

OL/SE/720/May 2025-26

May 30, 2025

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400001 Security Code: 532880	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 Symbol: OMAXE
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**Subject: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2025, pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015**


Dear Sir/Madam,

Pursuant to the provisions of Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, please find enclosed herewith the copy of Annual Secretarial Compliance Report for the year ended March 31, 2025.

The copy of this intimation is also being available on Company's website [www.omaxe.com](http://www.omaxe.com) and on the website of Stock Exchanges i.e. [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

You are requested to take the same on record please.

For Omaxe Limited

  
(Company Secretary)

D B R Srikanta

Company Secretary and 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](http://www.omaxe.com) CIN: L74899HR1989PLC051918

ANNUAL SECRETARIAL COMPLIANCE REPORT OF  
OMAXE LIMITED  
FOR THE YEAR ENDED MARCH 31, 2025

We have examined:

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

for the year ended March 31, 2025 ("**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**"), 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 Regulations**");
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Listed Entity during the review period**)
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the Listed Entity during the review period**)
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable to the Listed Entity during the review period**)
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable to the Listed Entity during the review period**)



- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;

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

- a) The Listed Entity has complied with the provisions of the above Regulations and Circulars/ guidelines issued thereunder.
- b) The Listed Entity has taken the following actions to comply with the observations made in previous reports: **(Not Applicable, as there was no observation in the previous secretarial compliance report of the Company)**
- c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

S. No.	Particulars	Compliance Status (Yes / No/ NA)	Observations/ Remarks by PCS
1.	<b><u>Secretarial Standards:</u></b>  The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	NIL
2	<b><u>Adoption and timely updation of the Policies:</u></b>		
	• 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.	<b><u>Maintenance and disclosures on Website:</u></b>		
	• The Listed entity is maintaining a functional website.	YES	NIL





	<ul style="list-style-type: none"> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> </ul>	YES	NIL
	<ul style="list-style-type: none"> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.</li> </ul>	YES	NIL
4.	<b><u>Disqualification of Director:</u></b>  None of the Director of the Listed Entity are disqualified under Section 164 of the Companies Act, 2013.	YES	NIL
5.	<b><u>To examine details related to Subsidiaries of listed entities:</u></b>		
	a. Identification of material subsidiary companies.	YES	NIL
	b. Requirements with respect to disclosure of material as well as other subsidiaries.	YES	NIL
6.	<b><u>Preservation of Documents:</u></b>  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 the SEBI LODR Regulations.	YES	NIL
7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year /during the financial year as prescribed in SEBI Regulations.	YES	NIL
8.	<b><u>Related Party Transactions:</u></b>		
	a. The Listed entity has obtained prior approval of Audit Committee for all Related party transaction	YES	NIL
	b. In case no prior approval obtained, the	NA	All Related party



	listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit Committee.		transactions were entered after obtaining prior approval of the Audit Committee.
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder.	YES	NIL
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	NIL
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  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.	No	Refer note 1 & 2
12	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no case of Resignation of Statutory Auditors.
13.	<b><u>No additional non-compliances observed:</u></b>  No additional non-compliance observed for any of the SEBI regulation/ Circular/ guidance note etc.	YES	NIL



**NOTES:**

1) SEBI vide its Order Reference No. QJA/GR/CFID/CFID/30598/2024-25 dated July 30, 2024 under Sections 11(1), 11(4), 11(4A), 11B(1) and 11B(2) of the SEBI Act and Rule 5 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 has, inter-alia, taken the following actions against the listed entity, its Chairman and others in the matter of alleged mis-statements/irregularities in financial statements of the Company for FY 2018-19, 2019-20, and 2020-21:

1. The Noticee's No. 1 i.e. Omaxe Limited to 6 (Directors and erstwhile KMPs) in the said order have been restrained from accessing the securities market and prohibited from buying, selling or otherwise or dealing in securities market, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of two years from July 30, 2024.
2. The Noticee No. 2 to 6 in the order have been prohibited from holding any position as Director or KMP of any other listed company for a period of two years from July 30, 2024.
3. Monetary penalties have been imposed: Rs. 7 lakh on Omaxe Ltd.; Rs. 6 lakh each on Noticees No. 2 to 6; and Rs. 1 lakh each on Noticees No. 7 to 16.

Further, the copy of aforementioned order is available at SEBI website i.e. <https://www.sebi.gov.in/enforcement.html>.

2) The Listed entity has filed an appeal on September 12, 2024 before the Hon'ble Securities Appellate Tribunal ("SAT"), Mumbai challenging SEBI's Order dated 30.07.2024 and pursuant to the appeal, SAT, through its order dated October 1, 2024, has granted a stay on the directions under Paragraphs 41(i) and (ii) of the aforesaid SEBI Order. This stay effectively suspends the restrictions on Noticees No. 1 to 6 from accessing the securities market and the prohibition on Noticees No. 5 and 6 from holding positions as Directors or KMPs in other listed companies for two years, subject to the appellants depositing the imposed penalty amount.

The penalty imposed have been deposited by the applicants and the case before the SAT is pending and sub-judice. Further, Noticee No. 2 & 3 are not disqualified to hold position of Director in Noticee No. 1 i.e. Omaxe Limited.

d) Further, the requirements for disclosure of Employee Benefit Scheme documents in terms of regulation 46(2) (za) of the SEBI LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 are not applicable to the Listed Entity.





**ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:**

1. 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 report based upon our examination of relevant documents and information. This is neither an audit nor an expression of 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 LODR Regulations 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.

**Place:** New Delhi

**Date:** 28.05.2025

**UDIN:** F005480G000498390



**FOR DMK ASSOCIATES  
COMPANY SECRETARIES**

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