LNJ Bhilwara Group Company

PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

HEG/SECTT/2025 May 5, 2025

1	**BSE Limited** P J Towers Dalal Street MUMBAI - 400 001. **Scrip Code : 509631**	2	**National Stock Exchange of India Limited** Exchange Plaza, 5th Floor Plot No.C/1, G Block, Bandra - Kurla Complex Bandra (E), MUMBAI - 400 051. **Scrip Code : HEG**

Subject: Annual Secretarial Compliance report for the year ended March 31, 2025

Dear Sir,

Pursuant to Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, We hereby enclose the Annual Secretarial Compliance Report of the Company for the Financial Year ended March 31, 2025 issued by Jain Viney & Associates, Practicing Company Secretary.

This is for your information and records please.

Thanking you,

Yours faithfully,
For **HEG Limited**

HEG LIMITED LNJ NOIDA

Vivek Chaudhary
Company Secretary
A-13263
heg.investor@lnjbhilwara.com

Encl: As above

JAIN VINEY & ASSOCIATES
Company Secretaries

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Preet Vihar, Vikas Marg, Delhi - 92
E-mail : csviney@gmail.com
Contact : 43010374 Mob. : 9971118925

SECRETARIAL COMPLIANCE REPORT OF HEG LIMITED

FOR THE FINANCIAL YEAR ENDED 31.03.2025

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **HEG Limited (hereinafter referred as 'the listed entity') having CIN: L23109MP1972PLC008290**, having its Registered Office at Mandideep, Near Bhopal, Raisen, MP-462046. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We **JAIN VINEY & ASSOCIATES, Company Secretaries** have examined:

(a) all the documents and records made available to us and explanation provided by **HEG Limited (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 31st March, 2025 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 to the company during the period under review)**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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(d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable to the company during the period under review)**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the company during the period under review)**

(f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **(Not applicable to the company during the period under review)**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

(k) Any other regulations and circulars/ guidelines issued thereunder as applicable to the company;

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: -.

S. 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	Regulation 17(1A) of SEBI LODR, Regulations, 2015	17(1A)		NSE & BSE	Fine	BSE and NSE have alleged that the Company has made a non-compliance of Regulation	Rs. 1,01,480 (Inclusive of GST of Rs. 15,480) each from BSE &	The Company have received a notice from NSE vide email reference no. NSE/LIST-SOP/COMB/FINES/0307	The Company has duly complied the provision of Regulation 17(1A) read with Regulation 17(1C) of the SEBI (LODR)	-

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						17(1A) of the SEBI (LODR) Regulations, 2015.	NSE	dated March 17, 2025 and from BSE vide email reference no. SOP-CReview/Dec 24-Q dated March 17, 2025 for levy of penalty for Rs. 1,01,480 (inclusive of GST) by each NSE and BSE for alleged violation of Regulation 17(1A) of the SEBI (LODR) Regulations, 2015. The Company has filed waiver application with the designated Stock Exchange (i.e. NSE) along with the supporting documents in response to the above said notice. The response from Designated stock exchange (i.e. NSE) is awaited.	Regulations, 2015 in good faith by appointing Additional Director in the category of Non-Executive and Non-Independent Director w.e.f. November 14, 2024 and immediately obtained the approval of the Shareholders by way of Special Resolution (since he has already attained the age of 75 years) as it was not practically possible to appoint a Director who had already attained the age of 75 years directly through the shareholders approval. Instead, his appointment had to be made as an Additional Director, a process that could be undertaken by the Board of Director on the recommendation of Nomination and Remuneration Committee and thereafter, shareholders approval by way of special resolution was duly sought, in compliance with Regulation 17(1A) read with Regulation 17(1C) of the	

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									SEBI (LODR) Regulations, 2015. The Company has filed waiver application with the designated Stock Exchange (i.e. NSE) along with the supporting documents in response to the above said notice and the same is with NSE for its consideration.	

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

S.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
	NA										

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remark by PCS
1.	**Secretarial Standards**: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2.	**Adoption and timely updation of the Policies:** i) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	-

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	ii)All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars / guidelines issued by SEBI.	Yes	
3.	**Maintenance and disclosures on Website**: i)The Listed entity is maintaining a functional website. ii)Timely dissemination of the documents/ information under a separate section on the website. iii) 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 Yes Yes	-
4.	**Disqualification of Director**: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013
5.	**Details related to Subsidiaries of listed entities**: (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes Yes	-
6.	**Preservation of Documents**: 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.	Yes	-
7.	**Performance Evaluation**: 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	Yes	-

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	Regulations.		
8.	**Related Party Transactions:** (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.	Yes Yes	-
9.	**Disclosure of events or information**: 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.	Yes	-
10.	**Prohibition of Insider Trading**: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	**Actions taken by SEBI or Stock Exchange(s), if any**: The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Pl. refer table (a) above.
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** 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.	N.A.	There is no resignation of statutory auditor during the period under review.

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JAIN VINEY & ASSOCIATES
Company Secretaries

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13.	**Additional Non-compliances, if any**: No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	N.A.	There is no Non-Compliance observed

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 SEBI (Listing Obligations and Disclosure Requirements) 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.

FOR JAIN VINEY & ASSOCIATES
COMPANY SECRETARIES
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VINEY KUMAR JAIN
COMPANY SECRETARY IN PRACTICE
M.NO.: F 5376
CP. NO.: 4614
PR CERT.NO. 1234/2021
UDIN: F005376G000272269
Place: New Delhi
Date: 05.05.2024