



November 29, 2019

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

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

**Sub. : Notice of Extra-ordinary General Meeting**

Dear Sir,

This is to inform you that Extra-ordinary General Meeting of shareholders of the Company will be held on Thursday, the 26<sup>th</sup> December, 2019 at 1:30 p.m. at the registered office of the Company to transact the business as per the Notice to be sent to the shareholders. The notice is being sent to those shareholders, who hold shares of the Company as on 22<sup>nd</sup> November, 2019.

The Company has provided electronic voting (e-voting) facility to the members through electronic voting platform of National Securities Depository Limited (NSDL). Members holding shares either in physical or demat mode as on the cut-off date, i.e. 20<sup>th</sup> December, 2019 may cast their votes electronically on the businesses set out in the Notice of Extra-ordinary General Meeting. The e-voting shall commence from 9.00 a.m. on Monday, 23<sup>rd</sup> December, 2019 and ends at 5.00 p.m. on Wednesday, 25<sup>th</sup> December, 2019.

The copy of the notice calling Extra-ordinary General Meeting is enclosed for your reference.

Thanking you,

Yours faithfully,  
For HEXA TRADEX LTD.

Praveesh Srivastava  
Company Secretary  
ACS: 20993

**Hexa Tradex Limited | [www.hexatradex.com](http://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 : L51101UP2010PLCO42382

## Notice

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NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of Hexa Tradex Ltd. will be held at Registered Office at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 on Thursday, the 26th December, 2019 at 1.30 P.M. to transact the following businesses:-

1. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ravinder Nath Leekha(DIN : 00888433), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years effective from 22nd November, 2019.”

2. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Abhiram Tayal (DIN : 00081453), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years effective from 22nd November, 2019.”

3. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby approves the appointment of Mr. Neeraj Kanagat (DIN 07586915), as a Whole-time Director( Designated as Whole-time Director and CFO) of the Company, for a period of 3 years with effect from 1st December, 2019 liable to retire by rotation, and upon such terms and conditions including remuneration as are set out in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly authorised Committee of the Board) to alter and vary the terms and conditions of the said re-appointment, including the remuneration which shall not exceed an overall ceiling of ₹ 10 lacs p.m. (Rupees Ten Lakh per month) as may be agreed to between the Board and Mr. Neeraj Kanagat.”

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4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modification or amendments or clarifications thereon, if any, and pursuant to the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement(s)/ transaction(s) with Jindal Saw Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of ₹ 20 crores in aggregate from the financial year 2019-20 and onward provided, however that contract(s)/arrangement[s]/transaction(s) so carried out shall at all times be on arm’s length basis and in the ordinary course of the Company’s business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

5. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modification or amendments or clarifications thereon, if any, and pursuant to the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement(s)/ transaction(s) with Siddeshwari Tradex Private Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of ₹ 50 crores in aggregate from the financial year 2019-20 and onward provided, however that contract(s)/arrangement[s]/transaction(s) so carried out shall at all times be on arm’s length basis and in the ordinary course of the Company’s business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an

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ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

6. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modification or amendments or clarifications thereon, if any, and pursuant to the Regulation 23 of the SEBI Listing Regulations and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement(s)/ transaction(s) with Shri Neeraj Kanagat, Whole-time Director & CFO of the Company (including his relatives as defined under Companies Act, 2013, from time to time, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of ₹ 1 crores in aggregate from the financial year 2019-20 and onward provided, however that contract(s)/ arrangement[s]/transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modification or amendments or clarifications thereon, if any, and pursuant to the Regulation 23 of the SEBI Listing Regulations and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement(s)/ transaction(s) with Shri

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Pravesh Srivastava, Company Secretary of the Company (including his relatives as defined under Companies Act, 2013, from time to time, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of ₹ 30 Lakhs in aggregate from the financial year 2019-20 and onward provided, however that contract(s)/ arrangement[s]/transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

Place : New Delhi

Date : 22nd November, 2019

Regd. Office:

A-I ,UPSIDC Indl. Area Nandgaon Road,  
Kosi Kalan Distt. Mathura (U.P.)-281 403  
CIN- L51101UP2010PLC042382

By order of the Board  
for HEXA TRADEX LTD.

PRAVESH SRIVASTAVA  
Company Secretary  
Membership No.: A20993

## Notice

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### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON BEHALF OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID & EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ABOVE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice.
3. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents, for consolidation into a single folio.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted is annexed hereto.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 21st December, 2019 to 26th December, 2019 (both days inclusive).
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Members are requested to notify promptly any change in their address to the Company or their depository participant, as the case may be.
9. Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of section 72 of the Companies Act, 2013. Members desirous of making nomination are requested to send Form SH-13 either to the Company or its Registrar and Share Transfer Agent. Members holding shares in DEMAT form may contact their respective Depository Participant for recording nomination in respect of their shares.

Members are requested to note that pursuant to directions given by SEBI/Stock Exchanges, the Company has appointed RCMC Share Registry Pvt. Ltd., B-25/1, 1st Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 as Registrar and Transfer Agent to look after the work related to shares held in physical as well as demat mode.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their

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Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall provide their PAN details to the Company/Registrars and Transfer Agent, RCMC Share Registry Pvt. Ltd.

11. As per SEBI mandate, no transfer of shares except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
12. Members are informed that the Company is sending this notice through mail to those shareholders who have registered their E-mail ID with the Company/Depository Participant(s). For members who have not registered their email address with Company/Depository Participant(s), physical copies of the Notice is being sent through permitted mode and also be available on the Company's website [www.hexatradex.com](http://www.hexatradex.com) for their download.
13. In terms of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of NSDL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this EGM. Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi shall act as the Scrutinizer for this purpose.

### **The procedure with respect to e-voting is provided below: -**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



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If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open

### **Details on Step 2 are mentioned below:**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote
4. Now you are ready for e-Voting as the Voting page opens
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders:**

1. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board resolution/authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through an email to [awanishdassociates@gmail.com](mailto:awanishdassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## Notice

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### Other Instructions:

- A. The e-voting period commences at 9.00 a.m. on Monday, 23rd December, 2019 and ends at 5.00 p.m. on Wednesday, 25th December, 2019. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th December, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- B. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 20th December, 2019.
- C. Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the voting through poll at EGM and remote e-voting process in a fair and transparent manner.
- D. The Scrutinizer shall after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in employment of the Company and shall not later than two days submit a consolidated scrutinizer's report of the total votes cast in favour and against, if any, forthwith to the Chairman of the Company.
- E. The Results declared along with the scrutinizer's report shall be placed on the Company's website [www.hexatradex.com](http://www.hexatradex.com) and on the website of NSDL within 48 hours of conclusion of the EGM of the Company and communicated to the NSE and BSE where Company's equity shares are listed.

Place : New Delhi

Date : 22nd November, 2019

Regd. Office:

A-I ,UPSIDC Indl. Area Nandgaon Road,  
Kosi Kalan Distt. Mathura (U.P.)-281 403  
CIN- L51101UP2010PLC042382

By order of the Board  
for HEXA TRADEX LTD.

PRAVESH SRIVASTAVA  
Company Secretary  
Membership No.: A20993

## Notice

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### **EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

#### **Item no 1 and 2:**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors appointed Mr. Ravinder Nath Leekha (DIN : 00888433) and Mr. Abhiram Tayal (DIN: 00081453) as an Additional Directors in the category of Independent Director of the Company w.e.f. 22nd November, 2019. In terms of the provisions of the said Section, they shall hold office of Directors up to the date of ensuing Annual General Meeting.

None of the above Directors are disqualified from being appointed as a Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Director. Section 149 of the Companies Act, 2013, inter-alia, stipulates the criteria of independence should a company proposes to appoint an Independent Director on its Board. As per the said Section 149, an Independent Directors can hold office for a term up to 5 consecutive years on the Board of the Company. The Company has received the consent of the above Directors for their appointment along with declaration that they meet the criteria of independence U/s 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Board of Directors, taking into consideration the recommendations of Nomination and Remuneration Committee and given their background and experience feels that the association of Mr. Ravinder Nath Leekha and Mr. Abhiram Tayal would be beneficial to the interest of Company as Independent Directors and recommends their appointment their first term of a further period of 5 consecutive years as an Independent Directors w.e.f. 22nd November, 2019. In the opinion of the Board these Directors fulfill the conditions specified in the Companies Act, 2013 for such appointment.

In terms of the SEBI Regulations, no listed company shall appoint a person or continue the Directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. It may be noted Mr. Ravinder Nath Leekha, will attain the age of 75 years during his further term. Therefore, this statement may also be regarded as an appropriate disclosure under the applicable regulations.

Brief resume of Mr. Ravinder Nath Leekha and Mr. Abhiram Tayal, nature of their expertise and name of the companies in which they holds directorship(s) and membership(s)/chairmanship(s) of board/committee, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been provided in the Annexure to the Notice.

Keeping in view of their experience and knowledge, it will be in the interest of the Company that they are appointed as Independent Directors. The copy of draft letter of appointment setting out terms and conditions is available for inspection by members at the registered office of the Company.

Save and except above Directors and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 1 and 2 of the Notice.

The Board recommends resolution as set out at Item No. 1 and 2 of the Notice for approval by the shareholders as special resolutions.

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### **Item No. 3:**

The Board of Directors of the Company had appointed Mr. Neeraj Kanagat as CEO of the Company and later elevated him to the post of CEO and CFO of the Company designated under the category of Key Managerial Personnel under the Companies Act, 2013.

The Board of Directors in their meeting held on 22nd November, 2019, based on the recommendation of Nomination and Remuneration Committee, appointed of Mr. Neeraj Kanagat as Whole Time Director designated as Whole-time Director & CFO of the Company, liable to retire by Rotation, for the period of 3 years effective from w.e.f. 1st December, 2019 subject to the approval of members. Mr. Neeraj Kanagat has been associated with the Company since its incorporation. In view of his rich and vast experience, the appointment of Mr. Kanagat would be in the best interest of the Company. He shall be liable to retire by rotation. Mr. Kanagat is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

The remuneration of Mr. Kanagat is fixed by the Board of Directors from time to time such that salary and aggregate value of all perquisites and allowance like house allowance, bonus, performance incentive, medical reimbursement, contribution to provident fund, gratuity, earned leave with full pay or encashment, etc. as per the policy of the Company, provision for the Company's car for official duties, etc. as may be agreed by the Board of Directors and Mr. Kanagat and the same shall not exceed the overall remuneration to be approved by the members. Your Directors have recommended the maximum ceiling of ₹ 10 lakhs per month. In the event of loss or inadequacy of profits in any financial year, the remuneration to be paid to Mr. Neeraj Kanagat by way of salary and perquisites as specified above shall be subject to the provisions of Schedule V of the Companies Act, 2013 or approval by the Central Government, if required. The Office of Whole-time Director may be terminated by the Company or by the concerned Director by giving 3 months prior notice in writing.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the provisions of the Income Tax Act, 1961, wherever applicable. In the absence of any such provisions, the perquisites shall be evaluated at actual cost.

Mr. Kanagat shall not be eligible for any sitting fee for attending the Board/Committee meetings. The Board of Directors may, in its absolute discretion lower remuneration than the maximum remuneration here-in-above stipulated and revise the same from time to time within the maximum limit stipulated by this resolution.

Save and except Mr. Kanagat, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the Notice.

The Board recommends resolution as set out at Item No. 3 of the Notice for approval by the shareholders as ordinary resolution.

### **Item No. 4 to 7:**

The Company, in its ordinary course of business and/or on arm's length basis, enter into transactions for different activities with Jindal Saw Limited, Siddeshwari Tradex Private Limited.

It may be noted that the above mentioned parties falls under the category of a related party of the Company in terms of the provisions of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

## Notice

Further, in order to extend the HR related benefits to Mr. Neeraj Kanagat, Whole-time Director & CFO and Mr. Pravesh Srivastava, including their relatives, as per the company's policies, which may also fall under the category of transactions with related party as per the provision of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Section 188 of the Companies Act, 2013,

The provisions of the Listing Regulations consider a transaction with a related party material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. Further, the Listing Regulations requires all material related party transactions to be approved by the shareholders through a special resolution and the related parties shall abstain from voting on such resolutions.

The Company envisages that the transaction(s) entered into with above parties whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The Company therefore requires approval of the shareholders through a special resolution for entering into contract(s)/ arrangement(s)/ transaction(s) with a maximum amount as mentioned in the respective resolutions from the financial year 2019-20 and onward.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder for the specified transactions with these Parties, the same is being sought as an abundant precautionary measure.

All related parties shall abstain from voting on these resolutions. The relevant information is as follows:-

1.	Name of related parties	<ol style="list-style-type: none"> <li>1. Jindal Saw Limited</li> <li>2. Siddeshwari Tradex Private Limited</li> <li>3. Mr. Neeraj Kanagat, Whole-time Director &amp; CFO including his Relatives</li> <li>4. Mr. Pravesh Srivastava including his Relatives</li> </ol>
2.	Name of Director or KMP who is related	NIL
3.	Nature of relationship	N.A.
4.	Monetary value	The estimated aggregate value for the matter proposed in the resolution shall not exceed the maximum amount as mentioned in the respective resolutions.
5.	Nature, material terms and particulars of arrangement	enter into transactions for different activities of the Company. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of the Company's business.
6.	Any advance paid or received for the arrangement If any.	As per industry norms, custom and uses.



## Notice

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None of the Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution.

The Board recommends the resolution as set out at Item No. 4 to 7 of the Notice for approval by the shareholders as special resolution.

Place : New Delhi

Date : 22nd November, 2019

Regd. Office:

A-I ,UPSIDC Indl. Area Nandgaon Road,  
Kosi Kalan Distt. Mathura (U.P.)-281 403  
CIN- L51101UP2010PLC042382

By order of the Board  
for HEXA TRADEX LTD.

PRAVESH SRIVASTAVA  
Company Secretary  
Membership No.: A20993

## Notice

### Additional Information on directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Abhiram Tayal	Mr. Ravinder Nath Leekha	Mr. Neeraj Kanagat
Director Identification No.	00081453	00888433	07586915
Date of Birth	26.09.1953	23.06.1949	08.06.1963
Date of Appointment	22.11.2019	22.11.2019	01.12.2019
Qualification	Bachelor of Arts	Graduate in Science (Chemistry)	B.com
Brief Resume of the Director	Mr. Abhiram Tayal is Managing Director of Hisar Metal Industries Limited (HMIL). He has around 35 years of experience in Steel Industries	Mr. Ravinder Nath Leekha, an Industrialist and Managing Director of Leekha Chemicals Pvt. Ltd., one of the leading Lead Based PVC Additives manufacturing company supplies basic raw materials to renowned manufacturers of PVC Compound, Pipes & Flooring. A Graduate in Science Discipline (Chemistry) Mr. Leekha's dynamic career holds over 30 years of experience in the field of highly competitive chemical industry in India.	Mr. Neeraj Kanagat is a Commerce Graduate. He has 35 years of diversified experience having worked in various financial functions, treasury & Insurance, risk management and corporate banking positions. His in-depth knowledge has been of value in strengthening Company's strong relationships with its clientele across different geographies. His understanding of the market dynamics has enabled treasury & Insurance function to look at innovative funding and restructuring options. He has been involved in a number of specific projects and duties at other Companies, including: Managing the trade finance function and its global subsidies in the United Arab Emirates (UAE), Italy, Algeria.
Expertise in Specific Functional Area	Industrialist	Industrialist	Account and Treasury
Relationship between directors inter-se	Nil	Nil	Nil
Directorship in other Listed Companies as on 31.03.2019	1. Hisar Metal Industries Limited 2. Jindal Saw Limited	1. Jindal Saw Limited	Nil
Chairman/ Membership of Committees in other Listed Companies as on 31.3.2019 (C=Chairman; M=Member)	Nil	Chairman-0 Member-2	Nil
No. of equity shares held	Nil	Nil	160 shares

## HEXA TRADEX LIMITED

CIN: L51101UP2010PLC042382

Registered Office: A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh-281403.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
[Management and Administration] Rules, 2014]

Name of the Member(s)..... Folio No/Client ID\*.....

Registered Address..... D.P. ID .....

E-mail Id.....

I/We, being the member(s) of..... shares of the above named company. Hereby appoint

Name..... E-mail Id .....

Address..... Signature .....

or failing him

Name..... E-mail Id .....

Address..... Signature .....

or failing him

Name..... E-mail Id .....

Address..... Signature .....

or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on the Thursday, the 26th day of December, 2019 at 1.30 p.m. at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh-281403 and at any adjournment thereof in respect of such resolutions as are indicated below:

S No.	Resolution(s)	Vote	
		For	Against
1	Appointment of Mr. Ravinder Nath Leekha as an Independent Director of the Company		
2	Appointment of Mr. Abhiram Tayal as an Independent Director of the Company		
3	Appointment of Mr. Neeraj Kanagat as Whole-time Director & CFO of the Company.		
4.	Approval of related party transaction with Jindal Saw Limited upto a maximum amount of ₹ 20 crore in aggregate from the financial year 2019-20 and onward.		
5.	Approval of related party transaction with Siddeshawari Tradex Private Limited upto a maximum amount of ₹ 50 crores in aggregate from the financial year 2019-20 onward.		
6.	Approval of related party transaction with Mr. Neeraj Kanagat, Whole-time Director & CFO (including his relatives) upto a maximum amount of ₹ 1 crore in aggregate from the financial year 2019-20 and onward.		



S No.	Resolution(s)	Vote	
		For	Against
7.	Approval of related party transaction with Mr. Pravesh Srivastava, Company Secretary [including his relatives] upto a maximum amount of ₹ 30 lakhs in aggregate from the financial year 2019-20 and onward.		

\* Applicable for investors holding shares in Electronic form.

Affix Revenue Stamps
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Signed this.....day of.....20.....

.....  
Signature of Shareholder

.....  
Signature of Proxy holder

.....  
Signature of the shareholder  
across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.
- 3) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

## HEXA TRADEX LIMITED

ATTENDANCE SLIP

CIN : L51101UP2010PLC042382

Registered Office : A-1, UPSIDC Indal. Area, Nandgaon  
Road, Kosi Kalan, Distt. Mathura [U.P.] – 281 403

**PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE**

Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. ID.....

Folio No. ....

Client ID\* .....

No. of Shares .....

Name of the Shareholder: .....

Address: .....

.....

I/We hereby record my /our presence at the Extraordinary General Meeting of the Company at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura [U.P.] – 281 403 on Thursday, the 26th day of December, 2019 at 1.30 PM

\_\_\_\_\_  
Signature of Shareholder/proxy

\*Applicable for investors holding shares in electronic form.



## ROUTE MAP OF MEETING



