

| XBRL Excel Utility | |
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| 1. | Overview |
| 2. | Before you begin |
| 3. | Index |
| 4. | Steps for Filing - Corporate Governance Report |

1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report. XBRL filing consists of two processes. Firstly generation of XBRL/XML file and upload of the same to the BSE India Center Website (www.listing.bseindia.com) .

2. Before you begin

1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above.
2. The system should have a file compression software to unzip excel utility file.
3. Make sure that you have downloaded the latest Excel Utility from BSE Website to your local drive.
4. Make sure that you have downloaded the Chrome Browser to view report generated from the utility.
5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the reports can be generated. Please first go through Enable Macro - Manual attached with zip file.

3. Index

| | |
|----|--|
| 1 | Details of general information about company |
| 2 | Composition of BOD |
| 3 | Composition of Committee |
| 4 | Meeting of BOD |
| 5 | Meeting of Committees |
| 6 | Related Party Transaction |
| 7 | Affirmation |
| 8 | Website |
| 9 | Annual Affirmation |
| 10 | Annual Affirmation Continue |
| 11 | Annexure III |
| 12 | Signatory Details |

4. Steps for Filing Corporate Governance Report

I. Fill up the data: Navigate to each field of every section in the sheet to provide applicable data. (The data entered in the sheet will be reflected while filling data.)

- Use paste special command to paste data from other sheet.

II. Validating Sheets: Click on the "**Validate**" button to ensure that the sheet has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you to correct them.

III. Validate All Sheets: Click on the "**Home**" button. And then click on "Validate All Sheets". This will ensure that all sheets have been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you to correct them and stop validation at the same time. After correction, once again follow the same procedure.

Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.

IV. Generate XML : Excel Utility will not allow you to generate XBRL/XML unless successful validation. Now click on 'Generate XML' to generate XBRL/XML file.

- Save the XBRL/XML file in your desired folder in local system.

V. Generate Report : Excel Utility will allow you to generate Report. Now click on 'Generate Report'.

- Save the HTML Report file in your desired folder in local system.
- To view HTML Report open "Chrome Web Browser" .
- To print report in PDF Format, Click on print button and save as PDF.

VI. Upload XML file to BSE Listing Center: For uploading the XBRL/XML file generated through the utility, click on "Upload XML" button and upload generated xml file. On Upload screen provide the required information and browse the file.

5. Fill up the data in excel utility

1. Cells with red fonts indicate mandatory fields.

2. If mandatory field is left empty, then Utility will not allow you to proceed further for generating the report.

3. You are not allowed to enter data in the Grey Cells.

4. If fields are not applicable to your company then leave it blank. Do not insert Zero unless applicable.

5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further.

6. Select data from "Dropdown list" wherever applicable.

7. Adding Notes: Click on "Add Notes" button to add notes



nce Report

f generated XBRL/XML file to BSE Listing

above.

cal system.

l Excel utility

e functionalities of Excel Utility works fine.

[General Info](#)

[Annexure I - Composition of BOD](#)

[Annexure I - Composition of Committee](#)

[Annexure I - Meeting of BOD](#)

[Annexure I - Meeting of Committees](#)

[Annexure I - Related Party Transaction](#)

[Annexure I - Affirmation](#)

[Annexure II - Website](#)

[Annexure II - Annual Affirmation](#)

[Annexure II -Annual Affirmation Continue](#)

[Annexure III](#)

[Signatory Details](#)

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| able data in correct format. (Formats will |
| en properly filled and also data has been ou about the same. |
| heet" button to ensure that all sheets has el utility will prompt you about the same re to validate all sheets. |
| uccessful validation of all sheet is completed. |
| ate Report" to generate html report. |
| hrough Utility, login to BSE Listing Center use to select XML file and submit the XML. |

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| erating XML. |
| s it is a mandatory field. |
| urther for generating XML. |
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General information about company

| | |
|---------------------------------|---------------------------|
| Scrip code | 532340 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE369B01019 |
| Name of the entity | OMNI AXS SOFTWARE LIMITED |
| Date of start of financial year | 01-04-2017 |
| Date of end of financial year | 31-03-2018 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2018 |
| Risk management committee | Not Applicable |

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**Enter the quarter
ended date only**

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Disclosure of notes on composition

Is there any change in information of board of direc

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN |
|----|-----------------------|----------------------|-----|-----|
|----|-----------------------|----------------------|-----|-----|

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Annexu

Annexure I to be submitted by lis

I. Composition of Bo

| | | |
|-----------------------------------|---------------------------|-------------------------|
| of board of directors explanatory | Add Notes | |
| ctors compare to previous quarter | No | |
| Category 1 of directors | Category 2 of directors | Category 3 of directors |

re I
 listed entity on quarterly basis
 Board of Directors

| Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) |
|---|-------------------|--------------------------------|--|
|---|-------------------|--------------------------------|--|

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| Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN |
|--|---|------------------------------------|
|--|---|------------------------------------|

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Audit Committee Details

| Sr | DIN Number | Name of Committee members |
|----|------------|---------------------------|
| 1 | | |
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| 3 | | |
| 4 | | |
| 5 | | |
| 6 | | |
| 7 | | |
| 8 | | |
| 9 | | |
| 10 | | |

Nomination and remuneration committee

| Sr | DIN Number | Name of Committee members |
|----|------------|---------------------------|
| 1 | | |
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| 3 | | |

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| 5 | | |
| 6 | | |
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| 8 | | |
| 9 | | |
| 10 | | |

| Stakeholders Relationship Committee | | |
|-------------------------------------|------------|---------------------------|
| Sr | DIN Number | Name of Committee members |
| 1 | | |
| 2 | | |
| 3 | | |
| 4 | | |
| 5 | | |
| 6 | | |
| 7 | | |
| 8 | | |
| 9 | | |
| 10 | | |

| Risk Management Committee | | |
|---------------------------|------------|---------------------------|
| Sr | DIN Number | Name of Committee members |
| 1 | | |

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| 6 | | |
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| 8 | | |
| 9 | | |
| 10 | | |

| Corporate Social Responsibility Committee | | |
|---|------------|---------------------------|
| Sr | DIN Number | Name of Committee members |
| 1 | | |
| 2 | | |
| 3 | | |
| 4 | | |
| 5 | | |
| 6 | | |
| 7 | | |
| 8 | | |
| 9 | | |
| 10 | | |

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|------------------------|
| Other Committee |
|------------------------|

| Sr | DIN Number | Name of Committee members |
|----|------------|---------------------------|
| 1 | | |
| 2 | | |
| 3 | | |
| 4 | | |
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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter

| Category 1 of directors | Category 2 of directors |
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| Category 1 of directors | Category 2 of directors |
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| Category 1 of directors | Category 2 of directors |
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| Category 1 of directors | Category 2 of directors |
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| Category 1 of directors | Category 2 of directors |
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| Name of other committee | Category 1 of directors |
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| Category 2 of directors | Remarks |
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Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

| Sr | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) |
|--|---|---|
| Add Delete | | |
| 1 | 14-11-2017 | |
| 2 | 14-02-2018 | 91 |

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IV. M

Disclosure of notes on m

| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) |
|----|-------------------|---|--|
|----|-------------------|---|--|

[Add](#)[Delete](#)

| | | | |
|---|---------------------------------------|------------|-----|
| 1 | Audit Committee | 14-02-2018 | Yes |
| 2 | Nomination and remuneration committee | 14-02-2018 | Yes |
| 3 | Stakeholders Relationship Committee | 14-02-2018 | Yes |

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Meeting of Committees

| Meeting of committees explanatory | | Add Notes | |
|-----------------------------------|---|--|-------------------------|
| Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| | 14-11-2017 | 91 | |
| | 14-11-2017 | 91 | |
| | 14-11-2017 | 91 | |

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| Sr |
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Annexure 1

Related Party Transactions

Subject

Whether prior approval of audit committee obtained

Whether shareholder approval obtained for material RPT

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee

Disclosure of notes on related

Disclosure of notes of material transactor

ev

| Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----------------------------------|---|
| NA | |
| NA | |
| NA | |
| party transactions | <div style="text-align: center; background-color: #C00000; color: white; padding: 5px; border-radius: 5px;">Add Notes</div> |
| with related party | <div style="text-align: center; background-color: #C00000; color: white; padding: 5px; border-radius: 5px;">Add Notes</div> |

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Annexure 1

Affirmations

Subject

The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

a. Audit Committee

The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

b. Nomination & remuneration committee

The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

c. Stakeholders relationship committee

The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

d. Risk management committee (applicable to the top 100 listed entities)

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Any comments/observations/advice of Board of Directors may be mentioned here:

EV

Annexure 1

Subject

Name of signatory

Designation

| Compliance status (Yes/No) |
|----------------------------|
| Yes |
| Yes |
| Yes |
| Yes |
| NA |
| Yes |
| Yes |
| Yes |
| Add Notes |

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| Compliance status |
|-------------------|
| Rajendra Jain |
| Director |

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Annexure II to be submitted by listed entity at

I. Disclosure on

| Sr | Item |
|----|---|
| 1 | Details of business |
| 2 | Terms and conditions of appointment of independent directors |
| 3 | Composition of various committees of board of directors |
| 4 | Code of conduct of board of directors and senior management personnel |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy |
| 6 | Criteria of making payments to non-executive directors |
| 7 | Policy on dealing with related party transactions |
| 8 | Policy for determining 'material' subsidiaries |
| 9 | Details of familiarization programmes imparted to independent directors |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances |
| 11 | email address for grievance redressal and other relevant details |
| 12 | Financial results |
| 13 | Shareholding pattern |
| 14 | Details of agreements entered into with the media companies and/or their associates |
| 15 | New name and the old name of the listed entity |
| 16 | Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block] |

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Annexure II

the end of the financial year (for the whole of fin

website in terms of Listing Regulations

| Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|--|---|
| No | The web page is under construction and will be updated shortly |
| No | updated shortly |
| No | updated shortly |
| No | updated shortly |
| No | updated shortly |
| No | updated shortly |
| No | updated shortly |
| NA | |
| No | updated shortly |
| No | The web page is under construction and will be updated shortly |
| No | updated shortly |
| No | updated shortly |
| No | updated shortly |
| No | updated shortly |
| No | updated shortly |
| NA | |

Add Notes

| II. Annual Affirmations | |
|-------------------------|---|
| Sr | Particulars |
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' |
| 2 | Board composition |
| 3 | Meeting of Board of directors |
| 4 | Review of Compliance Reports |
| 5 | Plans for orderly succession for appointments |
| 6 | Code of Conduct |
| 7 | Fees/compensation |
| 8 | Minimum Information |
| 9 | Compliance Certificate |
| 10 | Risk Assessment & Management |
| 11 | Performance Evaluation of Independent Directors |
| 12 | Composition of Audit Committee |
| 13 | Meeting of Audit Committee |
| 14 | Composition of nomination & remuneration committee |
| 15 | Composition of Stakeholder Relationship Committee |
| 16 | Composition and role of risk management committee |
| 17 | Vigil Mechanism |
| 18 | Policy for related party Transaction |
| 19 | Prior or Omnibus approval of Audit Committee for all related party transactions |
| 20 | Approval for material related party transactions |
| 21 | Composition of Board of Directors of unlisted material Subsidiary |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity |
| 23 | Maximum Directorship & Tenure |
| 24 | Meeting of independent directors |
| 25 | Familiarization of independent directors |
| 26 | Memberships in Committees |
| 27 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel |
| 28 | Disclosure of Shareholding by Non-Executive Directors |
| 29 | Policy with respect to Obligations of directors and senior management |

Any other information to be provided

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| 1 | Name of signatory |
|---|-------------------|
| 2 | Designation |

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| Regulation Number | Compliance status (Yes/No/NA) |
|-------------------------|----------------------------------|
| 16(1)(b) & 25(6) | Yes |
| 17(1) | Yes |
| 17(2) | Yes |
| 17(3) | Yes |
| 17(4) | Yes |
| 17(5) | Yes |
| 17(6) | Yes |
| 17(7) | Yes |
| 17(8) | Yes |
| 17(9) | Yes |
| 17(10) | Yes |
| 18(1) | Yes |
| 18(2) | Yes |
| 19(1) & (2) | Yes |
| 20(1) & (2) | Yes |
| 21(1),(2),(3),(4) | NA |
| 22 | Yes |
| 23(1),(5),(6),(7) & (8) | Yes |
| 23(2), (3) | NA |
| 23(4) | Yes |
| 24(1) | NA |
| 24(2),(3),(4),(5) & (6) | NA |
| 25(1) & (2) | Yes |
| 25(3) & (4) | Yes |
| 25(7) | Yes |
| 26(1) | Yes |
| 26(3) | Yes |
| 26(4) | Yes |
| 26(2) & 26(5) | Yes |



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|--------------------|
| Annexure II |
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Add Notes

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Rajendra Jain

Director

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| Annexure II | | |
|--------------------------------------|--|-------------------------------|
| III. Affirmations | | |
| Sr | Particulars | Compliance status (Yes/No/NA) |
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA |
| Any other information to be provided | | Add Notes |

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| Annexure II | | |
|-------------|-------------------|---------------|
| 1 | Name of signatory | Rajendra Jain |
| 2 | Designation | Director |

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| Signatory Details | |
|-----------------------|---------------|
| Name of signatory | Rajendra Jain |
| Designation of person | Director |
| Place | Chennai |
| Date | 13-04-2018 |

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