

OL/SE/315/JUNE 2021-22

June 30, 2021

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

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year 2020-21.

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

Thanking You.

For Omaxe Limited


For OMAXE LIMITED
Navin Jain Company Secretary
Company Secretary

Encl: a/a

" 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 122001

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 a verification in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

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, intimation sent to the stock exchanges other records and returns related to the applicable laws on the Company etc. However, due to 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)

ICSI Unique Code: P2018DE077000



CS Ishan Khanna

Partner

ACS No. 53517

C P No. 24258



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 31.03.2021

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th 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 31st March, 2021 ("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:



Regd. Office

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, 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.	<p>Regulation 30(4) read with Part-A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.</p> <p>Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30) “3.Revision in Rating(s)”</p>	The Company has not given intimation to Stock Exchanges within prescribed time.	The Company has not intimated the downward revision of the Credit Rating, “CARE D”, issued by CARE Ratings Limited (CARE) to the Stock Exchanges as on 31 st March, 2021.However the Company has filed the same on 30 th June, 2021.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars including Circular / 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.
Nil				

- (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	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity



1.	Regulation 17(1) (a), (b) & (c) of SEBI (LODR) 2015, pertaining to the composition of the Board of Directors including appointment of Woman Independent Director. 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.	31.03.2020	The Company had appointed Ms. Seema Salwan as Woman Independent Director as required under Regulation 17(1) (a), (b) & (c) of SEBI (LODR) 2015 w.e.f 04.04.2019.	The Company had appointed Ms. Seema Salwan as Woman Independent Director.
2.	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. 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 Independent Directors.	31.03.2020	The Company had appointed Mr. Shridhar Rao & Ms. Nishal Jain as required under Regulation 17(1) (b), (c) read with Regulation 25(6) of SEBI (LODR) Regulations w.e.f 04.11.2019.	The Company had appointed Mr. Shridhar Rao & Ms. Nishal Jain as Independent Director.
3.	Regulation 29(1) & (2) of SEBI (LODR) Regulations, 2015 with respect to prior intimation of activities under clause (d). The Company has not given specific prior intimations for fund raising activities.	31.03.2020	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 comment.	The Company has paid the fine imposed by the Stock Exchanges and as such no further comments.

FOR VKC & ASSOCIATES

(Company Secretaries)

ICSI Unique Code: P2018DE077000



Ishan Khanna

CS Ishan Khanna

Partner

ACS No. 53517

C P No. 24258

UDIN: A053517C000551905

30th June, 2021
New Delhi