

SECRETARIAL COMPLIANCE REPORT OF HEG LIMITED **FOR THE FINANCIAL YEAR ENDED 31.03.2026**

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, 2026, 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, 2026 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**

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

(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
NA*										

***Note:**

Observation of the Practicing Company Secretary:

It is observed that Mr. Nivedan Churiwal, Ms. Shubha Churiwal and Ms. Sudha Churiwal, being members of the Promoter Group of HEG Limited, have not complied with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Regulating, Monitoring and Reporting Trading by Insiders, as trades in the equity shares of the Company were executed without obtaining prior pre-clearance and requisite disclosures were not made within the prescribed timelines.

The Company has, upon identification of the aforesaid non-compliance, taken corrective measures including issuance of show cause notices, obtaining disclosures, intimating the Stock Exchanges, directing disposal of shares and disgorgement of proceeds to SEBI, and restricting further trading by the concerned persons.

Further, the concerned individuals have deposited the entire proceeds arising from the said transactions into the IPEF account of SEBI.

Management Response to above observation:

The Company has, in relation to the identified instances involving certain members of the Promoter Group of HEG Limited, undertaken necessary actions in accordance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Regulating, Monitoring and Reporting Trading by Insiders.

The transactions were undertaken inadvertently by the concerned individuals belonging to Members of Promoter Group. Upon becoming aware of the same, the Company promptly issued show cause notices, obtained requisite disclosures, and duly intimated the Stock Exchanges in compliance with applicable regulatory requirements. Further, appropriate corrective actions were directed, including disposal of shares, disgorgement of proceeds to SEBI and restriction on further trading, in line with the regulatory framework.

The Board of Directors, based on the recommendation of the Audit Committee, has taken appropriate actions in accordance with applicable laws, without prejudice to any action that may be initiated by regulatory authorities. The concerned individuals have also deposited the entire proceeds arising from the said transactions into the IPEF account of SEBI.

(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
1.	Regulation 17(1A) of SEBI LODR, Regulations,	17(1A)	-	NSE & BSE	Fine	BSE and NSE have alleged	Rs. 1,01,480 (Inclusive of GST of Rs. 15,480)	The Company have received a	The Company has duly complied	The Company has received an email communicatio

	2015					that the Company has made a non-compliance of Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.	each from BSE & NSE	notice from NSE vide email reference no. NSE/LIST-SOP/COMB/FINES/0307 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	the provision of Regulation 17(1A) read with Regulation 17(1C) of the SEBI (LODR) 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	n dated June 30, 2025 at 7:28 P.M from NSE informing therein that waiver application of the Company for non-compliance under Regulation 17(1A) of Listing Regulations was not considered favourably and a fine of Rs. 1,01,480 (inclusive of GST) has been imposed on the Company. Accordingly the Company has paid the said fine of Rs. 1,01,480 (inclusive of GST) to both NSE and BSE on July 1, 2025.
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								above said notice. The response from Designated stock exchange (i.e. NSE) is awaited. 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 SEBI (LODR) Regulations, 2015. The Company has filed waiver application with the designated Stock Exchange	
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									(i.e. NSE) along with the supporting documents in response to the above said notice and the same is with NSE for its consideration. The Company has received an email communication dated June 30, 2025 at 7:28 P.M from NSE informing therein that waiver application of the Company for non-compliance under Regulation 17(1A) of Listing Regulations was not considered favourably and a fine of Rs. 1,01,480 (inclusive of GST) has been imposed on the Company.	
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									Accordingly the Company has paid the said fine of Rs. 1,01,480 (inclusive of GST) to both NSE and BSE on July 1, 2025.	
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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. 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 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 Regulations.	Yes	-
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	Yes	-

	Regulations, 2015 within the time limits prescribed thereunder.		
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 (b) 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.
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**

**VINEY KUMAR JAIN
COMPANY SECRETARY IN PRACTICE
M.NO.: F 5376
CP. NO.: 4614
PR CERT.NO. 1234/2021
UDIN: F005376H000229611**

**Place: New Delhi
Date: 29/04/2026**