

MINUTES OF PROCEEDINGS OF 2ND ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SATURDAY, 28TH SEPTEMBER, 2013 AT 2.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATE AT A-1, UPSIDC INDL. AREA, NANDGAON ROAD, KOSI KALAN, DISTT. MATHURA (U.P.) – 281 403

Present :

- 01 Shri Kuldip Bhargava, Director and Chairman of Audit Committee
- 02 Dr. Raj Kamal Agarwal, Director

In Attendance :

01. Shri Neeraj Kanagat, Chief Financial Officer
02. Shri Pravesh Srivastava, Company Secretary

AND

41 (Forty One) members present personally holding 2,47,43,711 Equity Shares; and
41 (Forty One) members present through proxies holding 48,78,906 equity shares.

Chairman :

Since Chairman was not present, Shri Kuldip Bhargava, Independent Director was requested to occupy the Chair and to conduct the proceedings of the meeting. He accordingly occupied the Chair and conducted the proceedings.

Proceedings of the meeting :

The necessary quorum being present, the Chairman called the meeting to order. The Chairman informed the members that Register of Directors' Shareholding as mentioned U/s 307 of the Companies Act, 1956 was open for inspection by members during the meeting. He also informed the members that Company had received resolutions U/s 187 of the Companies Act, 1956 from its 27 members holding 2,46,76,997 equity shares and 55 members were present through proxies holding 90,44,281 equity shares.

With the permission of the members the Notice of the meeting and the Annual Report for the year ended 31st March, 2013 having been already circulated were taken as read. The Chairman then asked the Company Secretary to read the Auditors' Report. The Auditors' Report was read out by the Company Secretary. The Chairman then proceeded to consider the items of the agenda.

Ordinary Business :

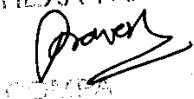
01. The members of the Company considered the Annual Accounts for the year ended 31st March, 2013 and Reports of Directors and Auditors attached thereto. Some of the Members raised queries regarding Accounts of the Company which were suitably replied to by the Chairman. Shri Sunil Kumar Gupta proposed and Shri Kailash Pawan Jindal seconded that the following resolution be adopted as an ordinary resolution :-

"Resolved that the Balance Sheet as at 31st March, 2013 together with Statement of Profit and Loss for the year ended on that date together with Notes attached and Schedules thereto be and are hereby adopted."

On being put to vote on show of hands, the resolution was passed unanimously.

TRUE COPY

For HEAVY INDUSTRIES LIMITED


Pravesh Srivastava
Company Secretary

02. Shri Dharmendra Prasad proposed and Ms. Neeta Rani seconded that the following resolution be adopted as an ordinary resolution :-

"Resolved that Shri Prithvi Raj Jindal, who retires by rotation, and being eligible for reappointment, be and is hereby appointed as a Director of the Company."

On being put to vote on show of hands, the resolution was passed unanimously.

03. Shri B. R. Sachdeva proposed and Shri Brij Mohan Nautiyal seconded that the following resolution be adopted as an ordinary resolution :-

"Resolved that M/s N. C. Aggarwal & Co., Chartered Accountants, Auditors of the Company be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at remuneration to be decided by Board of Directors."

On being put to vote on show of hands, the resolution was passed unanimously.

After the business of the meeting was over, Shri Kuldip Bhargava, Chairman of the Meeting thanked the members for showing the interest and sparing their valuable time for attending the meeting and invited them for tea.

There being no other business, the meeting concluded with a vote of thanks to the Chair.

PLACE : NEW DELHI
DATE : 17.10.2013

Sd/-
CHAIRMAN

TRUE COPY

For HEXA TRADEX LIMITED


COMPANY SECRETARY