



HAL CLYDE DENISON LIMITED

REGISTERED OFFICE:

11/498, BHAWANI SINGH LANE, JAIPUR, RAJASTHAN — 302005

CIN: U72900RJ2021PLC077743

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Ref. No.: HCDEN/2022/BM/23

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE BOARD MEETING HAL CLYDE DENISON LIMITED HELD ON 24 MAY 2022 AT THE REGISTERED OFFICE SITUATED AT 11/498 BHAWANI SINGH LANE, JAIPUR, RAJASTHAN 302005 AT 11:00 AM

1. TO APPROVE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

“RESOLVED THAT pursuant to the provisions of section 62(1)(c) read with section 42 of the Companies Act, 2013 Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other provisions (including and statutory modifications and re-enactment thereof) as may be applicable for the time being in force and pursuant to the Articles of Association of the company and subject to the approval of the Shareholders of the company, consent of Board of Directors is hereby accorded to allot 12,50,000 Equity Shares having face value Rs. 2/- each at a premium of Rs. 2/- (Rupees two only) amounting to Rs. 50,00,000/- (Rupees Fifty-five lacs only) on preferential basis through Private Placement in one or more tranches to the following (Proposed Allottees):

Sr. No.	Name of Proposed Allottees	Category	No. of shares
1.	Parikshit Singh	Promoter	12,50,000
TOTAL			12,50,000

RESOLVED FURTHER THAT the Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized for and on behalf of the Company to deal, negotiate, accept, modify etc. the terms and conditions in relation to the said Issue and the to sign, issue and circulate the Private Placement Offer Letter (the “PPOL”) in Form PAS-4 prescribed under the Act and such other necessary E-Forms with Ministry of Corporate Affairs/Registrar of Companies by affixing digital signature thereto and to do

all such acts, deeds, matters and things which may deem necessary in this regard.

RESOLVED FURTHER THAT a certified true copy of this resolution issued under the signature of any of the Directors of the Company be submitted to whomsoever it may concern.”

2. APPROVAL FOR THE LETTER OF OFFER

The Chairman informed the Board that the Company proposes to issue shares up to 12,50,000 nos. of Equity Shares of Rs. 2/- at a premium of Rs. 2/- each by way of Preferential allotment as per the provisions of Section 60(1) (c) read with section 42 of the Companies Act, 2013, therefore it is required to issue Letter of Offer to the prospective allottees as placed before the Board. The Board considered and after the due discussion passed the following resolution unanimously:

“RESOLVED THAT the approval of the Board of Directors pursuant to the provisions of Section 60(1) (c) read with section 42 of Companies Act, 2013 be and is hereby granted for the Approval of Letter of Offer for issuance upto 12,50,000 Equity Shares of Rs. 2/- each at a premium of Rs. 2/- aggregating Rs. 50,00,000/- in one or more than one tranches as placed before the Board duly initiated by the Chairman for the Purpose of identification and the same be sent to the prospective allottees after passing the Special Resolution in the General Meeting by the mode as specified in the Companies Act, 2013 and rules made there under.

FURTHER RESOLVED THAT any of the directors of the Company be and is hereby authorized to sign and issue the letter offer and on behalf of the Board of Directors of the Company.

FURTHER RESOLVED THAT Ms. AAYUSHI KAJLA, Director of the Company be and is hereby authorized to digitally sign the Form GNL-2 and MGT-14 and file the same for and on behalf of the Company for the aforesaid allotment along with the Form PAS-4 and PAS-5 with Registrar of Companies, Rajasthan, Jaipur.”

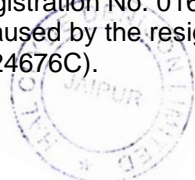
3. TAKE NOTE OF RESIGNATION OF STATUTORY AUDITORS OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 140 of the Companies Act, 2013 read with Rule 8 Companies (Audit and Auditor) rules, 2014 and other applicable rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modifications and re-enactments, for the time being in force), the resignation of existing statutory auditor M/s Agarwal Jayswal and Associates, Chartered Accountants (FRN: 024676C) vide letter dated 22.05.2022 be and is hereby accepted and taken on record with effect from 22.05.2022.

RESOLVED FURTHER THAT the directors of the company be and is hereby authorized to ensure that the requisite form ADT-3 has been filed by the resigning auditor with the Registrar of Companies, Ministry of Corporate Affairs, and to do all other acts, deeds and things as may be required in this regard.”

4. APPOINTMENT OF M/s RATHORE SHEKHAWAT & CO. AS STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and subject to the approval of members in the forthcoming General Meeting, consent of Board of Directors be and is hereby accorded to appoint M/s Rathore Shekhawat & Co., Chartered Accountants (Firm Registration No. 016769S) as Statutory Auditors of the Company to fill the to fill the casual vacancy caused by the resignation of M/s Agarwal Jayswal and Associates, Chartered Accountants (FRN: 024676C).



RESOLVED FURTHER THAT M/s Rathore Shekhawat & Co., Chartered Accountants (FRN:016769S) shall hold office upto the conclusion of this Annual General Meeting and they shall conduct the Statutory Audit for the financial year ended on 31st March, 2022 at a remuneration as may be decided by the directors.

RESOLVED FURTHER THAT the directors of the company be and is hereby authorized to file necessary e-forms with the Registrar of Companies, Ministry of Corporate Affairs, and to do all other acts, deeds and things as may be required in this regard.”



5. APPOINTMENT OF STATUTORY AUDITORS

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Board of Directors be and is hereby accorded, subject to the consent of the members of the Company to appoint M/s Rathore Shekhawat & Co., Chartered Accountants, Jaipur, having FRN.: 016769S, as the Statutory Auditors of the Company to conduct the statutory audit for a period of five years commencing from the conclusion of this 1st Annual General Meeting till the conclusion of 6th Annual General Meeting of the Company at such remuneration and out-of-pocket expenses, as may be mutually agreed with the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds necessary, desirable or expedient to give effect to this resolution.”

6. TO APPROVE THE PAYMENT OF SITTING FEES FOR BOARD OF DIRECTORS OF THE COMPANY

“RESOLVED THAT pursuant to the provision of Section 197 (5) of the Companies Act, 2013 read with the rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 consent of the board be and is hereby accorded for payment of sitting fees to All directors of the Company of Rs. 2,000/- (Rupees Two Thousand only) for attending the board meetings of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the directors or authorized signatory, be and are hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

7. CONSIDERATION AND TAKE ON RECORD BALANCE SHEET, PROFIT & LOSS ACCOUNT AND CASH FLOW STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

“RESOLVED THAT pursuant to Section 134 of Companies Act, 2013 the draft balance sheet of the Company as at March 31, 2022 and the profit and loss account of the Company for the period ended from 22nd October,2021 to 31st March,2022, together with the notes forming part thereof and the Cash flow statement for the period ended from 22nd October,2021 to 31st March,2022 be and are hereby received, considered and approved and that the same be signed on behalf of the Board of Directors by Mr. Parikshit Singh, and Ms. Aayushi Kajla, Directors of the Company.

RESOLVED FURTHER THAT the duly signed and authenticated financial statements

comprising Balance Sheet as at 31st March, 2022, Statement of Profit & Loss for the period ended 31st March, 2022 together with the notes forming part thereof and the Cash Flow Statements for the period ended 31st March, 2022 be submitted to the Statutory Auditors for their report thereon.”

8. APPOINTMENT OF MR. GAGANDEEP SINGH MAROK AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

“**RESOLVED that** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Gagandeep Singh Marok (DIN:09439144) who was appointed as an additional Director of the Company by the Board of Directors at its meeting held on 17th December, 2021 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from him proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, necessary, desirable or expedient to give effect to this resolution.”

9. CONVENING OF THE FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY

“**RESOLVED THAT** the 1st Annual General Meeting of the members of the Company be held on 21th June 2022 at 11:00 hours at the registered office of the Company at 11/498, Bhawani Singh Lane, Jaipur, Rajasthan 302005.

RESOLVED FURTHER THAT the notice of calling the Annual General Meeting along with Explanatory Statement pursuant to section 102(1) in respect of Special Business to be transacted there at as placed before the meeting be and is hereby approved and Parikshit Singh, Director of the Company be and is hereby authorized to send the same to the members of the Company and also to all other entitled to receive the notice.”

Date: 24th May 2022

Place: Jaipur

FOR AND ON BEHALF OF
HAL CLYDE DENISON LIMITED

PARIKSHIT SINGH
DIRECTOR
DIN: 08559462

