



UTKARSH SHAH

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF AXIS SOLUTIONS LIMITED FOR THE YEAR
ENDED 31st MARCH, 2025**

To,
The Board of Directors,
AXIS SOLUTIONS LIMITED
B-501 to 504, Galaxy Business Park,
Nikol Ring Road, Opp. Torrent Power Station,
Nikol, Ahmedabad, Gujarat-382350.

I, **MR. UTKARSH PIYUSHKUMAR SHAH**, a proprietor of **UTKARSH SHAH & CO., COMPANY SECRETARIES**, having its Office at 302-303, Sakar-1, Nr. Gandhigram Railway Station, Ellis bridge, Ahmedabad – 380 009 have examined:

- (a) all the documents and records made available to us and explanation provided including thereon in digital/ electronic mode by **AXIS SOLUTIONS LIMITED**, CIN: L43212GJ1985PLC029849, having its registered office at B-501 to 504, Galaxy Business Park, Nikol Ring Road, Opp. Torrent Power Station, Nikol, Ahmedabad - 382350 ("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 clarification,

for the year ended **31st March, 2025 covering the Audit Period from 01st April, 2024 to 31st March, 2025** ("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 there under; and
- (b) 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");

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Practicing Company Secretary

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The specific regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, including:

- (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 Audit Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable during the Audit Period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021; **(Not Applicable during the Audit Period);**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable during the Audit Period);**
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; **(Not Applicable during the Audit Period);**
- (j) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;
- (k) Other regulations as applicable and circulars/ guidelines issued there under;

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And based on the above examination, I, **MR. UTKARSH PIYUSHKUMAR SHAH**, a proprietor of **UTKARSH SHAH & CO., COMPANY SECRETARIES**, during the said review period, the compliance status of the listed entity is appended below;

S N	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 the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	
2.	<u>Adoption and timely updation of the Policies:</u> • 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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	YES YES	

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3.	<u>Maintenance and disclosures on Website:</u> <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. 	<p>YES</p> <p>YES</p> <p>YES</p>	
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	<p>N.A.</p> <p>N.A.</p>	The Company does not have any material subsidiary companies.
6.	<u>Preservation of Documents:</u> 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.	YES	

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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	
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.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	YES YES	
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 there under.</p>	YES	
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	NO	The Company has installed the SDD Software. However, the inspection of

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			BSE Limited is awaiting.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions 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.	YES	
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such	NA	The auditor has not resigned in between during financial year ended on 31 st

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	<p>quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p>	<p>March, 2025 and all limited review/ audit report have been signed by the existing auditor only. And hence items i. ii and iii of 1 are not applicable.</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant</p>	<p>NA</p> <p>NA</p>	<p>As informed, no such event has incurred in between during the financial year ended on 31st March, 2025 and hence items a, b and</p>

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	<p>documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA	c of 2 are not applicable.
	<p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	As informed, all relevant information has been fully furnished to the Auditor.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	The Auditor has not resigned in between during the financial year ended on 31 st March, 2025 and hence the same is not

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			applicable.
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AXIS SOLUTIONS LIMITED has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below: -

S N	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Mgt. Response	Remarks
Not Applicable										

AXIS SOLUTIONS LIMITED has taken the following actions to comply with the observations made in our previous reports:

S N	Compliance Requirement (Regulations/ circulars/ guidelines including	Regulation/ Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Mgt. Response	Remarks
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	specific clause)									
Not Applicable										

Note:

- 1. The Company was under the Insolvency and Bankruptcy Code 2016. Further, dated 12th July 2024 intimating that the Hon'ble NCLT, at the hearing held on 11th July, 2024, Pronounced Orders in CP IB Number: CP (IB) No. 268 of 2022 in the matter of M/s Fiat Accord Fabric Private Limited Vs Sumit Rajnikant Mehta RP of M/s Asya Infosoft Limited approving the resolution plan submitted jointly by Mr. Bijal Dineshchandra Sanghvi (Lead Member) and M/s Axis Solutions Private Limited (Member), along with chapters/schedules forming part of the Resolution Plan.***
- 2. The Hon'ble National Company Law Appellate Tribunal (NCLAT) Principal Bench, New Delhi in Company Appeal (AT) (Insolvency) No. 1475 of 2024, allowed the restructuring of the Corporate Debtor, by approving the Scheme of Arrangement for the merger of M/s Axis Solution Private Limited ("Axis Solutions/ Transferor Company") into Corporate Debtor, forming part of the Approved Resolution Plan.***
- 3. Further, the Trading of the Shares are still suspended because the terms of the approved Resolution Plan is still under process.***
- 4. The Company is complying with the respective Acts, Rules and Regulations after the approval of the Resolution Plan and appointment of new management of the Company.***

This is further to state that;

1. The Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of our opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. 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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UTKARSH SHAH

**Place: Ahmedabad
Date: 29.05.2025**

**For, Utkarsh Shah & Company
Company Secretaries**

Peer Review No:5116/2023

**Utkarsh Shah
Proprietor
FCS No.12526 CP No.26241
UDIN: F012526G000481280**

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