



July 20, 2023

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

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

Sub. : Report on Corporate Governance for the quarter ended 30.06.2023 - Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs/Madam,

We are submitting herewith the captioned report for the quarter ended 30.06.2023 along with all necessary details. Material transaction with related party during the quarter is attached herewith.

This is for your information and record please.

Thanking you,
Yours faithfully,

For HexaTradex 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

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General information about company

Scrip code	534328
NSE Symbol	HEXATRADEX
MSEI Symbol	NOTLISTED
ISIN	INE750M01017
Name of the entity	HEXA TRADEX LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-06-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Enter the quarter ended date only

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Annexure 1
Annexure 1 to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory		AIFD Series		Disqualification of Directors under section 166 of the Companies Act, 2013																					
Whether the listed entity has a Regular Chairperson				No																					
Whether Chairperson is related to MD or CEO				No																					
Sr	Title (Mr / Ms)	Name of the Director	PAN	DOB	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed (Refer Reg. 17(3A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of the appointment	Date of cessation	Term of director (in months)	No of Directorships in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorships in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committees including this listed entity (Refer Regulation 16(1) of Listing Regulations)	No of past or Chairman in Audit/ Stakeholder Committees including this listed entity (Refer Regulation 16(2) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DOB
1	Mr	Raj Kunal Agarwal	AAAPA8726X	00001349	Non-Executive - Independent Director	Chairperson		07-07-1952	No				Active	NA		10-09-2014	10-09-2019		105.21	4	1	0	5		
2	Mr	Rishi Sharma	AAQCB0114	05114480	Non-Executive - Independent Director	Not Applicable		20-12-1951	No				Active	NA		14-08-2015	30-08-2020		94.11	3	1	7	1		
3	Mr	Rajender Nath Joshi	ABBD7138E	02088431	Non-Executive - Independent Director	Not Applicable		21-06-1948	No				Active	NA	26-11-2019	22-11-2019			61.00	2	1	7	1		
4	Mr	Abhinav Tاجر	ACPT05113	00001613	Non-Executive - Independent Director	Not Applicable		28-02-1952	No				Active	NA		22-11-2019	22-11-2019		41.00	3	1	0	0		
5	Mr	Vishal Duj	AJWZ09200	08100124	Non-Executive - Independent Director	Not Applicable		21-04-1971	No				Active	NA		01-06-2021	01-06-2021		34.00	2	1	0	0		
6	Mr	Rajesh Kumar Agarwal	AKGZ43300M	05014460	Non-Executive - Non Independent Director	Not Applicable		20-10-1951	No				Active	NA		10-08-2022	10-08-2022			1	1	2	0		
7	Mr	Rishi Malik	AJPPM4224	00003370	Non-Executive - Non Independent Director	Not Applicable		21-10-1974	No				Active	NA		10-08-2022	10-08-2022			1	0	1	0		

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Add Notes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00005349	Raj Kamal Aggarwal	Non-Executive - Independent Director	Chairperson	24-11-2011		
2	05112440	Girish Sharma	Non-Executive - Independent Director	Member	14-08-2015		
3	03552469	Naresh Kumar Agarwal	Non-Executive - Non Independent Director	Member	10-08-2022		
4							
5							
6							
7							
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9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05112440	Girish Sharma	Non-Executive - Independent Director	Chairperson	14-08-2015		
2	00005349	Raj Kamal Aggarwal	Non-Executive - Independent Director	Member	17-05-2014		
3	03552469	Naresh Kumar Agarwal	Non-Executive - Non Independent Director	Member	10-08-2022		
4							
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00005349	Raj Kamal Aggarwal	Non-Executive - Independent Director	Chairperson	24-11-2011		
2	05112440	Girish Sharma	Non-Executive - Independent Director	Member	14-08-2015		
3	03552469	Naresh Kumar Agarwal	Non-Executive - Non Independent Director	Member	10-08-2022		
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Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03552469	Naresh Kumar Agarwal	Non-Executive - Non Independent Director	Chairperson	10-08-2022		
2	00888433	Ravinder Nath Leekha	Non-Executive - Independent Director	Member	25-06-2021		
3	99999999	Neeraj Kanagat	CEO & CFO	Member	25-06-2021		1
4	00059379	Ranjit Malik	Non-Executive - Non Independent Director	Member	10-08-2022		
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6							
7							
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00005349	Raj Kamal Aggarwal	Non-Executive - Independent Director	Chairperson	14-08-2015		
2	05112440	Girish Sharma	Non-Executive - Independent Director	Member	14-08-2015		
3	03552469	Naresh Kumar Agarwal	Non-Executive - Non Independent Director	Member	10-08-2022		
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Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	Add	Delete					
1	09-02-2023			Yes	7	7	5
2	25-05-2023	104		Yes	7	4	2

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* to be filled in only for the current quarter meetings

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Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Add Notes				
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)	
Add Delete											
1	Audit Committee	09-02-2023				Yes	3	3	2	0	
2	Audit Committee	25-05-2023	104			Yes	3	3	2	0	
3	Stakeholders Relationship Committee	09-02-2023				Yes	3	3	2	0	
4	Risk Management Committee	09-02-2023				Yes	4	3	1	1	
5	Nomination and remuneration committee	25-05-2023	104			Yes	3	3	2	0	

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* to be filled in only for the current quarter meetings

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Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	No	reason is attached
2	Whether shareholder approval obtained for material RPT	No	reason is attached
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	No	reason is attached
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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JUSTIFICATION FOR MATERIAL RELATED PARTY TRANSACTION

Board of Directors of the Company had made a delisting offer to its shareholders in the month of March 2022. Based on the reverse book building pricing, the Company successfully completed the delisting offer and made the payment to the shareholders who tendered their shares in the month of July 2022. Pursuant to above delisting offer, the promoters currently hold 92.13% of the shares of the Company. Thereafter, On 8th July 2022 the Company applied for final approval from the stock exchanges for delisting. The delisting application is pending with the stock exchanges since then.

After completion of delisting, it was expected that the shares of the Company would be delisted from the stock exchanges soon and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR 2015**") would not apply to the Company. In any event, the promoters of the Company hold 92.13% of the shares of the Company. Such an inordinate delay in obtaining the delisting approval was not envisaged and the Company was expecting the approval in a timely manner. The application for delisting has been pending with the stock exchanges for a year, which is unexpected and out of the ordinary.

Due to business exigencies a material transactions between the related party with the Company and its material subsidiary took place during the quarter ended 30th 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 Company and it would not have been in any non-compliance.

Nevertheless, the Company fully believes in complying with law and shall be taking the necessary steps to inform the regulators of this breach and undertaking any additional compliances that may be required by the regulatory authorities. The Company is strongly committed towards good corporate governance and shall take all necessary precautions to prevent a breach in future.

Details of material related party transactions during the period ended 30.06.2023

S. No.	Name of the Party	Name of Related Party	Quarter ended 30.06.2023	Period ended 30.06.2023
1	Hexa Tradex Limited	Siddeshwari Tradex Pvt. Ltd.	45,00,000	45,00,000
2	Hexa Securities and Finance Company Limited (Wholly Owned Subsidiary of Hexa Tradex Limited)	Siddeshwari Tradex Pvt. Ltd.	31,50,00,000	31,50,00,000

*The figures quoted above are exclusive of GST

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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Pravesh Srivastava
2	Designation	Company Secretary and Compliance Officer

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Signatory Details

Name of signatory	Pravesh Srivastava
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	20-07-2023

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