

OL/SE/413/May 2022-23

May 30, 2022

To, BSE Limited Phiroze Jeejeebhoy Towers Limited Dalal Street , Mumbai-400001 Maharashtra	To, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai- 400051 Maharashtra
Security Code: 532880	Symbol: OMAXE
Fax No.: 022-22723121/2037/39/41/61	Fax No.: 022-2659 8237/38

Subject: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2022

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 2021-22. 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.

For Omaxe Limited

For OMAXE LIMITED

Company Secretary

Navin Jain
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 OF OMAXE LIMITED

FOR THE YEAR ENDED MARCH 31, 2022

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD 1/27/2019 dated 8th February, 2019]

We have examined:

- a) All the documents and records made available to us and explanation provided by **OMAXE LIMITED** ("the Listed Entity" -hereinafter called "**the Company**") **CIN: L74899HR1989PLC051918** having its Registered Office at Shop No-19-B, First Floor Omaxe Celebration Mall, Sohna Road Gurugram- 122001.
- b) the filings/ submissions made by the Company to the stock exchanges,
- c) website of the Company,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2022 ("**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 Act**"), 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 (herein after referred as "**SEBI LODR**");
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Company during the review period**)
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the review period**)
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the Company during the review period**)
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable to the Company during the review period**)
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (**Not applicable to the Company during the review period**);

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 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.	Regulation 17(1)(a) & (b) of SEBI LODR pertaining to Composition of Board of Directors of the Company.	<i>The Company did not have the requisite number of Independent Directors on the Board of the company from 01.10.2021 till 30.01.2022.</i>	<p>The composition of Board of Directors is in compliance with Regulation 17(1)(a) & (b) of SEBI LODR after the resignation of one Additional Director (Executive) w.e.f 31.01.2022.</p> <p>BSE Limited ("BSE") & National Stock Exchange of India Limited ("NSE") have imposed following fines in terms of SEBI Circular no. SEBI/HO/CFD/CMD/PRIP/2020/12 dated 22.01.2020:</p> <p>1) Rs.5,42,800/- (inclusive of GST) each for a period of 92 days i.e. from 01.10.2021 till 31.12.2021 vide their e-mails and Letters dated 21.02.2022</p> <p>2) Rs.1,82,900/- (inclusive of GST) each for a period of 31 days i.e from 01.01.2022 till 31.01.2022 vide their e-mail sand Letters dated 20.05.2022.</p>
2	Regulation 17(1)(c) of SEBI LODR pertaining to Six Directors in top 2000 listed companies.	As on April 1, 2021 the total number of Directors was five instead of six directors.	The Board composition was not in compliance as on 01.04.2021 due to resignation of Mr. D.K. Kamble from the position of Independent director on 16.01.2021. However the company has appointed Mr. Vinit Goyal as Director of the company w.e.f 12.04.2021.

- b) The Company has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- c) The following are the details of actions taken against the Company/ 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:

S. 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	BSE Limited	Delay in complying with the provisions of Regulation 17(1)(a) of SEBI LODR w.r.t. Composition of Board of Directors of the Company.	BSE Limited vide its e-mail dated 21.02.2022 has imposed a fine of Rs.5,42,800/- inclusive of GST in terms of SEBI Circular no. SEBI/HO/CFD/CMD/PRIP/2020/12 dated 22.01.2020	The Company has paid the fine on March 10, 2022 and also submitted its representation letter to the waiver Committee for waiver of said fine.
			BSE Limited vide its e-mail dated 20.05.2022 has imposed a fine of Rs.1,82,900/- inclusive of GST in terms of SEBI Circular no. SEBI/HO/CFD/CMD/PRIP/2020/12 dated 22.01.2020	The Company has paid the fine on May 28, 2022.
2	National Stock Exchange of India Limited	Delay in Complying with the provisions of Regulation 17(1)(a) of SEBI LODR w.r.t. Composition of Board of Directors of the Company.	NSE vide its letter dated 21.02.2022 has imposed a fine of Rs.5,42,800/- inclusive of GST in terms of SEBI Circular no. SEBI/HO/CFD/CMD/PRIP/2020/12 dated 22.01.2020	The Company has paid the fine on March 10, 2022 and also submitted its representation letter to the waiver Committee for waiver of said fine
			NSE vide its letter dated 20.05.2022 has imposed a fine of Rs. 1,82,900/- inclusive of GST in terms of SEBI Circular no. SEBI/HO/CFD/CMD/PRIP/2020/12 dated 22.01.2020	The Company has paid the fine on May 28, 2022.

Further, SEBI vide its letter dated 17.02.2022 has appointed Forensic Auditor to carry out forensic audit with respect to the financial statements of the Company in the context of disclosures of financial information and business transactions in terms of provisions of SEBI Act, SCRA Act, SEBI(Prohibition of Fraudulent and Unfair Trade Practices relating to Securities

Market) Regulations 2003 and the provision of Section 24 of the Companies Act, 2013 or any other Rules or the Regulations made or directions issued by SEBI thereunder. The Forensic Audit is under process.

d) The Company 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 March 31, 2021	Actions taken by the Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Company
1	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 31st March, 2021. However the Company has filed the same on 30 th June, 2021.	31.03.2021	The Company has filed the disclosure on 30 th June, 2021.	No further action required

**FOR DMK ASSOCIATES
COMPANY SECRETARIES**

**Date : 28.05.2022
Place: New Delhi
UDIN :F005480D000421170**

MONIK Digitally signed
by MONIKA KOHLI
A KOHLI Date: 2022.05.28
23:48:39 +05'30'

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