

OL/SE/512/May 2023-24

May 30, 2023

To,

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra- 400001	National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai, Maharashtra- 400001
Security Code: 532880	Symbol: OMAXE

Subject: Submission of Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with read with NSE circular no. NSE/CML/2023/21 dated 16th March, 2023 and BSE circular no. 20230316-14 dated 16th March, 2023, please find enclosed herewith, copy of Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023.

You are requested to kindly take the above information on records. The above said report will also be uploaded on Company's website i.e. www.omaxe.com.

For Omaxe Limited

For OMAXE LIMITED


Company Secretary**Vikas Khandelwal****Company Secretary & Compliance Officer**

"This is to inform that please make all correspondence with us on our **Corporate office** Address only"

OMAXE LIMITED

Corporate Office : 7, Local Shopping Centre, Kalkaji, New Delhi-110019.

Tel.: +91-11-41896680-85, 41893100

Regd. Office: Shop No. 19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon - 122 001, (Haryana)

Toll Free No. 18001020064, Website: www.omaxe.com, CIN: L74899HR1989PLC051918

SECRETARIAL COMPLIANCE REPORT OF OMAXE LIMITED

FOR THE YEAR ENDED MARCH 31, 2023

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD 1/27/2019 dated 8th February, 2019]

We have examined:

- all the documents and records made available to us and explanation provided by **OMAXE LIMITED** ("the Listed Entity" -hereinafter called "**the Company**") CIN: **L74899HR1989PLC051918**) having its Registered Office at Shop No-19-B, First Floor Omaxe Celebration Mall, Sohna Road Gurugram- 122001.
- the filings/ submissions made by the Company to the stock exchanges,
- website of the Company,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the financial year ended 31st March, 2023 ("**Review Period**") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder;and
- the Securities Contracts (Regulation) Act, 1956 ("**SCRA Act**"), 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "**SEBI LODR**");
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Company during the review period**)
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not applicable to the Company during the review period**)
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the Company during the review period**)
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable to the Company during the review period**)

Monika Kohli

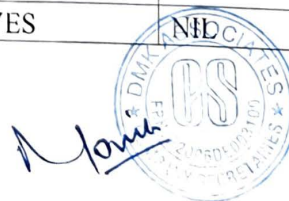


- (i) Securities and Exchange Board of India(Issue and Listing of Non-Convertible Securities) Regulations,2021(Not applicable to the Company during the review period);

and based on the above examination, We hereby report that, during the review Period:

- a) The Company has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder.
- b) The Company has taken the following actions to comply with the observations made in previous reports: **Annexure A**
- c) 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;(Not Applicable, as there was no resignation of Statutory Auditors)
- d) Pursuant to the NSE Circular No. NSE/CML/ 2023/21 & BSE Circular no. 20230316-14 dated March 16, 2023 read with NSE Circular No. NSE/CML/ 2023/30 & BSE Circular no. 20230410-41 dated April 10, 2023, we further affirm to the following:

S.NO.	Particulars	Compliance Status (Yes / No/ NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	NIL
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.	YES	NIL
	• 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	NIL
3.	<u>Maintenance and disclosures on Website:</u>		
	• The Listed entity is maintaining a functional website.	YES	NIL
	• Timely dissemination of the documents/ information under a separate section on the website.	YES	NIL
	• Web-links provided in annual	YES	



	corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.		
4.	<u>Disqualification of Director</u> None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.	YES	NIL
5.	<u>To examine details related to Subsidiaries of listed entities</u>		
	• Identification of material subsidiary companies.	YES	NIL
	• Requirement with respect to disclosure of material as well as other subsidiaries.	YES	NIL
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	NIL
7.	<u>Performance Evaluation:</u> 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.	YES	NIL
8.	<u>Related Party Transactions:</u>		
	• The Listed entity has obtained prior approval of Audit Committee for all Related party transaction	YES	NIL
	• In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit Committee	NA	All Related party transactions were entered after obtaining prior approval of the audit committee.
9.	<u>DISCLOSURE OF EVENTS OR INFORMATION:</u>	YES	NIL



	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		
10.	<u>PROHIBITION OF INSIDER TRADING:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	NIL
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	NIL
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	YES	NIL

Further, SEBI vide its letter dated 17.02.2022 has appointed Forensic Auditor to carry out forensic audit with respect to the financial statements of the Company in the context of disclosures of financial information and business transactions in terms of provisions of SEBI Act, SCRA Act, SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations 2003 and the provision of Section 24 of the Companies Act, 2013 or any other Rules or the Regulations made or directions issued by SEBI thereunder. The Company provided necessary support and information to the Forensic Auditors and no further information sought after October 2022.

Date : 26.05.2023
Place: New Delhi
UDIN : F005480E000385046



**FOR DMK ASSOCIATES
COMPANY SECRETARIES**

Monika

(MONIKA KOHLI)
FCS, I. P., LL.B., B. Com (H)
PARTNER
FCS No. 5480
CP No. 4936
Peer Review No. 779/2020

Annexure A

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by.	Type of Action. i.e. Advertisers/ Clarification/ Fines/Show Cause Notice/ Warning. etc.	Details of Violation	Fine Amount (In Rs.)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The composition of board of directors of the listed entity shall be as follows: (a) board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors. b) where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.	Regulation 17(1)(a)& (b) of SEBI LODR	The Company did not have the requisite number of Independent Directors on the Board of the company from 01.10.2021 till 30.01.2022.	BSE Limited ("BSE") National Stock Exchange of India Limited ("NSE")	Fine levied Fine levied	The composition of Board of Directors was not in accordance with the regulation 17(1)(a) & (b) of SEBI LODR for a period of 92 days, after the appointment of one Additional Director (Executive) w.e.f 01.10.2021 on the Board who subsequently resigned from the Board w.e.f 31.01.2022.	Total 7,25,700/- (inclusive of 18% GST) Total 7,25,700/- (inclusive of 18% GST)	The composition of Board of Directors is in compliance with Regulation 17(1)(a) & (b) of SEBI LODR after the resignation of one Additional Director (Executive) w.e.f 31.01.2022. BSE & NSE have imposed following fines in terms of SEBI Circular no. SEBI / HO/ CFD/ CMD/ PRIP/2020/12 dated 22.01.2020: 1) Rs.5,42,800/- (inclusive of GST) each for a period of 92 days i.e. from 01.10.2021 till 31.12.2021. 2) Rs.1,82,900/- (inclusive of GST) each for a period of 31 days i.e from 01.01.2022 till 31.01.2022.	The fines imposed by the NSE & BSE have been duly paid.	NIL
2	The board of directors of the top 2000 listed entities shall comprise of not less than six directors	Regulation 17(1)(c) of SEBI LODR	As on April 1, 2021 the total number of directors was five instead of six directors.	NA	NA	The composition of the Board has been affected due to resignation of Mr. D.K. Kamble from the position of Independent director on 16.01.2021 reducing the total number of directors on Board to five instead six. Further, the company has appointed Mr. Vinit Goyal as Director of the company w.e.f 12.04.2021.	NIL	The Board composition was not in compliance as on 01.04.2021 due to resignation of Mr. D.K. Kamble from the position of Independent director on 16.01.2021. However the company has appointed Mr. Vinit Goyal as Director of the company w.e.f 12.04.2021.	No further action required to be taken by the Company	NIL

M. J. J.

