

MINUTES OF THE PROCEEDINGS OF 12th ANNUAL GENERAL MEETING OF MEMBERS OF HEXA TRADEX LIMITED HELD ON FRIDAY, 29th SEPTEMBER, 2023 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 02:00 P.M. AND CONCLUDED AT 02:30 P.M.

Present:

1. Shri Raj Kamal Aggarwal - Chairperson of the Meeting, Independent Director, Chairperson of Audit, Stakeholder Relationship and Corporate Social Responsibility Committee and member of Nomination and Remuneration Committee
2. Shri Ravinder Nath Leekha - Independent Director, member of the Risk Management Committee
3. Shri Naresh Kumar Agarwal - Non-executive Director, Chairperson of Risk Management Committee and member of Audit Committee, Stakeholders Relationship Committee, CSR Committee and Nomination and Remuneration Committee.
4. Shri Neeraj Kanagat - CEO & CFO
5. Shri Pravesh Srivastava - Company Secretary

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

Dr. Raj Kamal Aggarwal occupied the chair to conduct the proceedings of the Annual General Meeting and call the meeting in order.

Shri Pravesh Srivastava, Company Secretary on behalf of the Board, extended a warm welcome to the Shareholders and Representatives of Bodies Corporate. He further confirmed that the requisite quorum for the meeting was present and also informed that 16 bodies corporate holding 4,26,57,248 (Four Crores Twenty Six Lakhs Fifty Seven Thousand Two Hundred Forty Eight) equity shares were present through their representatives and 25 individual shareholders holding 1,590 (One Thousand Five Hundred Ninety) equity shares were present.

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

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

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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.

With the permission of the Members present, the Notice convening the meeting was taken as read.

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., 22nd September, 2023, 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 Tuesday, 26th September, 2023 to 5:00 P.M. on Thursday, 28th September, 2023.
- (iii) The Board of Directors had appointed Shri Awanish K Dwivedi of M/s Awanish 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 were offered to cast their vote through poll on the items of the Notice.
- (v) The ballot papers were 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 was declared within stipulated time period and the same was informed to the Stock Exchanges and also 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 31st March, 2023 and Reports of Directors and Auditors attached thereto.

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Item no 1 of the Notice pertaining to adoption of Financial Statements for the financial year ended 31st March, 2023 of the Company as an ordinary resolution:

“Resolved that the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended 31st March, 2023, including Consolidated Financial Statements for the said period together with reports of Directors and Auditors thereon be and are hereby approved and adopted.”

ITEM NO.2- TO APPOINT A DIRECTOR IN PLACE OF MR. RANJIT MALIK, (DIN: 00059379), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT-ORDINARY RESOLUTION

Item no 2 of the Notice pertaining to appointment of a Director in place of Mr. Ranjit Malik, (DIN: 00059379), who retires by rotation and, being eligible, offers himself for re-appointment as an ordinary resolution:

“Resolved that Mr. Ranjit Malik, (DIN: 00059379), who retires by rotation and, being eligible for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

ITEM NO.3 – APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH SIDDESHWARI TRADEX PRIVATE LIMITED TO BE ENTERED DURING FY 2023-24 AND FY 2024-25- ORDINARY RESOLUTION

Item no 3 of the Notice pertaining to approval of material related party transaction with Siddeshwari Tradex Private Limited to be entered during FY 2023-24 and 2024-25 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), the approval of members 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 on such terms and conditions as may be agreed between the Company (including its subsidiary) and Siddeshwari Tradex Private Limited (‘STPL’) from time to time, for an aggregate amount of upto Rs. 75 crores (exclusive of any taxes, duties or charges) to be entered during each of the financial year 2023-24 and financial year 2024-25, 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 of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board) be and is hereby

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authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to 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 Directors or any one or more Directors of the Company.”

ITEM NO.4 - APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH JINDAL SAW LIMITED TO BE ENTERED DURING FY 2023-24 AND FY 2024-25- ORDINARY RESOLUTION

Item no 4 of the Notice pertaining to approval of material related party transaction with Jindal Saw Limited to be entered during FY 2023-24 and 2024-25 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), the approval members 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 on such terms and conditions as may be agreed between the Company (including its subsidiary) and Jindal Saw Limited (‘JSAW’) from time to time, for an aggregate amount of upto Rs. 50 crores (exclusive of any taxes, duties or charges) to be entered during each of the financial year 2023-24 and financial year 2024-25, 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 of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to 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 Directors or any one or more Directors of the Company.”

The Chairperson then handed over the process to the Scrutinizer, Mr. Awanish K 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.

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For HEMA TRADEX LIMITED


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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 2:30 P.M.

Sd/-
CHAIRPERSON OF THE MEETING

Date: 16.10.2023
Place: NEW DELHI

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FOR HEXA TRADEX LIMITED

Pravesh

COMPANY SECRETARY

Annexure

Declaration of Results of Remote e-voting and poll at 12th Annual General meeting held on 29th September, 2023

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 12th Annual General Meeting. The remote e-voting was open from 9.00 a.m. on 26th September, 2023 to 5.00 p.m. on 28th September, 2023. 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 K Dwivedi of M/s Awanish 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 28th September, 2023 and poll at the time of meeting. He had submitted his consolidated report on 3rd October, 2023.

The Consolidated Result of voting as per the Scrutinizer Report dated 3rd October, 2023 was as follows:

	Remote E-voting & Voting through poll					
	Number of Shares for which votes cast in favour	% Votes in favour	Number of Shares for which votes cast in against	% Votes against	Invalid Votes	
Ordinary Business						
Resolution No. 1- Ordinary Resolution- Adoption of Audited Financial Statement and Audited Consolidated Financial Statement for the financial year ended on 31st March, 2023.	4,43,34,161	99.99	1,579	0.01	NIL	
Resolution No. 2- Ordinary Resolution- appointment of Shri. Ranjit Malik, (DIN: 00059379), who retires by rotation and, being eligible, offers himself for re-appointment.	4,43,34,161	99.99	1,579	0.01	NIL	

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Special Business						
Resolution No. 3- Ordinary Resolution- approval of material related party transaction with Siddeshwari Tradex Private Limited to be entered during FY 2023- 24 and FY 2024-25.	5,80,153	99.73	1579	0.27	NIL	
Resolution No. 4- Ordinary Resolution- approval of material related party transaction with Jindal Saw Limited to be entered during FY 2023-24 and FY 2024-25.	5,80,153	99.73	1579	0.27	NIL	

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: 16.10.2023
Place: NEW DELHI

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FOR HEXA TRADEX LIMITED

Raven
COMPANY SECRETARY