

OMNI AX'S SOFTWARE LIMITED

Regd. Office: New No.32, Old No.106, 1st Floor, Dr. Ranga Road,
Mylapore, Chennai 600 014 – Ph; 6379803477

Email: omniax2015@gmail.com, CIN:L30006TN1992PLC022439

May 31, 2019

To,

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

Scrip Code: 532340

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, 2019 issued by Mr.S.Ganesan, Practicing Company Secretary.

You are requested to kindly take above information on your record.

Thanking You,

For OMNI AXS SOFTWARE LTD



Company Secretary

S. GANESAN, B.Com., FCS,
Company Secretary in Practice,
FCS 4779 C.P. No.8336

D-115, Door No. 19, 22nd Cross Street,
Hindu Colony, Nanganallur, Chennai - 600 061.
Mobile : 94447 20213 / 98408 61781
E-mail : ganesan_52@yahoo.com
shadamarshaniyer@gmail.com

To,

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

Dear Sir/ Madam,

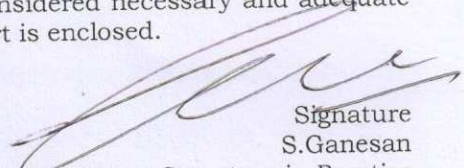
Subject: Annual Secretarial Compliance Report for the Financial Year
2018-19

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. Annual Secretarial Compliance Report is enclosed.


Signature
S.Ganesan
Company Secretary in Practice

Place: Chennai
Date: 30/05/2019

FCS: 4779
C.P.No. 8336

S. GANESAN
COMPANY SECRETARY IN PRACTICE
FCS 4779 – CP 8336
19, 22nd Cross Street, Hindu Colony, Nanganallur
Chennai 600 061, Mobile: 98408 61781

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Secretarial compliance report of Omni Axs Software Limited for the year ended 31st March, 2019

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, 2019 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:-

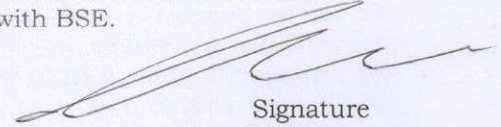
- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares 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: However, some of the Promoters' shares have not yet been dematerialised due to some documentation issues and the matter is under active correspondence with BSE.



Signature
S.Ganesan
Company Secretary in Practice

Place: Chennai
Date: 30/05/2019

FCS: 4779
C.P.No. 8336

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