

## Notice

NOTICE is hereby given that the 3rd Annual General Meeting of the Members of Hexa Tradex Limited will be held at Registered Office at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 on Wednesday, the 10th day of September, 2014 at 2.30 p.m. to transact the following businesses:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended 31st March, 2014 and the Reports of Directors and Auditors.
2. To appoint a Director in place of Shri Prithvi Raj Jindal, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s. N. C. Aggarwal & Co., Chartered Accountants (FRN: 003273N), retiring Auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

### SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary 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), Dr. Raj Kamal Agarwal (DIN 00005349), Director of the Company who was appointed as a Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto the conclusion of the 8th Annual General Meeting of the Company to be held for the financial year ended 31st March, 2019.”
5. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
 

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and 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), Shri Kuldip Bhargava (DIN 00011103), Director of the Company who was appointed as a Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto the conclusion of the 8th Annual General Meeting of the Company to be held for the financial year ended 31st March, 2019.”
6. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
 

“RESOLVED THAT in partial modification of the earlier resolution passed by the shareholders in the Extra Ordinary General Meeting held on 30th September, 2011 and pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and applicable rules made there under or any statutory modification or re-enactment thereof, the Company hereby approves the term in relation to the appointment of Ms. Sminu Jindal, Managing Director of the Company for the limited purpose of complying with the provisions of Section 152 of the Companies Act, 2013 by making her liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013, however, not causing any break in the continuity of office for the unexpired period of her appointment and all other terms and conditions of her appointment remaining the same till her remaining term of appointment.

“Resolved Further That the Board be and is hereby authorized to do an 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”.

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

"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the Extra Ordinary General Meeting of the Company held on 5th November 2010 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 ₹ 500 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."

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

"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the Extra Ordinary General meeting of the Company held on 5th November 2010 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."

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the

## Notice

Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company."

"Resolved Further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Place: New Delhi

Date: 17th May, 2014

Regd. Office:

A-1, UPSIDC Indl. Area Nandgaon Road, Kosi Kalan

Distt. Mathura (U.P.) - 281 403

By order of the Board  
for HEXA TRADEX LTD.

PRAVESH SRIVASTAVA  
Company Secretary

## NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD 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 the 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.

Corporate Members are requested to send a certified copy of the Board Resolution pursuant to section 113 of the Companies Act, 2013 authorising their representative to attend & vote at the AGM.

2. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the AGM is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 9th September, 2014 to Wednesday, 10th September, 2014 (both days inclusive).
4. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationship between directors inter - se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are given hereunder and form part of the Annual Report.
5. 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 AGM.
6. The Members are requested to notify promptly any change in their address to the Company.
7. Section 72 of the Companies Act, 2013 extends nomination facility to all shareholders.
8. 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 Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Transfer Agents; M/s. RCMC Share Registry Pvt. Ltd.

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9. Members are requested to note that pursuant to directions given by SEBI/Stock Exchanges, the Company has appointed M/s RCMC Share Registry (P) 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. Members are informed that the Company is sending Annual Report through mail to those shareholders who have registered their E-mail ID with the Company. Members may also note that the Annual Report for the FY 2013-14 will also be available on the Company's website [www.jindalsaw.com](http://www.jindalsaw.com) for their download.
11. 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 AGM. The Board of Directors of the Company has appointed Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Companies Secretaries, New Delhi as the Scrutinizer for this purpose.

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

The instructions for shareholders for e-voting are as under:

- A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Depository Participant(s)/Company's Registrars and Share Transfer Agents):
- (i) Open email and open PDF file viz., hexatradexvoting with your client ID or folio number as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - (ii) The members of the Company who had not registered their e-mail id with the Company/RTA shall be send their User's ID & Passwords along with the notice.
  - (iii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iv) Click on Shareholder-Login.
  - (v) Put user ID and password as initial password/PIN noted in step (i) above. Click login.
  - (vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum eight digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vii) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
  - (viii) Select 'EVEN' of Hexa Tradex Limited.
  - (ix) Now you are ready for e-voting as Cast Vote page opens.
  - (x) Cast your vote by selecting appropriate option and click on "SUBMIT" and also "CONFIRM" when prompted.
  - (xi) Upon confirmation, the message "Vote Cast Successfully" will be displayed.
  - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xiii) 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).
- B. In case a member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participants/Company's Registrars and Share Transfer Agents or requesting physical copy):

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- (i) Initial password is provided as below/at the bottom of the attendance slip for the AGM
- | EVEN (E-Voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
|                              |         |              |
- (ii) Please follow all steps from Sl.No. (ii) to Sl.No.(xii) above, to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - II. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password/PIN for casting your vote.
  - III. You can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).
  - IV. The e-voting period commences on Wednesday, 3rd September, 2014 and ends on Friday, 5th September, 2014. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 1st August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
  - V. 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 (record date) of 1st August, 2014.
  - VI. Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the purpose of e-voting.
  - VII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in employment of the Company make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - VIII. The results shall be declared on or after the AGM of the Company. 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 two (2) days of passing of the resolution at the AGM of the Company and communicated to the NSE and BSE Ltd. where Company's equity shares are listed.
  - IX. Members/Proxies are requested to bring their copies of the Annual Report to the meeting.
  - X. 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.

Place: New Delhi  
 Date: 17th May, 2014  
 Regd. Office:  
 A-1, UPSIDC Indl. Area Nandgaon Road, Kosi Kalan  
 Distt. Mathura (U.P.) - 281 403

By order of the Board  
 for HEXA TRADEX LTD.  
 PRAVESH SRIVASTAVA  
 Company Secretary



## Notice

### EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 4 to 5

Dr. Raj Kamal Agarwal and Shri Kuldip Bhargava are Independent Directors of the Company.

Section 149 of the Companies Act, 2013, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 consecutive years on the Board of the Company and he shall not be included in the total number of Directors liable to retire by rotation.

Further, the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which will become effective from 1st October, 2014, inter-alia, stipulating the conditions for the appointment of Independent Directors by a listed company.

Accordingly, it is proposed to appoint the above directors as Independent Directors under section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for 5 consecutive years for a term up to the conclusion of 8th Annual General Meeting of the Company in the calendar year 2019 i.e. for the financial year ended 31st March, 2019 and they shall not be included in the total number of Directors liable to retire by rotation. Dr. Raj Kamal Agarwal does not hold any shares in the Company and Shri Kuldeep Bhargava holds 1,600 equity shares in the Company.

The above directors are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received notices in writing from members along with deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of each of the director for the office of Directors of the Company.

The Company has also received declarations from the above directors that they meet the criteria of independence as prescribed both under section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, these directors fulfill the conditions of appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement and they are independent of the management.

Brief resumes of these directors, nature of their expertise and names of the companies in which they hold Directorship(s), Membership(s)/Chairmanship(s) of Board/Committee, shareholding and relationship(s) between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Annexure to the Notice.

The copies of the draft letters for respective appointments of these directors as Independent Directors setting out the terms and conditions are available for inspection by the members at the Registered Office of the Company.

This statement may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

These Directors and their relatives are interested in the resolutions set out respectively at Item No. 4 to 5 of the Notice, to the extent of their shareholding, interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in these resolutions set out at Item Nos. 4 to 5 of the Notice.

The Board recommends the ordinary resolutions as set out at Item Nos. 4 to 5 of the Notice for approval by the Shareholders.

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### Item No. 6

Ms. Sminu Jindal was appointed as Managing Director of the Company, for a period of 5 years commencing from 1st October, 2011 in the Board Meeting held on 1st October, 2011 and the said appointment of Ms. Sminu Jindal was duly approved by the shareholders in the Extra Ordinary General Meeting of the Company held on 28.10.2011. Also, the office of Ms. Sminu Jindal was not liable to retire by rotation in terms of said resolutions. She holds 3,000 equity shares in the Company.

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, unless the Articles of Association of the company provides for retirement of all directors by rotation, at least 2/3rd of the total number of directors shall be the persons whose period of office is liable to determination by retirement of directors by rotation. Also, in terms of explanation to section 152(6), independent directors appointed in terms of Section 149 of the Companies Act, 2013 are to be excluded for the purpose of calculating total number of directors who are liable to retire by rotation.

Therefore, in order to comply with the aforesaid provision of the Companies Act, 2013 the Company is required to re-constitute the composition of its Board in a manner that it comprises of 2/3rd of the total number of directors whose period of office is liable to determination by retirement of directors by rotation. Hence, the Company is required to vary the terms of appointment of Ms. Sminu Jindal to make her liable to retire by rotation in terms of section 152 of the Companies Act, 2013.

However, the tenure of office will be subject to rotation hence forth for the limited purpose of complying with the provisions of section 152 of the Companies Act, 2013 and this will not cause any break in continuity of office for the unexpired period of his appointment. All other terms and conditions of her appointment will remain same.

Save and except Ms. Sminu Jindal herself and shri Prithvi Raj Jindal, being her relatives to the extent of their shareholding interest, if any, in the Company none of the 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. 6 of the Notice

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board recommends the passing of the resolution as set out at Item No. 6 of the Notice by the shareholders.

### Item No. 7 & 8 :

The members at the Extra Ordinary General Meeting of the Company held on 5th November 2010, had accorded their consent to the Board of Directors for borrowing up to INR 500 Crores (Indian Rupees Five Hundred Crores) under section 293(1)(d) of the Companies Act, 1956. However, with the corresponding section 180(1)(c) of the Companies Act, 2013, coming into effect from 12th September, 2013 the Ordinary resolution passed under section 293(1)(d) of the Companies Act, 1956 will need to be superseded with a Special Resolution for the Board to exercise the powers as envisaged in section 180(1)(c) of the Companies Act, 2013.

It is therefore, necessary for the members to pass special resolution under section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 7 & 8 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company. Approval of the members is being sought to borrow money up to ₹ 500 crore (Rupees Five Hundred Crores) in excess of the aggregate of the paid-up share capital and free reserves of the Company.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/hypothecation on the Company's assets in favour of the lenders/holders of securities/trustees for the holders of the said securities as mentioned in the Resolution under Item No. (8). As the documents to be executed between the lenders/security holders/trustees for the holders of the said securities and the Company will need to be executed pursuant to a power envisaged in the Board, it is necessary to pass a resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/ mortgages and hypothecations.

**Notice**

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

The above proposals are in the interest of the Company and the Directors recommends the Resolutions in Item No's. 7 & 8 of the Notice for approval by the shareholders as special resolutions.

**Item No. 9 :**

The existing Articles are based on the Companies Act, 1956 and several regulations in the existing Articles contains references to specific section of the Companies Act, 1956 and some regulations which are no longer in conformity with the new Companies Act, 2013.

The Companies Act, 2013 is now largely in force. On 12th September, 2013 the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation and subsequently, on 26 March, 2014 MCA notified most of the remaining sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal). Therefore, substantive sections of the Companies Act, 2013 which deals with the general working of companies stand notified.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles of Association. Accordingly, in lieu of amendments to various Articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company. Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a special resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter is being placed before the shareholders for approval.

A copy of the proposed new set of the Articles of Association of the Company would be available for inspection at the registered office of the Company.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution at item No. 9 of the Notice for approval by the shareholders as special resolutions.

Place: New Delhi

Date: 17th May, 2014

Regd. Office:

A-1, UPSIDC Indl. Area Nandgaon Road, Kosi Kalan

Distt. Mathura (U.P.) - 281 403

By order of the Board  
for HEXA TRADEX LTD.

PRAVESH SRIVASTAVA  
Company Secretary



### Notice

Details of Directors seeking appointment/ reappointment at the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges

Name of Director	Shri P. R. Jindal	Shri Kuldip Bhargava	Dr. Raj Kamal Agarwal
Date of Birth	27.12.1951	22.04.1953	07.07.1952
Date of Appointment	01.10.2011	01.10.2011	01.10.2011
Qualification	B. A.	Industrialist	M.B.B.S.
Expertise in Specific Functional Area	Industrialist	Shri Kuldip Bhargava, aged 60 years, is an industrialist. He has more than 39 years of experience in managing industries like steel rolling, casting, fabrication, tubes making, etc. experience in corporate affairs.	Dr. Agarwal is a Medical Practitioner. He has been on the Board of several public and private limited companies for a long time and has a considerable
Directorship in other Indian Public Limited Companies as on 31.03.2014	1. Jindal Intellicom Ltd. 2. IUP Jindal Metals & Alloys Ltd. 3. Sonabheel Tea Ltd. 4. Jindal ITF Ltd. 5. JITF Water Infrastructure Ltd. 6. Salasar Finvest Ltd. 7. Nalwa Fincap Ltd. 8. OPJ Investments And Holdings Ltd. 9. Vrindavan Fintrade Ltd. 10. Jindal Saw Ltd.	1. Jindal Saw Ltd	1. Jindal Saw Ltd 2. Hexa Securities & Finance Co. Ltd.
Chairman/Membership of Committees in other Indian Public Limited Companies as on 31.3.2014 * (C=Chairman; M=Member)	1(C)	1(C) 1(M)	2(M)
No. of equity shares held	19,740	1600	Nil
Director Identification No.	00005301	00011103	00005349



**HEXA TRADEX LIMITED**

CIN : L51101UP2010PLC042382

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

**ATTENDANCE SLIP**

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 held .....

NAME AND ADDRESS OF THE SHAREHOLDER

I/We hereby record my /our presence at the 3rd ANNUAL GENERAL MEETING of the Company at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 on Wednesday, the 10th day of September, 2014 at 2.30 PM.

• Applicable for investors holding shares in electronic form

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



**HEXA  
TRADEX**

**HEXA TRADEX LIMITED**

CIN : LS1101UP2010PLC042382

Registered Office : A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi  
Kalan, Distt. Mathura (U.P.) – 281 403

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): ..... e-mail ID: .....  
Registered address ..... Folio No. / Client ID\*: .....  
..... D.P. ID: .....

I/We, being the member(s) of..... shares of Hexa Tradex Limited, hereby appoint :

- 1) ..... of ..... having e-mail id ..... of failing him
- 2) ..... of ..... having e-mail id ..... of failing him
- 3) ..... of ..... having e-mail id .....

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd Annual General meeting of the Company, to be held on Wednesday, 10th day of September, 2014 at 2.30 p.m. at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 and at any adjournment thereof in respect of such resolutions as are indicated below :

\*\* I wish my above Proxy to vote in the manner as indicated in the box below :-

Resolutions	For	Against
1. Consider and adopt		
a) Audited Financial Statement, Report of the board of directors and Auditors		
b) Audited Consolidated Financial Statement		
2. Re-appointment of Shri Prithvi Raj Jindal who retires by rotation		
3. Appointment of Auditors and fixing their remuneration		
4. Appointment of Dr. Raj Kamal Agarwal as an Independent Director for a term of upto five years.		
5. Appointment of Shri Kuldip Bhargava as an Independent Director for a term of upto five years.		
6. Approval of variation in terms of appointment of Ms. Sminu Jindal by making her liable to retire by rotation		
7. Approval for borrowing upto Rs. 500/- crores under provisions of Section 180(1)(c) of the Companies Act, 2013.		
8. Approval under Section 180(1)(a) of the Companies Act, 2013 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		
9. Approval and Adoption of New Article of Association		

\*Applicable for investors holding shares in electronic form.

Signed this ..... Day of ..... 2014

Signature of shareholder

Affix a  
Revenue  
Stamp

.....  
Signature of first proxy holder

.....  
Signature of second proxy holder

.....  
Signature of third proxy holder

**Notes :**

- (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) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- (4) 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.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.