



# HAL CLYDE DENISON LIMITED

REGISTERED OFFICE:

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

CIN: U72900RJ2021PLC077743

GSTIN: 08AAGCH0126H1ZW

Phone: +91 9810661870

Website: [www.hcdden.com](http://www.hcdden.com)

Email: [office@hcdden.com](mailto:office@hcdden.com)

Ref. No.: HCDEN/AGM/NOTICE/1

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## Notice

Notice is hereby given that the 1st Annual General Meeting (AGM) of the Members of Hal Clyde Denison Limited will be held on 21<sup>st</sup> June 2022 at 11:00 a.m. at the Registered Office of the Company at 11/498, Bhawani Singh Lane, Jaipur, Rajasthan — 302005 to Transact Following Business:

### ***Ordinary Business:***

#### **Item No.: 1**

To receive, consider and adopt the audited Financial Statements of the company for the Financial Year ended March 31, 2022 together with the Directors report and Auditors report thereon.

#### **Item No.: 2**

#### **Appointment of Director in place of those who are retiring**

To appoint a director in place of Mr. Parikshit Singh (DIN:08559462) liable to retire by rotation in terms of section 152 (6) of the Companies Act, 2013 and being eligible offers, himself for reappointment.

#### **Item No.: 3**

#### **Appointment of Statutory Auditors:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary resolution:

**“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 members of the Company be and hereby accorded 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 1<sup>st</sup> Annual General Meeting till the conclusion of 6<sup>th</sup> 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.”

***Special Business:***

**Item No.: 4**

**Appointment of Mr. Gagandeep Singh Marok, as Non-Executive Director of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary resolution:

“**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 17<sup>th</sup> December,2021 and whose term of office expires at this Annual General Meeting (‘AGM’)in terms of section 161 of the act, recommended by the board of Directors of the company, 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, m necessary, desirable or expedient to give effect to this resolution.”

**Item No. :5**

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

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special resolution:

“**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, consent of the members of the company be and 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 the issue, in one or more tranches to the following (Proposed Allottees):

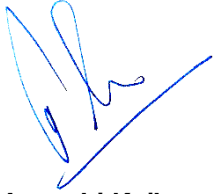
Sr. No.	Name of Proposed Allottees	Category	No. of shares
1.	Parikshit Singh	Promoter	12,50,000
<b>TOTAL</b>			12,50,000

**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** Mrs. Aayushi Kajla Director of the Company be and is hereby authorised 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."

**By order of the Board  
FOR HAL CLYDE DENISON LIMITED**



**Aayushi Kajla  
Director  
DIN: 08559463**

**Date: 24 May 2022  
Place: Jaipur**

# NOTES

## FOR MEMBERS' ATTENTION:

1. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of him and the proxy need not be a member of the company. The proxy form duly completed and stamp must reach the Registered Office of the company at 11/498 Bhawani Singh Lane, Jaipur-302005, not less than 48 hours before the time of holding the aforesaid meeting. A person can act as a proxy on behalf of members not exceeding fifty as per Section 105 of Companies Act, 2013.
3. The information regarding the director seeking appointment/re-appointment as required to be provided under Secretarial Standards issued by ICSI on General Meetings is annexed hereto as Annexure-1. The Directors have furnished consent/ declaration for his appointment / re-appointment as required under the Companies Act, 2013 and Rules made thereunder.
4. For the convenience of Members and for the proper conduct of the meeting, entry to the place of meeting will be regulated by an Attendance Slip, which is annexed to this Notice of AGM.
5. Only bonafide members of the Company whose names appear on the Register of Members, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all the working days, except Saturdays, Sundays, and public holidays, between 11.00 A.M. and 5.00 P.M., up to the date of the AGM.
7. The Statutory Auditor proposed to be appointed has furnished their consent for appointment as required under the Companies Act, 2013 and Rules made thereunder.
8. Auditor of the Company or in the absence of auditor, the authorized representative of the auditor who is qualified to be an auditor shall be present at the meeting.
9. As per the provisions of section 107 of the Companies Act, 2013, any resolution put to the vote at the meeting shall be decided by show off hands unless a poll is demanded by the members of the Company as per the provisions of section 109 of the Companies Act, 2013.
10. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company. The facility for voting through Ballot/Polling Paper shall also be made available at the meeting.
11. The route map of the address of the meeting is also annexed hereto.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3**

As you were aware that M/s Agarwal Jayswal and Associates, Chartered Accountants (FRN: 024676C), the existing statutory auditor of the company has resigned from the office of Statutory Auditor vide letter dated 22.05.2022, resulting into a casual vacancy in the office of Auditors . In terms of the provision of Section 139(8) of the Companies Act, casual vacancy arising due to resignation of Auditor can be filled by the Board of Directors within 30 Days subject to approval of Shareholders at a general meeting convened within three months of the recommendation of the Board.

Therefore the board of Directors in their meeting held on 24<sup>th</sup> May, 2022 appointed 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) and they shall hold office upto the conclusion of this Annual General Meeting and they shall conduct the Statutory Audit for the financial year ended on 31<sup>st</sup> March,2022.

M/s Rathore Shekhawat & Co., Chartered Accountants (Firm Registration No. 016769S), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The board further proposed and recommended the appointment of M/s Rathore Shekhawat & Co., Chartered Accountants (Firm Registration No. 016769S) as the Statutory Auditors of the company for a period of five years to hold office commencing from the conclusion of this 1<sup>st</sup> Annual General Meeting till the conclusion of 6<sup>th</sup> Annual General Meeting of the Company, subject to the approval of members.

M/s. Rathore Shekhawat & Co., Chartered Accountants (Firm Registration No. 016769S), have provided their business profile and consented to the said appointment and confirmed that their appointment, if made, would be in accordance with Section 139 read with Section 141 of the Act

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

The Board of Directors of your Company recommends that the Resolution under Item No. 3 be passed in the interest of your Company.

### **Item No.: 4**

The Board of Directors in their meeting held on 17<sup>th</sup> December, 2021 appointed Mr. Gagandeep Singh Marok as Additional Director of the company whose term of office expires at this Annual General Meeting ('AGM') in terms of section 161 of the act. Therefore, the board of Directors in their meeting held on 24<sup>th</sup> May, 2022 proposed and recommended the continuance of appointment of Mr. Gagandeep Singh Marok as Non-Executive Director of the company, subject to the approval of members.

Since the appointment is being recommended by the board of directors therefore the requirement of deposit of amount under section 160 does not apply.

A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice. The Board considers that on account of vast knowledge and experience of Mr. Gagandeep Singh Marok, his appointment will be in the interest of the Company.

Mr. Gagandeep Singh Marok is interested in this resolution and relatives of Mr. Gagandeep Singh Marok may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

The Board recommends the passing of the Item no. 4 as an Ordinary Resolution for your approval. The documents, if any, referred above, will be made available for inspection.

**Item No.: 5**

As looking into the requirements for expansion and growth of business activities, your board of directors have decided to increase the subscribed capital of the company by making further issue of share capital, only after by complying with the requirements 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 other applicable provisions, if any, of the Companies Act 2013.

The Company in order to meet growth objectives and to strengthen its financial position may be required to generate long term resources by issuing securities. The company is planning to purchase and fix the new plant and machinery to increase its production to meet future profits and growth.

It is therefore deemed appropriate to raise money through issue of further equity shares of the company of Rs. 50,00,000 (Fifty Lacs only) i.e., 12,50,000 (Twelve Lacs fifty Thousand) equity shares of Rs. 2/- each at a premium of Rs 2/- and for that purpose, the approval of Shareholders of the Company is necessary by passing the Special resolution in the General Meeting of the Company.

The excess Share Application Money, if received, from the shareholders of the Company, shall be refunded within prescribed time after the closure of the issue by the Company.

The issue price of securities along with the premium is decided according to the net worth and Profits of the Company using appropriate methods under the Valuation Report which is reasonable and in the best interest of the Company as decided by the Registered Valuer in consultation with the Board of Directors of the Company. For such purpose the company has also obtained Valuation Certificate from a Registered Valuer as required for determining the price at which shares are to be issued under Preferential Allotment basis.

The Board of Directors of the Company on 24<sup>th</sup> May, 2022 approved the Preferential Allotment of the Equity shares of the Company.

Therefore, Item No. 5 of this notice is circulated to the shareholders for their approval as such.

None of Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

**Form No. MGT-11  
PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014)

CIN: U72900RJ2021PLC077743

Name of the Company: Hal Clyde Denison limited

Registered Office: 11/498, Bhawani Singh Lane, Jaipur-302005

Name of the Shareholder
Registered Address
E mail Id
Folio No./ Client Id
DP Id

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company hereby appoint:

Name of the Shareholder	E-mail Id:
Address	
Signature or failing him	

Name of the Shareholder	E-mail Id:
Address	
Signature or failing him	

Name of the Shareholder	E-mail Id:
Address	
Signature or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1<sup>st</sup> Annual General Meeting of the company, to be held on Tuesday, 21<sup>st</sup> day of June, 2022 at 11.00 A.M. at its registered office at 11/498 Bhawani Singh Lane, Jaipur, Rajasthan 302005 and/or at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Resolutions	Vote For	Vote Against
1	To receive, consider and adopt the audited Financial Statements of the company for the Financial Year ended March 31, 2022 together with the Directors report and Auditors report thereon.		
2	Appointment of Director in place of those who are retiring		
3	Appointment of Statutory Auditors		
4	Appointment of Mr. Gagandeep Singh Marok, as Non-Executive Director of the Company		
5	To approve issuance of equity shares on preferential basis for consideration other than cash		

Signed this..... day of..... 2022

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

**ATTENDANCE SLIP**  
**(To be handed over at the entrance of the meeting hall)**

Full name of the members attending

.....  
(In block letters)

Ledger Folio No./DP ID No

.....

Client ID No

.....

Name of Proxy holder

.....

(To be filled in, if the proxy attends instead of the member)

I certify that I am a member /proxy for the members of the Company  
I hereby record my presence at the 1<sup>st</sup> Annual General Meeting of the Company held on  
Tuesday, 21<sup>st</sup> day of June, 2022 at 11:00 A.M. at 11/498 Bhawani Singh Lane, Jaipur,  
Rajasthan 302005.

.....

(Name of the Member/Proxy)

.....

(Member's /Proxy's Signature)

Note:

1. Only Members/Proxy holders can attend the Meeting
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3. Please fill up this attendance slip and handed it over at the entrance of the meeting venue. Members are requested to bring their copies of the Annual Report to the AGM.



**Form No. MGT-12**  
**[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the**  
**Companies (Management and Administration) Rules, 2014]**  
**POLLING PAPER**

Name of the Company: Hal Clyde Denison Limited  
Registered office: 11/498, Bhawani Singh Lane, Jaipur-302005

S. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity

I hereby exercise my vote in respect of resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Item Particulars.	No. of Shares held by me	I assent to the resolution	I dissent to the resolution
1	To receive, consider and adopt the audited Financial Statements of the company for the Financial Year ended March 31, 2022 together with the Directors report and Auditors report thereon.			
2	Appointment of Director in place of those who are retiring			
3	Appointment of Statutory Auditors			
4	Appointment of Mr. Gagandeep Singh Marok, as Non-Executive Director of the Company			
5	To approve issuance of equity shares on preferential basis for consideration other than cash			

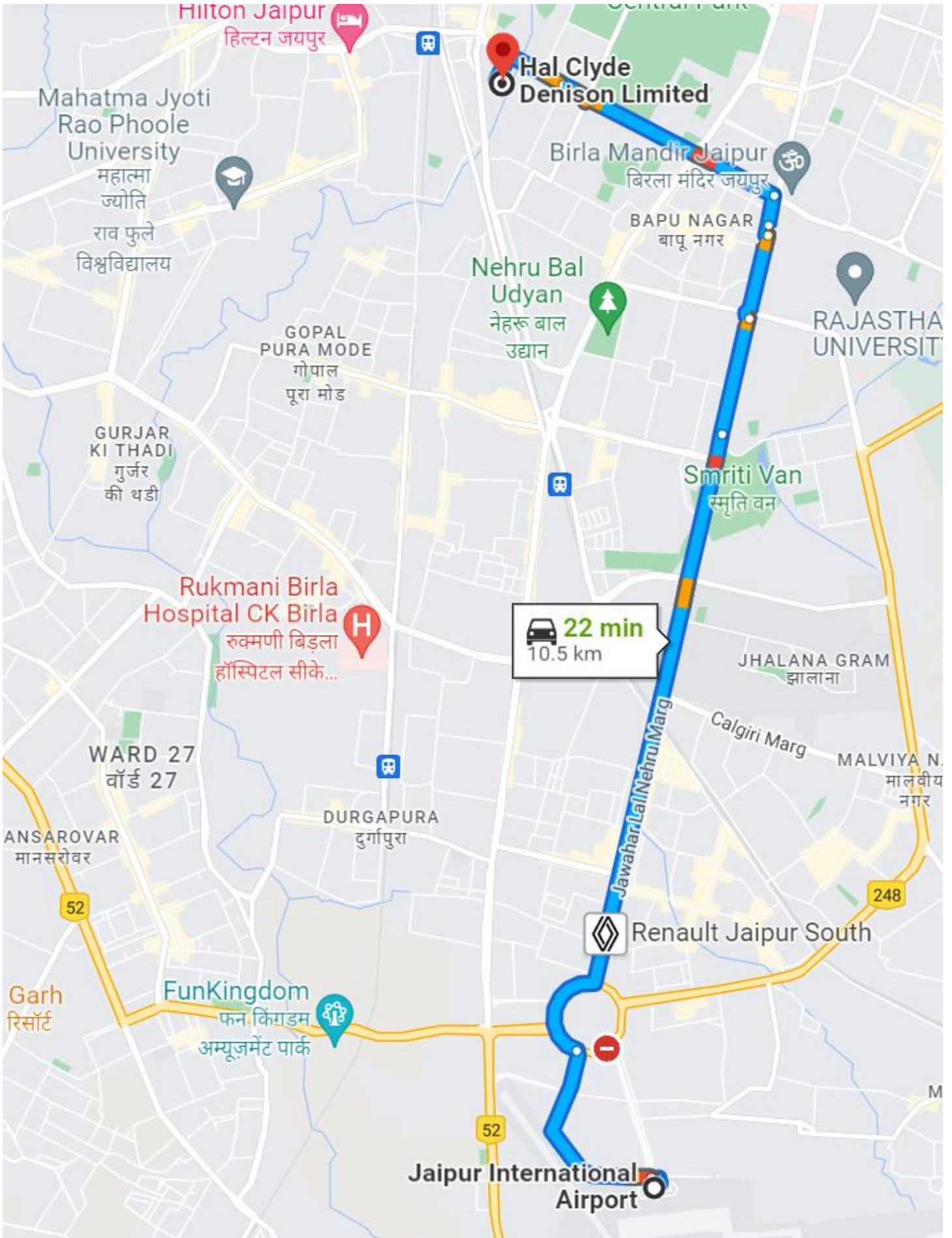
Place:

Date:

(Name & Signature of the PROXY)      (Signature of the Shareholder)

Note: Proxy who are attending and voting in this general meeting on behalf of some members are requested to first write their name before signing it.

## Route Map



Quick directions: [Click here](#) (Google Maps)