

MINUTES OF THE PROCEEDINGS OF 5th ANNUAL GENERAL MEETING OF MEMBERS OF HEXA TRADEX LIMITED HELD ON THURSDAY, THE 29th SEPTEMBER, 2016 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 11:00:00 A.M. AND CONCLUDED AT 11:50:00 A.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 |
| 3. | Shri Pravesh Srivastava | - | Company Secretary |
| 4. | Shri Gautam Aggarwal | - | 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 |

55 Shareholders were present in person.

Shri Pravesh Srivastava, Company Secretary, on behalf of the Company, extended a warm welcome to the Shareholders, Director Present, Employees, Representative of Bodies Corporate and Institutional Investors. She also briefly introduce 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.

Ms. Chairperson announced that requisite quorum for the meeting was present and thereafter called the meeting to order. She also informed that 14 bodies corporate holding 2,50,63,197 (Two Crores Fifty Lakh Sixty Three Thousand One Hundred and Ninety Seven) equity shares were present through their representative.

She also informed that Dr. Raj Kamal Aggarwal, Chairman and Shri Girish Sharma, Independent Director could not make it convenient to attend the meeting due to their prior commitments.

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 were available for inspection by Members during the meeting. She also confirmed the compliance of the Companies Act, 2013 and Secretarial Standard with respect to calling, commencing and conducting the AGM. She thereafter read out the Chairperson's speech to the Shareholders.

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

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For HEXA TRADEX LIMITED

COMPANY SECRETARY

informed that there were also no qualifications/ observations or comments in the Secretarial Auditors Report.

The Chairperson 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, 2016, 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 Monday, 26th September, 2016 and ends at 5.00 p.m. on Wednesday 28th September, 2016.
- (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 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) 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 Financial Statements for the year ended 31st March, 2016 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. Shri Ashok Gupta proposed and Shri Vijay Kumar Gupta seconded that the following resolution be adopted as an ordinary resolution:-

“Resolved that the Financial Statements of the Company for the financial year ended 31st March, 2016, including Consolidated Financial Statements for the said period together with reports of Directors and Auditors thereon be and are hereby approved and adopted.”

ITEM NO.2- 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.”

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SPECIAL BUSINESS:

**ITEM NO.3- APPOINTMENT OF MS. VENI ANAND AS NON-EXECUTIVE DIRECTOR-
ORDINARY RESOLUTION**

Since, Ms. Veni Anand was deemed to be interested in the resolution; Ms. Ishani Sharma 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 3 of the Notice pertaining to appointment of Ms. Veni Anand as a Non-Executive Director of the Company was 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, 152 and all other applicable provisions of the Companies Act, 2013 read with 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 Regulation 17 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms Veni Anand (DIN: 07586927), 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 Non-Executive Director of the Company, whose office shall be liable to be determine by rotation."

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

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

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

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 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 Chairperson of the meeting. The meeting accordingly concluded at 11:50:00 A.M.

Place:
Date:

Sd/-
CHAIRPERSON OF THE MEETING

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For HEXA TRADEX LIMITED

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COMPANY SECRETARY

Annexure

Declaration of Results of Remote e-voting and poll at 5th Annual General meeting held on 29th September, 2016

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 shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of 5th Annual General Meeting. The remote e-voting was open from 26th September, 2016 to 28th September, 2016. 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 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, 2016 and poll at the time of meeting. He thereafter, submitted his report on 30th September, 2016.

The Consolidated Result of voting as per the Scrutinizer Report dated 30th September, 2016 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	2,55,93,633	100.00	-	-	-
Resolution No. 2- Ordinary Resolution-Appointment of Statutory Auditors and fixing their remuneration.	2,55,93,623	99.9999	10	0.0001	-
Special Business					
Resolution No. 3- Ordinary Resolution- Appointment of Ms. Veni Anand as Non-Executive Director.	2,55,86,417	99.972	7,146	0.028	-

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:

Date:

Sd/-
CHAIRPERSON OF THE MEETING

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For HEXA TRADEX LIMITED

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COMPANY SECRETARY