

October 23, 2017

BSE Limited Corporate Relation Department 1st Floor, New Trading Ring Rotunga Building, Phiroze Jeejeebhoy Towers, Dalal Street, <u>Mumbai – 400001</u> Stock Code – 534328	National Stock Exchange of India Ltd. 'Exchange Plaza', C-1, Block-G, Bandra – Kurla Complex, Bandra (E), <u>Mumbai-400051</u> Stock Code – HEXATRADEX
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Sub. : Proceedings of the 6th Annual General Meeting of the Company held on 25th September, 2017

With reference to Regulation 30 of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith proceedings of the 6th Annual General Meeting of the Company held on Monday, the 25th September, 2017 at the registered office of the Company at A-1, UPSIDC Industrial Area, Nandgaon, Kosi Kalan, Distt.- Mathura (U.P.)- 281 403.

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 : L51101UP2010PLCO42382

MINUTE BOOK

MINUTES OF THE PROCEEDINGS OF 6th ANNUAL GENERAL MEETING OF MEMBERS OF HEXA TRADEX LIMITED HELD ON MONDAY, THE 25th SEPTEMBER, 2017 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 02:00:00 P.M. AND CONCLUDED AT 02:50:00 P.M.

Present:

1. Ms. Veni Anand - Director, Chairperson of the Meeting and member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
2. Shri Neeraj Kanagat - Chief Financial Officer and Chief Executive Officer
3. Shri Pravesh Srivastava - Company Secretary
4. Shri Rishu Bansal - Representative of M/s N.C. Aggarwal & Co., Chartered Accountants, Statutory Auditors
5. Shri Awanish Kumar Dwivedi - M/s Awanish Dwivedi & Associates, Company Secretaries, Secretarial Auditor and Scrutinizer

57 Members were present in person.

Shri Pravesh Srivastava, Company Secretary, on behalf of the Company, extended a warmed welcome to the Members, Director Present, Employees, Representative of Bodies Corporate and Institutional Investors. He also briefly introduced the designatories on the dais.

Since, Chairman could not make it convenient to attend the Annual General Meeting (AGM), Ms. Veni Anand occupied the Chair and conducted the proceedings of the AGM.

The Chairperson announced that requisite quorum for the meeting was present and thereafter called the meeting to order. She also informed that 17 bodies corporate holding 2,51,03,737 (Two Crores Fifty One Lakh Three Thousand Seven Hundred and Thirty Seven) equity shares were present through their representative.

She also informed that Dr Raj Kamal Agarwal, Chairman and Shri Girish Sharma, Independent Director could not make it convenient to attend the meeting due to personal exigencies. Dr Raj Kamal Agarwal, Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee authorised Ms. Veni Anand as his authorised representative.

The Chairperson 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 were interested that were required to be kept pursuant to Section 170 and 189 of the Companies Act, 2013 along with Notice convening the 6th Annual General Meeting, Directors' Report with Annexures thereto, Audited Financial Statements for the year ended 31st March, 2017, Auditors' Report and Secretarial Audit Report and informed that they were open for inspection by Members during the meeting. The Chairperson of the meeting confirmed the compliance of the Companies Act, 2013 and


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Secretarial Standard - 2 with respect to calling, commencing and conducting the meeting.

With the permission of the Members present, the Notice convening the meeting was taken as read. The Chairperson 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 as required under Section 145 of the Companies Act, 2013 was not applicable. Further, She also informed that there were also no qualifications/ observations or comments in the Secretarial Auditors' Report.

The Chairperson of the meeting also informed the following to the members that:-

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, all members as on the cut-off date, i.e., 18th September, 2017, 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 Friday, 22nd September, 2017 and ends at 5.00 p.m. on Sunday 24th September, 2017.
- (iii) The Board of Directors had appointed 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 members 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) She 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 Chairperson 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 Audited Standalone & Consolidated Financial Statements for the year ended 31st March, 2017 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 Chairperson. The following resolution be adopted as an ordinary resolution:-

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"RESOLVED THAT the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 together with reports of Directors and Auditors thereon be and are hereby approved and adopted."

ITEM NO.2- RE-APPOINTMENT OF MS. VENI ANAND AS DIRECTOR- ORDINARY RESOLUTION

Since, Ms. Veni Anand was deemed to be interested in the resolution; Ms. Ishani Sharma a member 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 2 of the Notice pertaining to re-appointment of Ms. Veni Anand as Director of the Company was taken as read and adopted as an ordinary resolution:

"RESOLVED THAT Ms. Veni Anand (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."

After the business of the above item was over, Ms. Veni Anand resumed the Chair and thanked Ms. Ishani Sharma for conducting the proceedings for the above resolution.

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

With the consent of the members present, the resolution for item no 3 of the Notice pertaining to appointment of Statutory Auditors and fix their remuneration for the financial year 2017-18 was taken as read and adopted as an ordinary resolution:

"RESOLVED THAT M/s N. C. Aggarwal & Co., Chartered Accountants (Registration No. 003273N), be and are hereby appointed as Statutory Auditors of the Company for the period of 4 years i.e. from financial year 2017-18 to 2020-21, subject to ratification at every Annual General Meeting, at a remuneration to be decided by Board of Directors."

SPECIAL BUSINESS:

ITEM NO.4- APPROVE THE RELATED PARTY TRANSACTION WITH DANTA ENTERPRISES PRIVATE LIMITED - SPECIAL RESOLUTION

With the consent of the members present, the resolution for item no 4 of the Notice pertaining to approve the related party transaction with Danta Enterprises Private Limited upto a maximum amount of Rs. 10 Crores from the financial year 2017-18 and onward was taken as read and adopted as an special resolution:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modification or amendments or clarifications thereon, if any, and pursuant to the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the members be and is hereby accorded to the Board



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of Directors to enter into a contract(s)/ arrangement(s)/ transaction(s) with Danta Enterprises Private Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of Rs. 10 crores from the financial year 2017-2018 and onward provided, however that contract(s) / arrangement(s) /transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

ITEM NO.5- APPROVE THE RELATED PARTY TRANSACTION WITH GLEBE TRADING PRIVATE LIMITED - SPECIAL RESOLUTION

With the consent of the members present, the resolution for item no 5 of the Notice pertaining to approve the related party transaction with Glebe Trading Private Limited upto a maximum amount of Rs. 10 Crores from the financial year 2017-18 and onward was taken as read and adopted as an special resolution:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modification or amendments or clarifications thereon, if any, and pursuant to the Regulation 23 of the SEBI Listing Regulations and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the members be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement(s)/ transaction(s) with Glebe Trading Private Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of Rs. 10 crores from the financial year 2017-2018 and onward provided, however that contract(s) / arrangement(s) /transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s)



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or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

The Chairperson then handed over the Poll process to the Scrutinizer and stated that the meeting would stand concluded with the last vote being cast.

Shri Awanish Kumar Dwivedi, scrutinizer distributed the ballot paper to the members present at the meeting. Thereafter, Shri Awanish Kumar Dwivedi locked and sealed the ballot box in the presence of members.

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 where the shares of the Company are listed.

The Chairperson thanked the Members 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 Members gave vote of thanks to the Chairperson of the meeting. The meeting accordingly concluded at 02:50:00 P.M.

Place: Kosi Kalan

Date: 13/10/2017

Entered in the minutes
book on 13.10.2017

Pravesh
(COMPANY SECRETARY)

CHAIRPERSON OF THE MEETING

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Annexure

Declaration of Results of Remote e-voting and poll at 6th Annual General meeting held on 26th September, 2017

As per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 6th Annual General Meeting. The remote e-voting was open from 22nd September, 2017 to 24th September, 2017. Further, the Company had also made the arrangement of voting through poll at the meeting to enable the members who had not cast their vote electronically.

The Board of Director had appointed 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 24th September, 2017 and poll at the time of meeting. He thereafter, submitted his report on 26th September, 2017.

The Consolidated Result of voting as per the Scrutinizer Report dated 26th September, 2017 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 the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended on 31 st March, 2017.	3,60,50,259	100.00	100	0	2
Resolution No. 2- Ordinary Resolution-Re-Appointment of Ms. Veni Anand, who liable to retire by rotation.	3,60,50,263	100.00	100	0	2
Resolution No. 3 - Ordinary Resolution - Appointment of Statutory Auditors and fixing their remuneration.	3,60,50,263	100.00	100	0	2
Special Business					
Resolution No. 4 - Special Resolution- Approve the related party transaction with Danta Enterprises Private Limited.	1,06,35,662	99.99	504	0.01	198032 7

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Resolution No. 5 - Special Resolution - Approve the related party transaction with Glebe Trading Private Limited.	1,06,35,662	99.99	504	0.01	198032 7
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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 and was also uploaded on the website of the Company.

Place: Kosi Kalan


CHAIRPERSON OF THE MEETING

Date: 13/10/2017

Entered in the minutes
book on 13.10.2017


(COMPANY SECRETARY)

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