

OL/SE/128/May 2019-20

May 30, 2019

The Secretary BSE Limited Phiroze Jeejeebhoy Towers Limited Dalal Street , Mumbai 400 001	The Secretary National Stock Exchange Limited 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

Dear Sir/ Madam,**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019**

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 2018-19.

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
For OMAXE LIMITED

Company Secretary

Shubha Singh**Vice President & 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

SECRETARIAL COMPLIANCE REPORT

To,
The Board of Directors
OMAXE LIMITED
Shop No-19-B, First Floor
Omaxe Celebration Mall,
Sohna Road Gurgaon, Haryana-122001

We M/s. Chandrasekaran Associates 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) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("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;
- (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 during the year under review.**



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the year under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the year under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the year under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.

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, 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	Pursuant to Regulation 17 of SEBI (Listing Obligation & Disclosure Requirement), Regulations, 2015: where the listed entity does not have a regular non-executive chairperson, at least half	Non-availability of independent directors equivalent to half of the total no of directors on the Board and delay in appointment of Independent Director	The Company does not have the required number of Independent Directors on the Board from 1 st April, 2018 to 4 th August, 2018 and from 17 th January, 2019 to 31 st March

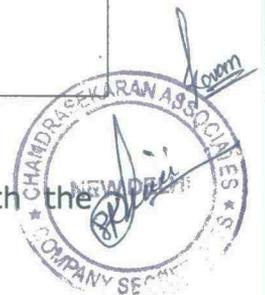


	of the board of directors shall comprise of independent directors.		2019 thus; Composition of the Board of Directors was not in compliance with Regulation 17 of SEBI (LODR), Regulation 2015, in the above said time periods.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) 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	Bombay Stock Exchange (BSE) and National Stock Exchange (NSE)	Non-compliance with the requirements pertaining to composition of Board including failure to appoint woman Director (Regulation 17 of SEBI (LODR) Regulation, 2015	BSE & NSE has imposed a fine of Rs. 4,36,600 (inclusive of GST @ 18 %) each for the said non-compliance vide its letters dated May 2, 2019 for a period of 74 days from January 17, 2019 till March 31, 2019).	The Company has paid the fine on May 16, 2019 to NSE and BSE.

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



CHANDRASEKARAN ASSOCIATES

Continuation.....

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
Not Applicable during the year under review				

For Chandrasekaran Associates Company Secretaries



Shashikant Tiwari
Partner

Membership No. ACS 28994

Certificate of Practice No. 13050



Date: 30-05-2019

Place: Delhi