



May 29, 2024

BSE Limited
Corporate Relation Department
1st Floor, New Trading Ring
Rotunga Building Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Stock code: 534328

National Stock Exchange of India Limited,
Listing Department,
Exchange Plaza,
Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051
Stock code: HEXATRADEX

Sub. : Annual Secretarial Compliance Report for the Financial Year 2023-24.

Dear Sirs,

This is with reference to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find attached Annual Secretarial Compliance Report of the Company for the Financial Year 2023-24 issued by M/s Awanish Dwivedi & Associates, Company Secretaries.

This is for your information and record please.

Thanking you,

Yours faithfully,
For Hexa Tradex Limited,

Pravesh Srivastava
Company Secretary
ACS- 20993

Hexa Tradex Limited | www.hexatradex.com

Jindal Centre, 12, Bhikaiji Cama Place, New Delhi - 110066, Phone: +91 (11) 26188360-74 Fax: +91 (11) 26170691
Regd. Office: A-1, UPSIDC, Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) - 281403

CIN : L51101UP2010PLC042382

SECRETARIAL COMPLIANCE REPORT OF

HEXA TRADEX LIMITED

For the financial year ended on 31st day of March, 2024

We, Awanish Dwivedi & Associates, a firm of practicing Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by Hexa Tradex Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the BSE Limited and National Stock Exchange of India Limited (hereinafter to be referred as "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 31st day of March, 2024 ("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; Not Applicable during the reporting period
- 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 reporting period
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable during the reporting period



- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the reporting period**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Depositories Act, 1996;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- 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 (Delisting of Equity Shares) Regulations, 2021;
- l) Any other regulations, if any
- And circulars/ guidelines issued thereunder;

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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Delisting of Equity Shares) Regulations, 2021	Regulation 10(3) and Regulation 28(2) & 28 (3) of SEBI Delisting Regulations, 2021	SEBI has alleged non compliances w.r.t the requirements of the Delisting Regulations with regard to following: •Certification on compliance with securities laws •Certification of Committee of Directors Committee And Regulation 26(3) of SEBI (LODR) Regulations, 2015	SEBI	SEBI issued Show Cause Notice having reference no EAD-11/ADJ/SKS/L D/OW/42647/2023 dated 17 th October, 2023	The company has violated the provisions of Regulations 10(3) and 28(2) and 28(3) of SEBI (Delisting of Equity Shares) Regulations, 2021.	-	Show Cause Notice dated 17 th October, 2023 alleging violation of provisions of regulations by Company, its Directors, Sunda Capital Advisors Pvt. Ltd. (Manager to the issue), Siddeshwari Tradex Pvt. Ltd., Innox Global Multiventures Pvt. Ltd., Opelina Sustainable	Company had replied on the said Show Cause Notice on 8 th November, 2023 and thereafter filed settlement application with SEBI on 30 th November, 2023 which is pending with SEBI.	



2.	SEBI Act, Securities Contracts (Regulations) Act, 1956, SEBI (Prohibition of Unfair Trade Practices) Regulations, 2003, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015	Violation of the provisions of SEBI Act, Securities Contracts (Regulations) Act, 1956, SEBI (Prohibition of Unfair Trade Practices) Regulations, 2003, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015	SEBI has alleged non compliance with revisions of SEBI Act, Securities Contracts (Regulations) Act, 1956, SEBI (Prohibition of Unfair Trade Practices) Regulations, 2003, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (SAST) Regulations, 1997, SEBI (LODR) Regulations, 2015 SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015	SEBI	SEBI has issued Show Cause Notice (SCN) reference no. SEBI/HO/CFID /- SEC1/P/OW/2024/10765/1 dated March 18, 2024	The company has violated provisions of SEBI Securities Contracts (Regulations) Act, 1956, SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003		Services Pvt. Ltd., JSL (collectively referred as acquirers) and Mr. Pravesh Srivastava, Company Secretary of the Company	The company is in the process of collecting and collating the information and documents in support of the allegations imposed by SEBI in its SCN. Further the company including all, notice's has filed the settlement application with SEBI dated 15th May, 2024 which is pending before SEBI	
----	--	---	--	------	---	---	--	---	--	--



3.	Regulation 23 of SEBI LODR Regulations 2015	Non Compliance of Regulation 23 as reported in Corporate Governance report for quarter ended 30.06.2023	The company has not taken prior approval of shareholders in respect of two material related party transactions			A material transactions the related party with the company and its material subsidiary i.e Hexa Securities and Finance Company Limited were taken place during the quarter ended 30 th June 2023 resulting into non-compliance of provisions of SEBI LODR		The company has not taken prior approval of shareholders in respect of two material related party transactions	Due to business exigencies a material transactions between the related party with the Company and its material subsidiary took place during the quarter ended 30 th June 2023 resulting into non compliance of the provisions of the SEBI LODR. It may be noted that in the event the approval for delisting had been obtained, the provisions of the SEBI LODR would not have been applicable to the	penalties) rules , 1995, and rule 5 Securities Contract (Regulations)(Procedure for holding inquiry and imposing penalties) rules, 2005, Section 12 A (b) & (c) of SEBI Act, 1992 Regulation 3 (a), (c) & (d) and Regulation 4(1) of SEBI (PFUTP) Regulations, 2003 by the company along with other 14 noticees including the promoter group, Independent Directors and company secretary of the company
----	---	---	--	--	--	--	--	--	--	---



				<p>during the financial year 2022-23 without taking prior approval of members of the company resulting into breach of materiality limit as per regulation 23 of SEBI LODR 2015</p>	<p>year 2022-23.</p>	
2.		<p>matter is pending for adjudication before SEBI regarding error in classification of promoter group entity as public shareholder in the shareholding pattern</p>	<p>Reg 31 of SEBI (LODR) Regulations and Reg 3 of SEBI Substantial Acquisition of Shares and Takeover Regulations, 1997</p>	<p>Error in classification of one of the Promoter Group entities as a Public shareholder in the shareholding pattern and non-reporting of inter se transfer of shares between qualifying promoters.</p>	<p>The Company had of its own, informed SEBI of the historical and inadvertent error in classification of one of the Promoter Group entities as a 'Public Shareholder' in the Shareholding Pattern. Subsequently, SEBI issued a show cause notice dated 1st February, 2022. In response to the show cause notice, the Company filed a reply on 22nd April, 2022. In addition, the Company has also filed a settlement application with SEBI on 4th April, 2022 for amicable settlement of the matter. The Company's Settlement Application was accepted and on payment of settlement amount, the SEBI vide its order dated 1st December 2023 settled the matter.</p>	<p>The matter is settled</p>
3.		<p>Delisting approval is pending with both stock exchanges</p>	<p>Reg 38 of SEBI (LODR) Regulations</p>	<p>Promoter shareholding has been increased to 92.13%.</p>	<p>Siddeshwari Tradex P Ltd, Innox Global Multi Ventures P Ltd, Opelina Sustainable Services P Ltd and JSL Ltd have acquired 16024419 Equity Shares tendered by the Public in the Delisting</p>	<p>The matter is pending with both the stock exchanges</p>



					<p>Offer, closed on June 27, 2022. Subsequently, the Promoter and Promoter Group holding has increased to 50895475 Equity Shares (92.13%) of the total Equity Shares. Thereafter the Company has made an application with BSE and NSE for obtaining final delisting approval, which is pending for disposal with both Stock Exchange.</p>	
--	--	--	--	--	---	--



- c. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	The 'listed entity' has generally complied with Secretarial Standards with respect to the Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	None
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • 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. 	Yes	None



4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> a) Identification of material subsidiary companies. b) Disclosure requirement of material as well as other subsidiaries	Yes	Hexa Securities and Finance Company Limited is material subsidiary of the Company
6.	<u>Preservation of Documents:</u> 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 SEBI LODR Regulations, 2015.	Yes	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; b) 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.	No	The audit committee in its meeting held on 09 th Aug 2023 has approved and ratified the above transactions.




9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No action(s) has been 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. (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the above mentioned column (Please refer point (a) and (b) above)</p>	Yes	No action(s) has been taken against the listed entity/ its promoters and directors either by SEBI or by Stock Exchanges except mentioned above
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></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 SEBI LODR Regulations, 2015 by listed entities.</p>	N.A.	Auditor has not resigned during the financial year 2023-24.



13.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc except as reported above.</p>	N.A.	No non-compliance observed for any SEBI regulation/circular/guidance note etc.
-----	--	------	--

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 account 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, 2015 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.

<p>Place: New Delhi Date: 27/05/2024</p>	<p style="text-align: center;">FOR AWANISH DWIVEDI & ASSOCIATES COMPANY SECRETARIES</p> <div style="display: flex; justify-content: space-around; align-items: center;">  <div style="text-align: right;"> <p><i>(Signature)</i></p> <p>CS AWANISH DWIVEDI FCS8050, CP No.9080 UDIN :F008055F000459792 PR No:-1632/2021</p> </div> </div>
--	--