



October 28, 2021

BSE Limited
Corporate Relation Department
1st Floor, New Trading Ring
Rotunga Building Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-40 0 001
Stock Code – 534328

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza,
Bandra Kurla Complex
Bandra (East)
Mumbai-40 0 051
Stock Code – HEXATRADEX

Sub. : Minutes of the 10th Annual General Meeting of the Company – Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

This is with reference to the captioned subject, please find attached certified copy of minutes of 10th Annual General Meeting of the Company held on Wednesday, the 29th September, 2021 at the registered office of the Company, for your reference and record.

This is for your information and record please.

Thanking you,

Yours Faithfully,
For HEXA TRADEX LTD.


Pravesh Srivastava
Company Secretary
ACS: 20993



Encl.: As above

Hexa Tradex Limited | www.hexatradex.com

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Regd. Office: A-1, UPSIDC, Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281403

CIN : L51101UP2010P1C042382

MINUTES OF THE PROCEEDINGS OF 10th ANNUAL GENERAL MEETING OF MEMBERS OF HEXA TRADEX LIMITED HELD ON WEDNESDAY, 29th SEPTEMBER, 2021 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 Ravinder Nath Leekha - Chairman of the Meeting, Independent Director and member of Risk Management Committee.
2. Dr. Raj Kamal Aggarwal - Independent Director and Chairman of Audit Committee, Stakeholders Relationship Committee and CSR Committee and member of Nomination and Remuneration Committee.
3. Shri Neeraj Kanagat - CEO & CFO
4. Shri Girish Sharma - Independent Director and Chairman of Nomination and Remuneration Committee and member of Audit Committee, Stakeholders Relationship Committee and CSR Committee.
5. Shri Pravesh Srivastava - Company Secretary

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

Dr. Raj Kamal Aggarwal had shown his inability to chair the meeting. Thereafter, Shri Ravinder Nath Leekha, Independent Director, was unanimously elected as Chairman of the meeting and conducted the proceedings of the Annual General Meeting. Shri Ravinder Nath Leekha occupied the chair and call the meeting in order.

Shri Neeraj Kanagat, CEO and CFO on behalf of the Board, extended a warm welcome to the Shareholders and Representative of Bodies Corporate.

The Company Secretary confirm that the requisite quorum for the meeting was present. He further informed that 14 bodies corporate holding 3,08,42,699 (Three Crores Eight Lakhs Forty-Two Thousand Six Hundred Ninety Nine) equity shares were present through their representative.

He also informed that Shri Abhiram Tayal, Independent Directors, Ms. Veni Verma, Non-executive director, Dr. Vinita Jha, Independent Director and Shri Rajeev Goyal, Non-executive director, due to their prior commitments could not attend the meeting.

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

He further 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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HEXA TRADEX LIMITED
Pravesh
COMPANY SECRETARY

With the permission of the Members present, the Notice convening the meeting was taken as read. The chairman 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, therefore, reading of the same was not required under Section 145 of the Companies Act, 2013. He also informed that there were also no qualifications/ observations or comments in the Secretarial Auditor's Report.

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, 2021, 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 Sunday, 26th September, 2021 to 5:00 P.M. on Tuesday, 28th September, 2021.
- (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 chairman, 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, 2021 and Reports of Directors and Auditors attached thereto. Some of the Members raised queries regarding Accounts of the Company which were suitably replied.

With the consent of the Members present, item no 1 of the Notice pertaining to adoption of Financial Statements for the financial year ended 31st March, 2021 of the Company was taken as read and adopted as an ordinary resolution:

"Resolved that the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended 31st March, 2021, including Consolidated Financial Statements for the said period together with reports of Directors and Auditors thereon be and are hereby approved and adopted."

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FOR HEXA TRADEX LIMITED


COMPANY SECRETARY

ITEM NO.2 - RE-APPOINTMENT OF MS. VENI VERMA, (DIN: 07586927) AS DIRECTOR-ORDINARY RESOLUTION

With the consent of the Members present, item no 2 of the Notice pertaining to re-appointment of Ms. Veni Verma as Director of the Company was taken as read and adopted as an ordinary resolution:

“Resolved that Ms. Veni Verma, (DIN: 07586927) 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.”

ITEM NO.3 - APPOINTMENT OF M/S LODHA & CO., CHARTERED ACCOUNTANT, AS STATUTORY AUDITOR- ORDINARY RESOLUTION

With the consent of the Members present, item no 3 of the Notice pertaining to appoint M/s Lodha & Co., Chartered Accountant, as Statutory Auditors of the Company in place of retiring auditors was taken as read and adopted as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s Lodha & Co., Chartered Accountants, (Registration No. 301051E) be and is hereby appointed for a period of 5 consecutive years as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till conclusion of 15th Annual General Meeting of Company to be held in the year 2026 at such remuneration as may be mutually agreed upon between the Board of Directors and Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.

“RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Company be and is hereby authorized severally to do all acts, deed, matters and things as may be necessary to give effect to the aforesaid resolution.”

SPECIAL BUSINESS:

ITEM NO.4 - APPOINTMENT OF DR. VINITA JHA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR PERIOD OF 5 CONSECUTIVE YEARS- SPECIAL RESOLUTION

With the consent of the Members present, item no 4 of the Notice pertaining to Appointment of Dr. Vinita Jha as an Independent Director of the Company for period of 5 consecutive years was taken as read and adopted as a 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, Dr. Vinita Jha (DIN : 08395714), 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 and who holds office up to the date of this Annual General Meeting and on recommendation of Nomination & Remuneration Committee be and is hereby appointed as an Independent Director in the category of Woman Independent Director of the Company for her first term of five consecutive years w.e.f. 25th June, 2021.”

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FOR THE BOARD OF DIRECTORS

COMPANY SECRETARY

ITEM NO.5 - APPOINTMENT OF MR. RAJEEV GOYAL AS AN NON-EXECUTIVE DIRECTOR OF THE COMPANY- ORDINARY RESOLUTION

With the consent of the Members present, item no 5 of the Notice pertaining to Appointment of Mr. Rajeev Goyal as a Non-executive Director of the Company was taken as read and adopted as a special 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. Rajeev Goyal (DIN: 07003755), 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 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.6 – APPROVAL OF BORROWING UNDER PROVISIONS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013- SPECIAL RESOLUTION

With the consent of the Members present, item no 6 of the Notice pertaining to approval of limit of borrowing made by the Board of Director was taken as read and adopted as a special resolution:

“RESOLVED THAT in supersession of the Special Resolution passed at the Annual General Meeting of the Company held on 10th September 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”) for borrowing from time to time, any sum or sums of money, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency agreement) may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not at any time exceed Rs. 1,000 crores (Rupees Five Hundred Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and execute 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.”

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COMPANY SECRETARY

ITEM NO.7 – APPROVAL UNDER SECTION 180(1) (A) OF THE COMPANIES ACT, 2013 TO HYPOTHECATE AND/OR ENCUMBER IN ADDITION TO THE HYPOTHECATION/MORTGAGES AND/OR CHARGES AND/OR ENCUMBRANCES CREATED BY THE COMPANY- SPECIAL RESOLUTION

With the consent of the Members present, item no 7 of the Notice pertaining to approval of limit of hypothecation/charge/encumber made by the Board of Director was taken as read and adopted as a special resolution:

“RESOLVED THAT in supersession of the Special Resolution adopted at the Annual General Meeting of the Company held on 10th September 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”) to hypothecate/mortgage and/or charge and/or encumber in addition to the hypothecation/mortgages and/or charges and/or encumbrances created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company in certain events of default, in favour of the Company’s Bankers/ Financial Institutions/ other investing agencies and trustees for the holders of Debentures/ Bonds/ other instruments/ securities to secure any Rupee/Foreign currency Loans, Guarantee assistance, Standby Letter of Credit / Letter of Credit, and/or any issue of Non-Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/or any other Non-Convertible and/or other Partly/Fully Convertible instruments/ securities, within the overall ceiling prescribed by the members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT 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 Chairman 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. The Members then started casting their votes and dropping by ballot papers into the ballot box.

After the casting of votes was over, the chairman 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 result 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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The Chairman of the meeting thanked the Shareholders for sparing their time for attending the meeting. Ms. Ishani Prabhakar, a shareholder, proposed a vote of thanks to the Chairman of the meeting. The meeting, accordingly, concluded at 1:15 P.M.

Sd-

CHAIRMAN OF THE MEETING

Date: 28/10/2021
Place: New Delhi

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FOR HEXA TRADEX LIMITED

COMPANY SECRETARY

28.10.2021
New Delhi

Annexure

Declaration of Results of Remote e-voting and poll at 10th Annual General meeting held on 29th September, 2021

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 10th Annual General Meeting. The remote e-voting was open from 9.00 a.m. on 26th September, 2021 to 5.00 p.m. on 28th September, 2021. 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 28th September, 2021 and poll at the time of meeting. He had submitted his consolidated report on 30th September, 2021.

The Consolidated Result of voting as per the Scrutinizer Report dated 30th September, 2021:

	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, 2021.	3,29,27,417	99.9999	1,365	0.0001	5
Resolution No. 2- Ordinary Resolution- re-appointment of Ms. Veni Verma, (Din: 07586927) as director.	3,29,16,317	99.9621	12,465	0.0379	5
Resolution No. 3- Ordinary Resolution- appointment of M/s Lodha & Co., Chartered Accountant, as statutory auditor of the company and fixing their remuneration.	3,29,16,417	99.9624	12,365	0.0376	5
Special Business					


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 COMPANY SECRETARY

Resolution No. 4- Special Resolution- regularization of Ms. Vinita Jha (DIN: 08395714) and appointed as a women independent director of the company.	3,29,16,317	99.9621	12,465	0.0379	5
Resolution No. 5- Ordinary Resolution- regularization of Mr. Rajeev Goyal (DIN: 07003755) and appointed as a Non-executive director of the company.	3,29,16,317	99.9621	12,465	0.0379	5
Resolution No. 6- Special Resolution- approval of borrowings upto rupees 1,000/- crores under provisions of Section 180(1)(c) of the Companies Act, 2013.	3,29,16,212	99.9618	12,570	0.0382	5
Resolution No. 7- Special Resolution- approval under Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage and/or encumber in addition to the hypothecation/mortgages and/or charges and/or encumbrances created by the Company.	3,29,15,012	99.9581	13,770	0.0419	5

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.

CHAIRMAN OF THE MEETING

Date: 28/10/2021
Place: New Delhi

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FOR HEXA TRADEX LIMITED

COMPANY SECRETARY