

MINUTE BOOK



MINUTES OF THE PROCEEDINGS OF 4th ANNUAL GENERAL MEETING OF MEMBERS OF HEXA TRADEX LIMITED HELD ON TUESDAY, THE 29th SEPTEMBER, 2015 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 1:30:00 P.M. AND CONCLUDED AT 2:30:00 P.M.

Present:

1. Shri Girish Sharma - Independent Director, Chairman of the Meeting and member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
2. Shri Neeraj Kanagat - Chief Financial Officer
3. Shri Pravesh Srivastava - Company Secretary
4. Shri Pankaj Goyal - Representative of M/s N.C. Aggarwal & Co., Chartered Accountants, Statutory Auditors
5. Shri Ashutosh Kumar - Representative of M/s Awanish Dwivedi & Associates, Company Secretaries, Secretarial Auditor and Scrutinizer

61 Shareholders were present in person.

Shri Pravesh Srivastava, Company Secretary, on behalf of the Company, extended a warm welcome to the Shareholders, Members of the Board, Employees, Representative of Bodies Corporate and Institutional Investors and also briefly introduced the Directors present on the dais.

Since, Chairman was unable to make it convenient to attend the Annual General Meeting (AGM), Mr. Girish Sharma was elected as Chairman of meeting. Shri Girish Sharma, accordingly, occupied the Chair and conducted the proceedings of the AGM.

The Chairman of the meeting announced that requisite quorum for the meeting was present and thereafter called the meeting to order. He also informed that 14 bodies corporate holding 2,46,58,614 (Two Crores Forty Six Lacs Fifty Eight Thousand Six Hundred and Fourteen) equity shares were present through their representative.

The Chairman has explained the reasons for absence of Shri P. R. Jindal (Chairman), Ms. Sminu Jindal (Managing Director) and Dr. Raj Kamal Agarwal (Independent Director) in the meeting.

The Chairman of the meeting informed the members that Register of Directors and Key Managerial Personnel and their shareholding, if any, and the Register of Contracts in which Directors are 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. The Chairman of the meeting confirmed the compliance of the Companies Act, 2013 and Secretarial Standard with respect to calling, commencing and conducting the meeting. He thereafter read out the Chairman's speech to the Shareholders.

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


CHAIRMAN'S
INITIALS

MINUTE BOOK



adverse effect on the functioning of the Company and, therefore, reading of the same as required under Section 145 of the Companies Act, 2013 was not applicable. Further, the Chairman also informed that there were also no qualifications/ observations or comments in the Secretarial Auditors Report.

The Chairman of the meeting 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, 2015, 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 am on Saturday, 26th September, 2015 to 5.00 p.m. on Monday 28th September, 2015.
- (iii) The Board of Directors had appointed Shri Awanish Kumar 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 was offered to cast their vote through poll to be conducted on every item of Agenda.
- (v) He explained the process of casting of vote through poll on the items of the Agenda.
- (vi) 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 also be hosted on the website of the Company.

Therefore, the Chairman of the meeting then took up official business of the meeting:-

ORDINARY BUSINESS:

ITEM NO.1- ADOPTION OF FINANCIAL STATEMENTS- ORDINARY RESOLUTION

The Members of the Company considered the Financial Statement for the year ended 31st March, 2015 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 Ashok Gupta proposed and Shri Vijay Kumar Gupta seconded that the following resolution be adopted as an ordinary resolution:-

“Resolved that the Financial Statement of the Company for the financial year ended 31st March, 2015, Consolidated Financial Statements for the said period together with report of Directors and Auditors thereon be and are hereby approved and adopted.”

ITEM NO.2- RE-APPOINTMENT OF MS. SMINU JINDAL, MANAGING DIRECTOR (DIN-00005317)- ORDINARY RESOLUTION

Ms. Kanika Sharma proposed and Ms. Ishani Sharma seconded that the following resolution be adopted as an ordinary resolution:


CHAIRMAN'S
INITIALS

MINUTE BOOK

Shipra

"Resolved that Ms. Sminu Jindal (DIN: 00005317) who retires by rotation and being eligible for reappointment, be and is hereby appointed as Director of the Company."

ITEM NO.3- APPOINTMENT OF AUDITORS AND TO FIX THEIR REMUNERATION - ORDINARY RESOLUTION

Shri Balraj Aggarwal proposed and Shri Kailash Pawan Jindal 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 a remuneration to be decided by Board of Directors."

SPECIAL BUSINESS:

ITEM NO.4- APPOINTMENT OF SHRI GIRISH SHARMA AS AN INDEPENDENT DIRECTOR - ORDINARY RESOLUTION

Since, Shri Girish Sharma was deemed to be interested in the resolution; Shri Sunil K Jain a shareholder was elected by the members present to conduct the proceeding of said resolution.

With the consent of the members present, the resolution for item no 4 of the Notice pertaining to appointment of Shri Girish Sharma as an Independent Director of the Company were taken as read. Shri Vinit Kumar proposed and Shri Rajeev Goyal seconded that the following resolution be adopted 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) and Clause 49 of the Listing Agreement, Shri Girish Sharma (DIN: 05112440), 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 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 9th Annual General Meeting of the Company to be held for the financial year ending 31st March 2020."

After the business of the resolution was transacted, Shri Girish Sharma resumed the Chair and thanked Shri Hawa Singh Chaudhary for conducting the proceedings for the above resolution.

ITEM NO.5- ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY- SPECIAL RESOLUTION

With the consent of the members present, the resolution for item no 9 of the Notice pertaining to alteration of Articles of Association of the Company were taken as read. Shri


CHAIRMAN'S
INITIALS

MINUTE BOOK

Shipra

Deepak Goel proposed and Shri Sunil Kumar Jain seconded that the following Resolution be adopted as a special resolution:

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

The Chairman then handed over the Poll process to the Scrutinizer and stated that a meeting would stand concluded when the last vote was cast.

Mr. Ashutosh Kumar, representative of scrutinizer distributed the ballot paper to the shareholders present at the meeting. Thereafter, Mr. Ashutosh Kumar locked and sealed the ballot box in the presence of member.

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 Exchange.

The Chairman thanked the Shareholders present for sparing their time for attending the meeting.

The business before the AGM was taken as quorum was present. Quorum was also present throughout the meeting.

One of the Shareholders gave vote of thanks to the Chairman of the meeting. The meeting was accordingly concluded at 2:30:00 P.M.

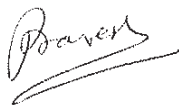
Place: Kosi Kalan

Date: 15/10/2018


CHAIRMAN OF THE MEETING

The minutes entered

On 14th Oct. 2018



(Company Secretary)

CHAIRMAN'S
INITIALS

MINUTE BOOK



Annexure

Declaration of Results of Remote e-voting and poll at 4th Annual General meeting held on 29th September, 2015

As per the provisions of the Companies Act, 2013 read with Listing Agreement, the Company had provided the facility of remote e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of 4th Annual General Meeting. The remote e-voting was open from 26th September, 2015 to 28th September, 2015. Further, the Company had also made the arrangement of voting through poll at the meeting to enable the shareholders who had not cast their vote electronically.

The Board of Director had appointed Shri Awanish Kumar 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, 2015 and poll at the time of meeting. He thereafter, submitted his report in the evening of 01st October, 2015.

The Consolidated Result of voting as per the Scrutinizer Report dated 01st October, 2015 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, 2015	2,59,28,025	100.00	-	-	-
Resolution No. 2- Ordinary Resolution- Re-appointment of Ms. Sminu Jindal who liable to retire by rotation.	2,59,20,983	99.973	7,042	0.027	-
Resolution No. 3- Ordinary Resolution-Appointment of Statutory Auditors and fixing their remuneration.	2,59,28,005	99.999	20	0.001	-
Special Business					
Resolution No. 4- Ordinary Resolution- Appointment of Shri Girish Sharma as an Independent Director.	2,59,28,005	99.999	20	0.001	-
Resolution No. 5- Special Resolution-Alteration of Articles of Association of the Company	2,59,27,985	99.999	40	0.001	-

CHAIRMAN'S
INITIALS

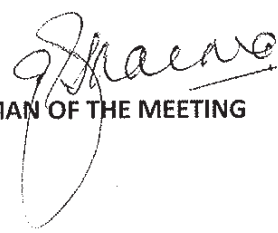
MINUTE BOOK

Shipra


Therefore, all the resolutions as per the Notice convening above annual general meeting were passed with the requisite majority. The result was communicated to the Stock Exchanges, NSDL and was also uploaded on the website of the Company.

Place: Kosi Kajan

Date: 15/10/2015.


CHAIRMAN OF THE MEETING

The minutes entered
on 14th Oct. 2015


(Company Secretary)

CHAIRMAN'S
INITIALS