

**OMAXE***Turning dreams into reality*

Date: 12.04.2016

Listing Department
BSE Limited
P.J. Tower, Dalal Street,
Mumbai 400001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East) Mumbai-400051

Subject: Compliance Report on Corporate Governance

Dear Sir/ Madam,

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) 2015, please find enclosed herewith Compliance Report on Corporate Governance for the quarter ended March 31, 2016.

Thanking You

For Omaxe Ltd.


Venkat Rao
(Additional Vice President &
Company Secretary)

OMAXE LTD.

Corporate Office : 7, Local Shopping Centre, Kalkaji, New Delhi-110 019 (India)

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)

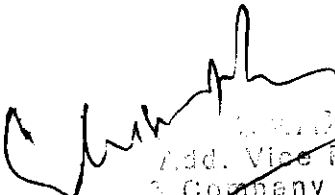
Website : www.omaxe.com CIN : L74899HR1989PLC051918

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Omaxe Limited**
 2. Quarter ending - **31-Mar-2016**

Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	ROH TAS GOEL	00 00 37 35	AA VP G98 66B	C & ED	01-Apr-2013			1	1	0
Mr.	SUNI L GOEL	00 00 37 43	AH GP G80 20K	ED	01-Apr-2013			1	0	0
Mr.	LT. GEN. RETD BHO PIND ER SING H	01 40 42 80	ADI PS9 066 P	ID	26-Sep-2014		5	1	1	1
Mr.	DR. PRE M SING H RAN A	00 12 93 00	AA APR 255 8L	ID	26-Sep-2014		5	3	4	1
Mr.	JAI BHA GWA	00 07 58	AC OP G63	ED	01-Oct-2014			1	0	1


 OMAXE LT
 Add. Vice President
 & Company Secretary

	N GOEL	86	52K							
Ms.	PAD AMJ A SHAI CHE N RUP AREL	01 38 35 13	AD CPR 429 4G	ID	31-Mar- 2015		5	1	0	0
Mr.	SUDI P BAN DYO PAD HYAY	00 00 73 82	AEE PBO 645 J	ID	04-Nov- 2015		5	2	0	0

II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	ROHTAS GOEL	C & ED	Member
2	LT. GEN. RETD. BHOPINDER SINGH	ID	Member
3	DR. PREM SINGH RANA	ID	Chairperson

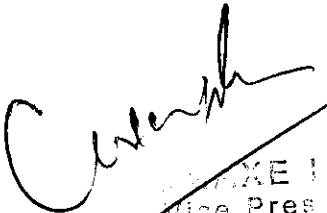
Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	LT. GEN. RETD. BHOPINDER SINGH	ID	Chairperson
2	JAI BHAGWAN GOEL	ED	Member

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	ROHTAS GOEL	C & ED	Member
2	LT. GEN. RETD. BHOPINDER SINGH	ID	Chairperson
3	DR. PREM SINGH RANA	ID	Member

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
04-Nov-2015	09-Feb-2016	96

IV. Meeting of Committees			
Date(s) of meeting of	Whether requirement of	Date(s) of meeting of	Maximum gap between


 Vice Pres
 Company Sec

the committee in the relevant quarter	Quorum met (details)	the committee in the previous quarter	any two consecutive (in number of days)
09-Feb-2016	2	04-Nov-2015	96
09-Feb-2016	2		
09-Feb-2016	2	04-Nov-2015	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **No**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

The report(s) related to third quarter (01/10/2015 to 31/12/2015) were placed before the Board of Directors at their meeting held on 09/02/2016. Further, the reports related to relevant quarter (01/01/2016 to 31/03/2016) will be placed before the Board of Directors in the next/upcoming Board Meeting.

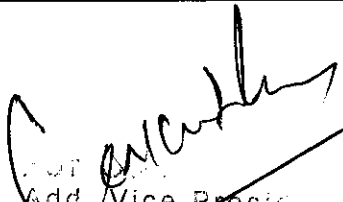
Name : Venkat Rao
 Designation : Company Secretary


 Add. Vice President
 & Company Secretary

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

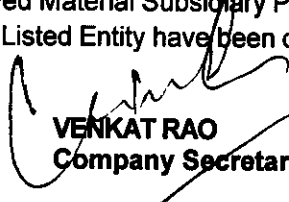
I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes


 Add. Vice President
 & Company Secretary

Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name :  **VENKAT RAO**
Designation : **Company Secretary**

VENKAT RAO
Company Secretary