



**MINUTES OF THE PROCEEDINGS OF 11<sup>th</sup> ANNUAL GENERAL MEETING OF MEMBERS OF HEXA TRADEX LIMITED HELD ON THURSDAY, 29<sup>th</sup> SEPTEMBER, 2022 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-1, UPSIDC INDL. AREA, NANDGAON ROAD, KOSI KALAN, DISTT. MATHURA (U.P.) – 281 403, WHICH COMMENCED AT 12:30 P.M. AND CONCLUDED AT 01:15 P.M.**

Present:

1. Shri Naresh Kumar Agarwal - Chairperson of the Meeting, Non-executive Director, Chairperson of Risk Management Committee and member of Audit Committee, Stakeholders Relationship Committee, CSR Committee and member of Nomination and Remuneration Committee.
2. Shri Neeraj Kanagat - CEO & CFO
3. Shri Pravesh Srivastava - Company Secretary

37 Shareholders were present in person. No proxy was received by the Company.

Dr. Raj Kamal Aggarwal had shown his inability to attend the meeting. Thereafter, Shri Naresh Kumar Agarwal, Non-executive Director, was unanimously elected as Chairperson of the meeting by the members present to conduct the proceedings of the Annual General Meeting. Shri Naresh Kumar Agarwal occupied the chair and call the meeting in order.

Shri Pravesh Srivastava, Company Secretary on behalf of the Board, extended a warm welcome to the Shareholders and Representative of Bodies Corporate. He further confirmed that the requisite quorum for the meeting was present and also informed that 12 bodies corporate holding 3,30,71,449 (Three Crores Thirty Lakhs Seventy One Thousand Four Hundred Forty Nine) equity shares were present through their representative.

He further also informed that Shri Abhiram Tayal, Independent Directors, Shri Ranjit Malik, Non-executive Director, Dr. Vinita Jha, Independent Director, Shri Ravindra Nath Leekha, Independent Director and Shri Girish Sharma, Independent Director, due to their prior commitments could not attend the meeting.

He also informed that Shri Shyamal Kumar, Partner of M/s Lodha & Co., Statutory Auditors and Shri Awanish Kumar Dwivedi, Proprietor of M/s Dwivedi & Associates, Secretarial Auditor were present in the meeting.

He informed that Register of Directors and Key Managerial Personnel and their shareholding, if any, and the Register of Contracts in which Directors were interested that were required to be kept pursuant to Section 170 and 189 of the Companies Act, 2013 were available for inspection by Members during the meeting. He also confirmed the compliance of the Companies Act, 2013 and Secretarial Standard with respect to calling, commencing and conducting the AGM.

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FOR HEXA TRADEX LIMITED  
COMPANY SECRETARY

With the permission of the Members present, the Notice convening the meeting was taken as read. The chairperson informed that there were no qualifications/ observations or comments in the Auditors Report on the financial transactions or matters which had any adverse effect on the functioning of the Company and in the Secretarial Audit Report and, therefore, reading of the same was not required under Section 145 of the Companies Act, 2013.

Thereafter, the company secretary informed the members about e-voting and process of voting through poll and also informed the members that:-

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, all shareholders as on the cut-off date, i.e., 22<sup>nd</sup> September, 2022, were provided with the facility to cast their vote electronically through remote e-voting services on all the resolutions set forth in the Notice of the AGM.
- (ii) The e-voting portal remained open for voting from 9:00 A.M. on Monday, 26<sup>th</sup> September, 2022 to 5:00 P.M. on Wednesday, 28<sup>th</sup> September, 2022.
- (iii) The Board of Directors had appointed Shri Awanish Kumar Dwivedi of M/s Dwivedi & Associates, Company Secretaries, as Scrutinizer to scrutinize the voting process in a fair and transparent manner as stipulated under the Companies (Management & Administration) Rules, 2014.
- (iv) The Shareholders who had not participated in remote e-voting process would be offered to cast their vote through poll on the items of the Notice.
- (v) The ballot papers would be distributed to the Shareholders.
- (vi) He explained the process of casting of vote through poll on the items of the Notice.
- (vii) The consolidated results of remote e-voting and poll would be declared within stipulated time period and the same would be informed to the Stock Exchanges and would also be hosted on the website of the Company.

The chairperson, then, took up official business of the meeting. He informed that all the resolutions as per the notice of AGM were put to vote through Remote e-voting, therefore, they were not required to be proposed and seconded: -

**ORDINARY BUSINESS:**

**ITEM NO.1- ADOPTION OF FINANCIAL STATEMENTS- ORDINARY RESOLUTION**

The Members of the Company considered the Audited (Standalone and Consolidated) Financial Statements for the year ended 31<sup>st</sup> March, 2022 and Reports of Directors and Auditors attached thereto. Some of the Members raised queries regarding Accounts of the Company which were suitably replied.

Item no 1 of the Notice pertaining to adoption of Financial Statements for the financial year ended 31<sup>st</sup> March, 2022 of the Company as an ordinary resolution:

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“Resolved that the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022, including Consolidated Financial Statements for the said period together with reports of Directors and Auditors thereon be and are hereby approved and adopted.”

**SPECIAL BUSINESS:**

**ITEM NO.2 –APPOINTMENT OF SHRI. RANJIT MALIK, (DIN: 00059379) WHO WAS APPOINTED AS ADDITIONAL DIRECTOR IN THE CAPACITY OF NON-EXECUTIVE DIRECTOR- ORDINARY RESOLUTION**

Item no 2 of the Notice pertaining to confirmation of appointment of Shri Ranjit Malik as Non-executive Director of the Company as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ranjit Malik (DIN: 00059379), who was appointed as an Additional Director in the capacity of Non-Executive Non-Independent by the Board of Directors in their meeting held on 10th August, 2022 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Non-Executive Director of the Company whose office shall be liable to be retire by rotation.”

**ITEM NO.3 -APPOINTMENT OF SHRI. NARESH KUMAR AGARWAL, (DIN: 03552469) WHO WAS APPOINTED AS ADDITIONAL DIRECTOR IN THE CAPACITY OF NON-EXECUTIVE DIRECTOR- ORDINARY RESOLUTION**

Item no 3 of the Notice pertaining to confirmation of appointment of Shri Naresh Kumar Agarwal as Non-executive Director of the Company as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Naresh Kumar Agarwal (DIN: 03552469), who was appointed as an Additional Director in the capacity of Non-Executive Non-Independent by the Board of Directors in their meeting held on 10th August, 2022 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Non-Executive Director of the Company whose office shall be liable to be retire by rotation.”

**ITEM NO.4 – APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH SIDDESHWARI TRADEX PRIVATE LIMITED- ORDINARY RESOLUTION**

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*Naresh*  
COMPANY SECRETARY

Item no 4 of the Notice pertaining to approval of material related party transaction with Siddeshwari Tradex Private Limited as an ordinary resolution:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the Company’s Policy on Materiality of Related Party Transaction(s), the approval of the Company be and is hereby accorded to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Siddeshwari Tradex Private Limited (‘STPL’), a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and STPL from time to time, for an aggregate amount of up to Rs. 50 crores to be entered during FY 2022-23, provided that such contract(s)/ arrangement(s)/transaction(s) shall always be carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee of the board or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**ITEM NO.5 - APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH JINDAL SAW LIMITED- ORDINARY RESOLUTION**

Item no 5 of the Notice pertaining to approval of material related party transaction with Jindal Saw Limited as an ordinary resolution:

RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies

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Siddeshwari Tradex Private Limited  
*[Signature]*  
COMPANY SECRETARY



Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time and the Company's Policy on Materiality of Related Party Transaction(s), the approval of the Company be and is hereby accorded to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Jindal Saw Limited ('JSAW'), a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and JSAW from time to time, for an aggregate amount of up to Rs. 50 crores to be entered during FY 2022-23, provided that such contract(s)/arrangement(s)/ transaction(s) shall always be carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of the board or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

**ITEM NO.6 – APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH MR. RISHABH KANAGAT- ORDINARY RESOLUTION**

Item no 6 of the Notice pertaining to approval of material related party transaction with Mr. Rishabh Kanagat as an ordinary resolution:

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time and the Company's Policy on Materiality of Related Party Transaction(s), the approval of the Company be and is hereby accorded to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Mr. Rishabh Kanagat, a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and

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conditions as may be agreed between the Company and Mr. Rishabh Kanagat from time to time, for an aggregate amount of up to Rs. 15 Lakhs to be entered during FY 2022-23, provided that such contract(s)/ arrangement(s)/transaction(s) shall always be carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of the board or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

**ITEM NO.7 – APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH MR. PRAVESH SRIVASTAVA- ORDINARY RESOLUTION**

Item no 7 of the Notice pertaining to approval of material related party transaction with Mr. Pravesh Srivastava as an ordinary resolution:

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time, the Company's Policy on Materiality of Related Party Transaction(s) and subject to the approval of Board of Directors and Members, the approval of the Company be and is hereby accorded to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Mr. Pravesh Srivastava, a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Mr. Pravesh Srivastava from time to time, for an aggregate amount of up to Rs. 10 Lakhs to be entered during FY 2022-23, provided that such contract(s)/arrangement(s)/transaction(s) shall always be carried out at arm's length and in the ordinary course of business of the Company.

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RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of the board or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

The Chairperson then handed over the process to the Scrutinizer, Mr. Awanish Kumar Dwivedi. The scrutinizer thereafter distributed the ballot paper to the Members present at the meeting and locked and sealed the ballot box in the presence of Members.

After the casting of votes was over, the Chairperson announced that the combined results of remote e-voting done previously and poll conducted at the time of meeting, would be available on website of the Company and also on the website of the Stock Exchanges. He authorize company secretary to receive the scrutinizer report and announce the voting results appropriately. It was confirmed that the quorum for the meeting was present throughout the duration of the meeting. He also declared the conclusion of the meeting.


The Chairperson of the meeting thanked the Shareholders for sparing their time for attending the meeting. Shri Pravesh Srivastava, Company Secretary, proposed a vote of thanks to the Chairperson of the meeting. The meeting, accordingly, concluded at 1:15 P.M.

Sd/-  
**CHAIRPERSON OF THE MEETING**

Date: 14.10.2022  
Place: NEW DELHI

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## Annexure

### Declaration of Results of Remote e-voting and poll at 11<sup>th</sup> Annual General meeting held on 29<sup>th</sup> September, 2022

As per the provisions of the Companies Act, 2013 read with Listing Regulations, the Company had provided the facility of remote e-voting to the members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 11<sup>th</sup> Annual General Meeting. The remote e-voting was open from 9.00 a.m. on 26<sup>th</sup> September, 2022 to 5.00 p.m. on 28<sup>th</sup> September, 2022. Further, the Company had also made the arrangement of voting through poll at the meeting to enable the members who had not casted their vote electronically.

The Board of Director had appointed Shri Awanish Kumar Dwivedi of M/s Dwivedi & Associates, Company Secretaries as the Scrutinizer for remote e-voting and poll conducted at the time of meeting. The Scrutinizer carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period on 28<sup>th</sup> September, 2022 and poll at the time of meeting. He had submitted his consolidated report on 30<sup>th</sup> September, 2022.

The Consolidated Result of voting as per the Scrutinizer Report dated 30<sup>th</sup> September, 2022:

	Remote E-voting & Voting through poll					Invalid Votes
	Number of Shares for which votes cast in favour	% Votes in favour	Number of Shares for which votes cast in against	% Votes against		
<b>Ordinary Business</b>						
Resolution No. 1- Ordinary Resolution- Adoption of Audited Financial Statement and Audited Consolidated Financial Statement for the financial year ended on 31st March, 2022.	4,43,05,474	99.98	6,718	0.02	NIL	
<b>Special Business</b>						
Resolution No. 2- Ordinary Resolution- appointment of Shri. Ranjit Malik, (DIN: 00059379) who was appointed as additional director in the capacity of non-executive director.	4,43,05,474	99.98	6,718	0.02	NIL	

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Resolution No. 3- Ordinary Resolution- appointment of Shri. Naresh Kumar Agarwal, (DIN: 03552469) who was appointed as additional director in the capacity of non-executive director.	4,43,05,474	99.98	6,718	0.02	NIL
Resolution No. 4- Ordinary Resolution- approval of material related party transaction with Siddeshwari Tradex Private Limited.	5,52,461	98.80	6,723	1.20	48,63,370
Resolution No. 5- Ordinary Resolution- approval of material related party transaction with Jindal Saw Limited.	5,52,466	98.80	6,718	1.20	48,63,370
Resolution No. 6- Ordinary Resolution- approval of material related party transaction with Mr. Rishabh Kanagat.	5,52,461	98.80	6,723	1.20	48,63,370
Resolution No. 7- Ordinary Resolution- approval of material related party transaction with Mr. Pravesh Srivastava.	5,52,461	98.80	6,723	1.20	48,63,370

Therefore, all the resolutions as per the Notice convening above annual general meeting were passed with the requisite majority. The results were communicated to the Stock Exchanges and also uploaded on the website of the Company.

Sd/-  
CHAIRPERSON OF THE MEETING

Date: 14.10.2022  
Place: NEW DELHI

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SIDDESHWARI TRADEX LIMITED  
*Pravesh*  
COMPANY SECRETARY