
Fort, Mumbai - 400 001

Scrip Code: 532340

Sir,

Sub: Compliance under Reg. 24(A) of SEBI (LODR) Regulation, 2015

Dear Sir/Madam,

In terms of Regulation 24(A) of SEBI(LODR), Regulations, 2015, we enclose herewith the Secretarial Compliance report for the year ended 31st March, 2024 issued by Mr. S. Ganesan, Practicing Company Secretary.

Thanking You,

For OMNI AXS SOFTWARE LTD

Bhawana Digitally signed by
Bhawana Lohiya
Lohiya Date: 2024.05.29
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Bhawana Lohiya
Company Secretary

**SECRETARIAL COMPLIANCE REPORT OF M/s. OMNI AXS SOFTWARE LIMITED FOR THE
YEAR ENDED 31st MARCH, 2024**

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, **S. Ganesan**, Practicing Company Secretary, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s Omni Axs Software Limited [CIN: L30006TN1992PLC022439]** (hereinafter referred as **'the listed entity'**), having its Registered Office at New No 32, Old No. 106, 1st Floor, Dr. Ranga Road, Mylapore, Chennai 600004. Secretarial Review was conducted in a manner that provided me reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I have examined;

- a) All the documents and records made available to us and explanation provided by M/s. Omni Axs Software Limited ("the listed entity") ,
- b) The filings/ submissions made by the listed entity to the stock exchanges,
- 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 Financial year ended March 31, 2024 ("**Review Period**") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, 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; (**Not applicable during the review period**)
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable during the review period**)

- f) Securities and Exchange Board of India (Issue and Listing of Non - Convertible Securities) Regulations, 2021; **(Not applicable during the review period)**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depository and participants) Regulations, 2018;
- i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable during the review period)**
- j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable during the review period)**
- k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 **(Not applicable during the review period)**
- l) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

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

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S . N o	Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Regulation Nos	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations	Management Response	Remarks
1	Maintenance of Functional Website	Regulation 46 of SEBI (LODR) Regulations, 2015	Clarification for Non-Update of few information in the website as per SEBI (LODR) Regulations, 2015.	BSE		Advisory mail sent to the company vide E- Mail dated 27 th March 2023 and Reminder on 12 th May 2023 with respect to the Non Update of few information in Website as per SEBI (LODR) Regulations, 2015.	NA	NA	Nil	The same is Complied with NIL
2	Delay in furnishing prior intimation about the meeting of the Board of Directors	Regulation 29(2)/ 29(3)	Delay in The intimation of Board Meeting date for the September Quarter 2023.	BSE	BSE levied a Penalty of Rs. 10,000 for the non compliance	The Board meeting intimation was given on 4.11.2023 instead of 3.11.2023 for the Board	10,000	NIL	Penalty was paid.	Nil

					Meeting to be held for the Quarter ended September, 2023					
3	As per the CG Compliance there were not enough Directors in the Audit Committee, Nomination & Remuneration Committee and the Stake Holders Relationship Committee for the quarter ended September 30, 2023	Regulation 18(1), Regulation 19(1)/ (2) and Regulation 20(2)/ 2(A)	As per the Corporate Governance Report for the Quarter ended 30 th September, 2023 the Committees did not have the requisite number of Directors.	BSE	BSE levied a Penalty of Rs. 1,64,000/- each for non compliance of the Regulations 18(1), 19(1)/(2) and 20(2)/(2A) totaling Rs. 4,92,000/-	The no of Directors of the respective committees were less than 3	Rs. 10000	NIL	Since there was a mistake in the reporting of the CG for the quarter, The revised CG Report was filed and a request for a Waiver of penalty was made with a fee of Rs. 10000/- and the same has been accepted.	Nil

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No	Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Regulation No	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amt	Observations	Management Response	Remarks
NIL										

c) The clauses 6(a) and 6(b) as mentioned in SEBI Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019 with regard to the Resignation of Statutory Auditors not applicable for the period under review

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

S. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with Auditing Standards issued by ICSI, namely SS-1 to SS-2.	Yes	Nil

2	<p><u>Adoption and timely Updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	Nil
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes	Nil
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013</p>	Yes	Nil
5	<p><u>To examine details related to subsidiaries of listed entities</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The Company has no Subsidiaries
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Nil
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	Nil
8	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) In case no prior approval has been obtained the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, .</p>	NA	Nil
9	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil

10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	NA	Email from BSE on some non-updation of records was responded and complied with. during the period under review
12	<u>Additional Non-compliances, if any:</u> No Additional non Compliance observed for any of the SEBI regulation/ circular/ guidance not etc., except as reported above	NO	

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

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SUBRAMANIAN GANESAN
Date: 2024.05.29 21:49:18
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Place: Chennai
Date: 29th May, 2024
UDIN: F004779F000476019

S. GANESAN
Practicing Company Secretary
FCS: 4779 C.P.No.8336
PR No. 2685/2022