

OL/SE/916/MAY 2026-27

May 29, 2026

<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 financial year ended on March 31, 2026, 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. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, please find enclosed herewith the copy of Annual Secretarial Compliance Report for the financial year ended on March 31, 2026.

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**

**D B R Srikanta**  
**Company Secretary & Compliance Officer**

*Encl: As Above*

"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](http://www.omaxe.com), **CIN:** L74899HR1989PLC051918

**'SECRETARIAL COMPLIANCE REPORT OF  
OMAXE LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2026**

We have examined:

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

for the year ended 31<sup>st</sup>March, 2026 ("**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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations (including amendments therein), whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "**SEBI LODR Regulations**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Company during the audit period**)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (herein after referred as "**SEBI SAST Regulations**")
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Listed Entity during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable to the Company during the audit period**)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021 ;(**Not applicable to the Company during the audit 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 Company has complied with the provisions of the above Regulations and circulars/guidelines issued there under.
- (b) The Company 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)**

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>  <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	YES  YES	NIL  NIL
3.	<b><u>Maintenance and disclosures on Website:</u></b>  <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	YES  YES  YES	NIL  NIL  NIL



4.	<b><u>Disqualification of Director:</u></b>  None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.	YES	NIL
5.	<b><u>Details related to Subsidiaries of listed entities:</u></b>  <ul style="list-style-type: none"> <li>• Identification of material subsidiary companies.</li> <li>• Requirement with respect to disclosure of material as well as other subsidiaries.</li> </ul>	YES  YES	NIL  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 as prescribed in SEBI Regulations.	YES	NIL
8.	<b><u>Related Party Transactions:</u></b>  <ul style="list-style-type: none"> <li>• The Listed entity has obtained prior approval of Audit Committee for all Related party transactions.</li> <li>• In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.</li> </ul>	YES  NA	NIL  All Related party 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 the SEBI LODR Regulations within the time limits prescribed there under.	YES	NIL

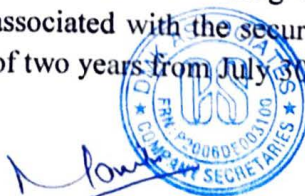


10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	NIL
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Actions taken against the listed entity/ its 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 there under.	No	Refer note 1, 2 & 3
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 SEBI 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 any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc. except as reported above.	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.

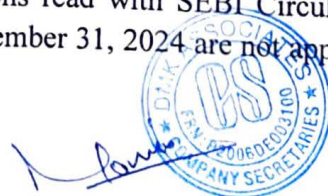
Further, the copy of aforementioned order is available at SEBI website i.e. <https://www.sebi.gov.in/enforcement.html>.

- 2) The Listed entity had filed an appeal on September 12, 2024 before the Hon'ble Securities Appellate Tribunal ("SAT"), Mumbai challenging SEBI's Order Reference No. QJA/GR/CFID/CFID/30598/2024-25 dated 30.07.2024 (copy of order is available at SEBI website i.e. [SEBI | Enforcement](#)) and pursuant to the appeal, SAT, through its order dated October 1, 2024, had granted a stay on the directions under Paragraphs 41(i) and (ii) of the aforesaid SEBI Order. The stay effectively suspended 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. Therefore, as per SEBI Order, Noticee No. 2 & 3 are not disqualified to hold position of Director in Noticee No. 1 i.e. Omaxe Limited.

- 3) SEBI has issued a Show Cause Notice ("SCN") dated January 21, 2026 to the Company and certain promoters/directors under Section 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 the relevant provisions of the SEBI Act and allied regulations in relation to the alleged non-compliance with Minimum Public Shareholding ("MPS") requirements from FY 2013-14 till March 2024. The SCN, inter alia, alleges that certain entities classified as public shareholders had subscribed/acquired shares of the Company through the Offer for Sale ("OFS") and secondary market transactions while allegedly acting on behalf of the promoter/promoter group through indirect funding arrangements. Based on the above, SEBI has alleged artificial compliance with MPS norms and incorrect disclosure of promoter and public shareholding, along with alleged violations of provisions of the SEBI Act, SCRA, SEBI LODR Regulations, SEBI SAST Regulations and SEBI (PFUTP) Regulations. The matter is presently at the SCN/adjudication stage and no final order has been passed by SEBI till date.

- a) 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: 29.05.2026**

**UDIN: F005480H000539497**

**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. 6896/2025**