



January 22, 2020

BSE Limited
Corporate Relation Department
1st Floor, New Trading Ring
Rotunga Building, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block-G,
Bandra – Kurla Complex, Bandra (E),
Mumbai-400051

Stock Code – 534328

Stock Code – HEXATRADEX

Sub. : Minutes of the Extraordinary 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 proceedings of Extraordinary General Meeting of the Company held on Thursday, the 26th December, 2019 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

Jindal Centre, 12, Bhikaiji Cama Place, New Delhi-110066, Phone-+91(11) 26188360-74, Fax:- +91(11) 26170691
Regd. Office: A-1, UPSIDC, Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281403

CIN : L51101UP2010PLCO42382

MINUTES OF THE PROCEEDINGS OF EXTRAORDINARY GENERAL MEETING OF MEMBERS OF HEXA TRADEX LIMITED HELD ON THURSDAY, THE 26th DECEMBER, 2019 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 P.M. AND CONCLUDED AT 2:30 P.M.

Present:

1. Ms. Veni Verma - Non-Executive Director, Member of Audit, Nomination & Remuneration and Stakeholders Relationship Committee
2. Mr. Pravesh Srivastava - Company Secretary

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

Since, Chairman of the Company were not present. Ms. Veni Verma, Director of the Company was elected to chair the meeting. Ms. Verma took the chair and conducted the proceedings of the meeting.

The Chairman of Stakeholders Relationship Committee, Audit Committee and Nomination and Remuneration Committee were not present, However Ms. Veni Verma, Member of these Committees was present to answer the queries of the shareholders on behalf of the other members.

The Chairperson, on behalf of the Board, extended a warm welcome to the Shareholders, Representatives of Bodies Corporate and Institutional Investors.

The Company Secretary confirmed that requisite quorum for the meeting was present. He thereafter called the meeting to order and informed that representatives of 14 bodies corporate holding 2,79,43,660 (Two Crores Seventy Nine Lacs Forty Three Thousand Six Hundred Sixty) equity shares were present.

The Company Secretary also informed the reasons for absence of Dr. Raj Kamal Aggarwal Independent Director, Mr. Abhiram Tayal, Independent Director, Mr. Ravinder Nath Leekha, Independent Director, Mr. Girish Sharma, Independent Director and Mr. Neeraj Kanagat, Whole-time Director & Chief Financial Officer of the Company.

The Company Secretary further 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 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 further confirmed the compliance of the Companies Act, 2013 and Secretarial Standard on the General Meeting with respect to calling, commencing and conducting the EGM.

With the permission of the Members present, the Notice convening the meeting was taken as read.

The Company Secretary, thereafter 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 shareholders as on the cut-off date, i.e., 20th December, 2019, 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 EGM.



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- (ii) The e-voting portal remained open for voting from 9:00 A.M. on Monday, 23rd December, 2019 to 5:00 P.M. on Wednesday, 25th December, 2019.
- (iii) The Board of Directors had appointed Mr. 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 would be offered to cast their vote through poll at the meeting on the items set forth 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 at the meeting 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 Chairperson, then, took up official businesses of the meeting. In that regard she informed that all the resolutions as per the notice of EGM were put to vote through remote e-voting, therefore, they were not required to be proposed and seconded: -

SPECIAL BUSINESS:

ITEM NO.1- APPOINTMENT OF MR. RAVINDER NATH LEEKHA AS AN INDEPENDENT DIRECTOR OF THE COMPANY - SPECIAL RESOLUTION

With the consent of the Members present, item no 1 of the Notice pertaining to Appointment of Mr. Ravinder Nath Leekha as an Independent Director of the Company was taken as read and was 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, Mr. Ravinder Nath Leekha (DIN : 00888433), 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, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years effective from 22nd November, 2019.”

ITEM NO.2- APPOINTMENT OF MR. ABHIRAM TAYAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY- SPECIAL RESOLUTION

With the consent of the Members present, item no 2 of the Notice pertaining to Appointment of Appointment of Mr. Abhiram Tayal as an Independent Director of the Company was taken as read and was 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



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(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, Mr. Abhiram Tayal (DIN : 00081453), 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, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years effective from 22nd November, 2019."

ITEM NO.3- APPOINTMENT OF MR. NEERAJ KANAGAT AS WHOLE-TIME DIRECTOR & CFO OF THE COMPANY- ORDINARY RESOLUTION

With the consent of the Members present, item no 3 of the Notice pertaining to Appointment of Mr. Neeraj Kanagat as Whole-time Director & CFO of the Company was taken as read and was adopted as an Ordinary resolution:

"RESOLVED THAT subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby approves the appointment of Mr. Neeraj Kanagat (DIN 07586915), as a Whole-time Director(Designated as Whole-time Director and CFO) of the Company, for a period of 3 years with effect from 1st December, 2019 liable to retire by rotation, and upon such terms and conditions including remuneration as are set out in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any duly authorized Committee of the Board) to alter and vary the terms and conditions of the said re-appointment, including the remuneration which shall not exceed an overall ceiling of Rs. 10 lacs p.m. (Rupees Ten Lakh per month) as may be agreed to between the Board and Mr. Neeraj Kanagat."

ITEM NO.4- APPROVAL OF RELATED PARTY TRANSACTION WITH JINDAL SAW LIMITED UP TO A MAXIMUM AMOUNT OF RS. 20 CRORE IN AGGREGATE FROM THE FINANCIAL YEAR 2019-20 AND ONWARD - SPECIAL RESOLUTION

With the consent of the Members present, item no 4 of the Notice pertaining to re-appointment of Approval of related party transaction with Jindal Saw Limited up to a maximum amount of Rs. 20 crore in aggregate from the financial year 2019-20 and onward was taken as read and was 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 shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement(s)/ transaction(s) with Jindal Saw 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. 20 crores in aggregate from the financial year 2019-20 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.



A handwritten signature in blue ink, appearing to read "Dawesh", written over a horizontal line.

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 authorized 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- APPROVAL OF RELATED PARTY TRANSACTION WITH SIDDESHAWARI TRADEX PRIVATE LIMITED UPTO A MAXIMUM AMOUNT OF RS. 50 CRORES IN AGGREGATE FROM THE FINANCIAL YEAR 2019-20 ONWARD - SPECIAL RESOLUTION

With the consent of the Members present, item no 5 of the Notice pertaining to re-appointment of Approval of related party transaction with Siddeshwari Tradex Private Limited upto a maximum amount of Rs. 50 crores in aggregate from the financial year 2019-20 onward was taken as read and was 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 shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement(s)/ transaction(s) with Siddeshwari Tradex 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. 50 crores in aggregate from the financial year 2019-20 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.6- APPROVAL OF RELATED PARTY TRANSACTION WITH MR. NEERAJ KANAGAT, WHOLE-TIME DIRECTOR & CFO (INCLUDING HIS RELATIVES) UPTO A MAXIMUM AMOUNT OF RS. 1 CRORE IN AGGREGATE FROM THE FINANCIAL YEAR 2019-20 AND ONWARD – SPECIAL RESOLUTION



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With the consent of the Members present, item no 6 of the Notice pertaining to re-appointment of Approval of related party transaction with Mr. Neeraj Kanagat, Whole-time Director & CFO (including his relatives) upto a maximum amount of Rs. 1 crore in aggregate from the financial year 2019-20 and onward was taken as read and was adopted as a 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 shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement(s)/ transaction(s) with Shri Neeraj Kanagat, Whole-time Director & CFO of the Company (including his relatives as defined under Companies Act, 2013, from time to time, 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. 1 crores in aggregate from the financial year 2019-20 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.7- APPROVAL OF RELATED PARTY TRANSACTION WITH MR. PRAVESH SRIVASTAVA, COMPANY SECRETARY (INCLUDING HIS RELATIVES) UPTO A MAXIMUM AMOUNT OF Rs. 30 LAKHS IN AGGREGATE FROM THE FINANCIAL YEAR 2019-20 AND ONWARD- SPECIAL RESOLUTION

With the consent of the Members present, item no 7 of the Notice pertaining to re-appointment of Approval of related party transaction with Mr. Pravesh Srivastava, Company Secretary (including his relatives) upto a maximum amount of Rs. 30 lakhs in aggregate from the financial year 2019-20 and onward was taken as read and was 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 shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement(s)/ transaction(s) with Shri Notice Pravesh Srivastava, Company Secretary of the Company (including his relatives as



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defined under Companies Act, 2013, from time to time, 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. 30 Lakhs in aggregate from the financial year 2019-20 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 authorized 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."

The Chairperson then handed over the poll process to the Scrutinizer.

Mr. Awanish Kumar Dwivedi, scrutinizer, distributed the ballot paper to the Members present at the meeting. Thereafter, Mr. Awanish Kumar Dwivedi locked and sealed the ballot box in the presence of Members. The Members then started casting their votes and dropping the ballot papers into the ballot box.

After the casting of votes was over, 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. She authorize the Company Secretary to announce the voting result appropriately. It was confirmed that the quorum for the meeting was present throughout the duration of the meeting. She also declared the conclusion of the meeting.

The Chairperson thanked the Shareholders for sparing their time for attending the meeting. Mr Vijay Kumar Gupta, a shareholder, proposed a vote of thanks to the Chairperson of the meeting. The meeting, accordingly, concluded at 2:30 P.M.


Sd-

CHAIRPERSON OF THE MEETING

Date:

Place:

Certified to be True


22.01.2020
COMPANY SECRETARY

Annexure

Declaration of Results of Remote e-voting and poll at Extra-ordinary General meeting held on 26th December, 2019.

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 Extraordinary General Meeting. The remote e-voting was open from 9.00 a.m. on 23rd December, 2019 to 5.00 p.m. on 25th December, 2019. 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 Mr. 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 25th December, 2019 and poll at the time of meeting. He had submitted his consolidated report on 27th December, 2019.

The Consolidated Result of voting as per the Scrutinizer Report dated 27th December, 2019 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
Special Business					
Resolution No. 1- Special Resolution- Appointment of Mr. Ravinder Nath Leekha as an Independent Director of the Company	3,49,13,411	100.00	-	-	-
Resolution No. 2- Special Resolution- Appointment of Mr. Abhiram Tayal as an Independent Director of the Company	3,49,13,411	100.00	-	-	-
Resolution No. 3- Ordinary Resolution- Appointment of Mr. Neeraj Kanagat as Whole-time Director & CFO of the Company.	3,49,13,411	100.00	-	-	-
Resolution No. 4- Special Resolution- Approval of related party transaction with Jindal Saw Limited upto a maximum amount of Rs. 20 crore in aggregate from the financial year	1,15,71,491	100.00	-	-	-



2019-20 and onward					
Resolution No. 5- Special Resolution- Approval of related party transaction with Siddeshawari Tradex Private Limited upto a maximum amount of Rs. 50 crores in aggregate from the financial year 2019-20 onward	1,15,71,491	100.00	-	-	-
Resolution No. 6 - Special Resolution- Approval of related party transaction with Mr. Neeraj Kanagat, Whole-time Director & CFO (including his relatives) upto a maximum amount of Rs. 1 crore in aggregate from the financial year 2019-20 and onward.	1,15,71,491	100.00	-	-	-
Resolution No. 7- Special Resolution- Approval of related party transaction with Mr. Pravesh Srivastava, Company Secretary (including his relatives) upto a maximum amount of Rs. 30 lakhs in aggregate from the financial year 2019-20 and onward.	1,15,71,491	100.00	-	-	-

Therefore, all the resolutions as per the Notice convening above Extraordinary 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.

Sd-

CHAIRPERSON OF THE MEETING

Place:

Date:

Certified to be True

For HEXA TRADEX LIMITED

Pravesh
COMPANY SECRETARY
2020