

Hal Clyde Denison Limited

CIN: U72900RJ2021PLC077743

Regd. & Corporate Office: 11/498, Bhawani Singh Lane Jaipur 302005

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CERTIFIED COPY OF RESOLUTION PASSED IN THE BOARD MEETING OF DIRECTORS OF HAL CLYDE DENISON LIMITED HELD ON 28 DECEMBER 2021 AT 11/498 BHAWANI SINGH LANE JAIPUR 302005 AT 11:30 AM.

"RESOLVED THAT in pursuance of Section 62 and other applicable provisions of the companies act 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) the approval of the Board be and is hereby accorded to the Company to issue 8,18,975 No. of equity shares of Rs. 10/-each of an aggregate nominal value of Rs. 16,37,950/- (Sixteen lacs thirty seven thousand nine hundred fifty), to the persons who at the proposed date of offer i.e. 28th December, 2021 are holders of the equity shares of the company in proportion of 163.795 shares for every 1 equity share held (fractions, if any being rounded off to nearest integer) on the aforesaid date inter alia on the following terms and conditions:

- 1) That the full amount of Rs. 2/- per share shall be payable along with the application for such shares or before the closure of the offer in the prescribed application form of the company.
- 2) The offer for new equity shares now being made shall be limited to those persons who as on 28th December, 2021 are holders of equity shares of the company. Such persons are further entitled to apply for additional shares out of those shares which are not taken up or renounced by any of the existing shareholders in the proportion to be decided by the board of directors at its discretion having regard to the proportion such equity shareholders have to the paid up equity capital of the company.
- 3) The offer aforesaid shall include a right exercisable by the persons to renounce the shares being offered in the favor of any other person(s), whether existing shareholder or not, either in parts or full provided such renunciation is made before closing of the offer.
- 4) The said offer to the members shall be made by an offer letter which shall indicate the number of shares held by each member and the number of shares to which each is entitled as rights shares, the value per share and the total amount due in case the offer of shares is accepted in full.
- 5) The issue of shares will be made in the proportion 163.795 equity shares for every 1 equity share held on 28 December 2021.
- 6) The aforesaid offer shall be open from 3 January 2022 to 19 January 2022 (both days inclusive), and includes a right exercisable by the person to whom the aforesaid offer being made to renounce the new shares offered to him in favour of any other person which be exercised on or before 19 January 2022.
- 7) The offer after the expiry of the period mentioned from meeting or on receipt of earlier intimation from the person(s) to whom such notice was given that he/she declines to accept the new shares offered, the Board of Directors of the company be authorized to dispose of unsubscribed part of the new shares in such manner as they think most beneficial to the company.

- 8) The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, proportionately in the year of the allotment of these shares.
- 9) The allotment of further shares to Non-resident's members shall be in accordance with the Regulations issued by the Reserve Bank of India under the Foreign Exchange Management Act, 1999.
- 10) Shares will be issued in dematerialized form to the applicants within the time prescribed in the Companies Act, 2013.
- 11) The shares are proposed to be allotted on 20th January, 2022."

"RESOLVED FURTHER THAT, in pursuance of Section 62 of the Companies Act, 2013 read with The Companies (Share Capital and Debenture) Rules, 2014 -- the Board has approved the Letter of Offer to be sent to Company shareholders for Rights Issue of Equity Shares with the Record date for the identification of shareholders to whom offer shall be given being 28 December 2021."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorize to take all steps to implement the above resolutions, finalize and issue the letter of offer of rights and take all actions in connections with the further issue and allotment of shares to the members and others where applicable."



CERTIFIED TRUE COPY
FOR HAL CLYDE DENISON LIMITED

For HAL CLYDE DENISON LIMITED

DIRECTOR

PARIKSHIT SINGH
DIRECTOR
DIN: 08559462