

## ANNUAL SECRETARIAL COMPLIANCE REPORT OF OMAXE LIMITED

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined:

- 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,
- the filings/ submissions made by the Company to the stock exchanges,
- website of the Company,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2024 ("**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 (including amendments therein), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "**LODR REGULATIONS**");
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the review period**);
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the review period**);
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable to the Company during the review period**)
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the Company during the review period**);



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

and circulars/ guidelines issued thereunder;

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.
- 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.	<p><b><u>Secretarial Standard</u></b></p> <p>The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	Nil
2	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <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 entity.</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.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <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 redirects to the relevant document(s)/ section of the website.</li> </ul>	Yes	Nil
4.	<p><b><u>Disqualification of Director</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.</p>	Yes	Nil
5.	<p><b><u>Details related to Subsidiaries of listed entities</u></b></p> <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	Nil
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>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 LODR Regulations.</p>	Yes	Nil
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>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.</p>	Yes	Nil



8.	<p><b><u>Related Party Transactions:</u></b></p> <ul style="list-style-type: none"> <li>The Listed entity has obtained prior approval of Audit Committee for all Related party transaction.</li> <li>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ ratified/ rejected by the Audit Committee.</li> </ul>	Yes	Nil
9.	<p><b><u>Disclosure of events or information:</u></b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of LODR Regulations within the time limits prescribed thereunder.</p>	Yes	Nil
10.	<p><b><u>Prohibition of insider trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Nil
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>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.</p>	Yes	Nil
12.	<p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b></p> <p>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.</p>	NA	Not applicable during the review period.



13.	<p><b><u>No additional non-compliances observed:</u></b></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	Yes	Nil
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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 for the Financial years 2017-2018, 2018-2019 & 2019-2020 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. As informed by management, the aforesaid matter is under process.

**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 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.

**Date :** 28.05.2023  
**Place:** New Delhi  
**UDIN :** F005480F000463949



**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**