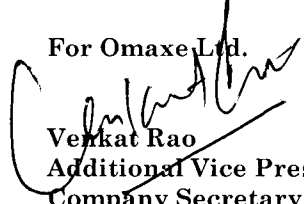


Quarterly Compliance Report on Corporate Governance

Quarter ending on: December 31, 2014

Particular	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of BOARD	49(IIA)	Yes	
(B) Independent Directors	49(IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other Provisions as to Board and Committee	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	Adopted at Board of Directors meeting held on September 26, 2014.
(F) Whistler Blower Policy	49 (IIF)	Yes	Adopted at Board of Directors meeting held on September 26, 2014.
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49(IV)	Yes	The nomenclature of the Remuneration Committee was changed to Nomination and Remuneration by the Board on its meeting held on May 30, 2014
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII: Related party transaction	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transaction	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, right issues, preferential issues etc.	49 (VIII F)	N.A.	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

For Omaxe Ltd.


Venkat Rao
 Additional Vice President &
 Company Secretary

OMAXE LTD.

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