

OL/SE/225/JUL 2020-21

JULY 30, 2020

The Secretary <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Limited Dalal Street , Mumbai 400 001	The Secretary <b>National Stock Exchange Limited</b> Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai 400 051
<b>Security code:</b> 532880	<b>Symbol:</b> OMAXE
Fax No 022-22723121/2037/39/41/61	Fax No 022-2659 8237/38

Dear Sir/ Madam,

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are forwarding herewith the Annual Secretarial Compliance Report for the financial year 2019-20.

You are requested to kindly take the above information on records. The report will also be hosted on the Company's website.

Thanking You

Yours Faithfully

**For Omaxe Limited****Navin Jain**  
Company Secretary

" 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, Fax: +91-11-41896653, 41896655, 41896799

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

To,  
The Board of Directors,  
**OMAXE LIMITED**  
CIN: L74899HR1989PLC051918  
Registered Office Address: - Shop No-19-B, First Floor, Omaxe  
Celebration Mall, Sohna Road Gurgaon, Haryana-122001,India

We have been engaged by **OMAXE LIMITED** (hereinafter referred to as 'the Company') bearing CIN: L74899HR1989PLC051918 whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an verification in terms of 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.

Our 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.

Our 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.

We conducted the audit by examining the secretarial records including minutes, documents, registers, intimations sent to the stock exchanges other records and returns related to the applicable laws on the Company etc. However, due to nationwide lockdown to fight COVID-19, some of the documents and records mentioned above have been received via electronic means and as such, could not be verified from the original's thereof. The management has confirmed that the records submitted to us are the true and correct. We have also relied upon representation given by the management of the company for certain areas which otherwise requires physical verification.

Annual Secretarial Compliance Report is enclosed.



For VKC & Associates  
(Company Secretaries)



CS Mohit K Dixit  
Partner  
Membership. No 49021  
C.P. No – 17827

**Regd. Office**

D-38, LGF (L/S), South Extension Part - II  
New Delhi - 110049, India  
+91 11 49121644,45, +91 9999233556  
pcs@vkcindia.com, www.vkcindia.com

**SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2020**  
[Pursuant to SEBI Circular No: CIR/CFD/CMD1/27/2019 dt. 8<sup>th</sup> February, 2019]

We M/s VKC & Associates, Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by **OMAXE LIMITED** (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) Management Representation and any other documents/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2020 (“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; **Not Applicable**
- (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**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

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

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- (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:

Sr. No	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)*	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	<b>Regulation 17(1) (a), (b) &amp; (c) of SEBI (LODR) Regulations, 2015 pertaining to the composition of the Board of Directors including appointment of Woman Independent Director.</b>	<i>The Company did not have the requisite number of Independent directors and a Women Independent Director for 3 days i.e. from 01.04.2019 to 03.04.2019.</i>	<i>The Company had appointed Ms. Seema Salwan w.e.f 04.04.2019.</i>
2.	<b>Regulation 17(1)(b), (c) read with Regulation 25(6) of SEBI (LODR) Regulations, 2015 pertaining to the composition of the Board of Directors including re-appointment of Woman Independent Director.</b>	<i>The Company did not have the requisite number of Independent directors and a Women Independent Director for 2 days i.e. from 02.11.2019 to 03.11.2019 due to resignation of Woman Independent Director.</i>	<i>The Company had appointed Mr. Shridhar Roa &amp; Ms. Nishal Jain w.e.f 04.11.2019.</i>
3.	<b>Regulation 29(1) &amp; (2) of SEBI (LODR) Regulations, 2015 with respect to prior intimation of activities under clause (d).</b>	<i>The Company has not given specific prior intimations for fund raising activities.</i>	<i>The Company has paid the fine imposed by the stock exchanges made its representation to the Stock Exchange for the waiver of the same and as such no further comments.</i>

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records. Further, the Company has complied with the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019

- (c) As per explanation and information given to us, the following are the details of 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 thereunder:

Sr No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange of India Limited (NSE)	Delay in complying with composition of Board of Directors including appointment of Woman Independent Director.	(i) A fine of Rs. 17,700/- was imposed vide NSE/LIST-SOP/CG/FINES/88262, dated 19.08.2019.  (ii) A fine of Rs. 11,800/- was imposed vide Ref No: NSE/LIST-SOP/CG/FINES/100977, dated 03.02.2020.	The Company has paid the fine.
		Delay in furnishing prior intimation of meeting of Board of Directors as per the provisions of Regulations 29(2)/29(3)	A fine of Rs. 11,800/- was imposed vide Ref No: NSE/LIST-SOP/REG-29/MAY-2019/FINES/83187, dated 11.06.2019.	The Company has paid the fine and made its representation to the Stock Exchange for the waiver and as such no further comments.
2.	BSE Limited (BSE)	Delay in complying with composition of Board of Directors including appointment of Woman Independent Director.	(i) A fine of Rs. 17,700/- was imposed vide Ref No: LIST/COMP/REG 27(2) & REG 17 TO 21/JUNE-19 /532880/157/2019-20 dated 19.08.2019  (ii) A fine of Rs. 11,800/- was imposed vide Ref No: LIST/COMP/REG 27(2) & REG 17 TO 21/DEC-19 /532880/283/2019-20 dated 03.02.2020	The Company has paid the fine.
		Delay in furnishing prior intimation of meeting of Board of Directors as per the provisions of Regulations 29(2)/29(3)	A fine of Rs. 11,800/- was imposed vide Ref No: LIST/COMP/532880/Reg29(2)-MAY19/89/2019 dated 11.06.2019	The Company has paid the fine and made its representation to the Stock Exchange for the waiver and as such no further comments.

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

Sr No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	NA	<p><b>Reg 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.</b></p> <p>The Company did not have required number of independent directors on the board from 1<sup>st</sup> April 2018 to 4<sup>th</sup> August 2018 and 17<sup>th</sup> January 2019 to 31<sup>st</sup> March 2019, thus, the composition of board of directors was not in compliance with Regulation 17 of SEBI (LODR), 2015, in the above said time periods.</p>	<p>The Company had appointed Ms. Seema Salwan as Women Independent Director i.e. w.e.f. 4<sup>th</sup> April 2019 after a delay of 3 days.</p>	<p>Appointment had been made for the Compliance of the aforesaid regulation but with a delay.</p>

**\*Note:** Pursuant to concurrent orders of National Disaster Management Authority (1-29/2020-PP) and Ministry of Home Affairs (No.40-3/2020-DM-I(A) dt.24<sup>th</sup> March 2020 to call upon a nationwide Lockdown to fight COVID-19. The operation of the Company got disrupted and required disclosure under Regulation 30 (4) read with Schedule III Part-A, Para (b) of SEBI Listing Obligation and Disclosures Requirements, Regulations. As informed by the management, pursuant to Company's Policy on determining the materiality of events, the nationwide lockdown was a publicly known fact and a global or macro level factor which affected all the Companies in the real estate segment and not a Company specific event, an intimation to Stock Exchanges has been made after evaluating the impact of lockdown on operations.



For VKC & Associates  
(Company Secretaries)

CS Mohit K Dixit  
Partner

Membership. No 49021

C.P. No – 17827

UDIN: A049021B000503411

29<sup>th</sup> July, 2020  
Noida