



(A Foreign Collaboration with HALLIBURTON ENERGY SERVICES Inc., U.S.A.)

CIN No.: U11201DL1985PLC022279

Registered Office: 109, Aurobindo Place, Hauz Khas, New Delhi – 110016 (India)

Corporate Office : C-2, Sector 57, Noida - 201301, (U. P.) (India)

Tel: 91-120 – 2588385, 86, 87, 88, 89, 90 • Fax: 91-120-2589861, 62 • E-mail: corporate@hlsasia.com

Website: www.hlsasia.com • GST NO: 09AAACH0627H1ZU

NOTICE OF 35TH ANNUAL GENERAL MEETING OF THE COMPANY

To all the Members, Directors & Statutory Auditors of the Company

Notice is hereby given that the 35th Annual General Meeting (AGM) of the Members of **HLS ASIA Limited** (“the Company”) shall be held on **Tuesday, 21st September, 2021** at **16.30 Hour (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 20/2020 dated 5th May, 2020 and No. 02/2021 dated 13th January, 2021, to transact the following unavoidable businesses:

Ordinary Business:

To consider and, if thought fit, to pass, the following resolutions as Ordinary Resolutions:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend Rs.8/- (Rupees Eight only) per share on fully paid-up equity share of Rs.10/- of the Company for the Financial Year ended 31st March, 2021.
3. To appoint Mr. Savmit Grover (DIN 00485304) as Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Mr. Arup Deb Barma (DIN 08756987) as Director who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

5. **Appointment of Mr. Rajiv Kapuria as a Director.**

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

Registered Office : 109, Aurobindo Place, Hauz Khas, New Delhi – 110016 (India)

Tel : 91-11-26968194, 26569441 • **Fax :** 91-11-26968195

CIN:U11201DL1985PLC022279

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 (“the Act”) 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) Mr. Rajiv Kapuria (DIN: 08183574), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 17th July, 2021 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT the Managing Director and the Company Secretary of the Company, be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Place: Noida
Date: 25th August, 2021

By the order of the Board of Directors
For HLS Asia Limited

Registered Office:
109, Aurobindo Place,
Hauz Khas, New Delhi – 110016 (India)

Sd/-
Payal Saxena
Company Secretary
MN: A50434

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out material facts relating to Special businesses to be transacted at the meeting, is annexed herewith.
2. In view of the continuing global Covid-19 pandemic impact and to ensure social distancing, the Ministry of Corporate Affairs (“MCA”) has, vide its Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, read together with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 (hereinafter collectively referred to as “MCA Circulars”) and all other relevant circulars issued from time to time, extended relaxations for conducting the Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Further, for the purpose of technical compliance of the provisions of section 96(2) of the Companies Act, 2013 we are assuming the place of meeting as the place where the Company is domiciled i.e. the registered office of the Company.
3. In compliance with the aforesaid MCA Circulars and in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice (including any other document required to be attached therewith), the notice shall therefore be sent only by email to the members and to all other persons so entitled on their emails id’s registered with the company or with the depository participant / depository. Further, members may note that the Notice will also be available on the Company’s website at www.hlsasia.com.

4. The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named '**INSTRUCTIONS FOR MEMBERS FOR ATTENDING AGM THROUGH VC**' which is enclosed with the Notice of the AGM.
5. The Company shall provide VC facility via Microsoft Teams ("Teams") in order to make it convenient for the Members to attend the Meeting. Meeting Invite will be sent to members at their registered email-id to join the meeting through VC facility of Teams. Instruction are provided separately annexed to this Notice.

Download the Microsoft Teams Application in your Mobile or Laptop. You may use this link to download the application. [<https://www.microsoft.com/en-in/microsoft-365/microsoft-teams/download-app>].

For support refer this link: [<https://support.microsoft.com/en-us/office/sign-up-and-create-a-teams-free-org-with-a-gmail-account-5e6db51b-1edf-400d-bf55-51366cf4384e>]

6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM/EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Pursuant to Section 112 and 113 of the Act, Representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC / OAVM. Thus, Corporate Members are requested to send a duly certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting at least 24 hours before commencement of the meeting i.e. by 16:30 hour on 20th September, 2021.
8. The members desiring to inspect the relevant documents referred to in the accompanying notice and other statutory registers are required to send requests on the Company's email address: corporate@hlsasia.com. An extract of such documents would be sent to the members on their registered email address.
9. Members seeking any information with regard to the matter to be placed at AGM are requested to submit their questions in advance, on or before 14th September, 2021 through the Company's email address i.e. corporate@hlsasia.com. The same will be replied by the Company suitably.
10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
12. The members attending the AGM through VC will be required to send their assent or dissent through their registered email-id to the Company's email-id at corporate@hlsasia.com., in case polling is being conducted for exercising the voting at the meeting. Accordingly, Polling Paper in Form MGT-12 is attached along with the Notice for exercising the voting at the Meeting. The members/ authorized representatives shall cast their vote on the resolution, by filling in the details as required in the Polling Paper and sending the duly filled-in Polling Paper to the Company at the aforementioned email id. Polling process will be conducted in compliance with the applicable provisions of the Act and the aforesaid MCA Circulars.

The voting at the meeting may be exercised by members by Show of hands at the request of the Chairman. In such case members are requested to vote by showing their hands clearly and record their assent by raising hands up in the air.

13. The Members, whose names appear in the register of members/ list of beneficial owners as on 20th August, 2021 i.e. the cut-off date, shall be entitled to vote on the resolution set forth in this Notice.

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

Item No.5: Appointment of Mr. Rajiv Kapuria as a Director:

The Board of directors of the Company appointed Mr. Rajiv Kapuria as an Additional Director of the Company with effect from 17th July, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of this Annual General Meeting of the Company.

Notice under Section 160 of the Act has been received along with a deposit of Rs. 1,00,000/- from Austin Energy Services Private Limited, a member of the Company, holding 2,42,17,964 Equity Shares for Mr. Rajiv Kapuria proposing his appointment as Director of the Company. Requisite consent, pursuant to section 152 of the act and declaration pursuant to Section 164 of the Act and rules thereunder, have been received from Mr. Rajiv Kapuria to act as Director, if appointed.

Brief profile of Mr. Rajiv Kapuria is given below for reference of the members:

Over 30 years of oil field services experience, mostly in Wireline and Perforating, leading global operations, strategy formulation, marketing, and technology development for drilling and formation evaluation businesses. He has deep understanding of, and expertise in, formation evaluation technologies and businesses – Wireline, Surface Data Logging, and LWD.

His work experience includes HLS Asia (then called Gearhart India, later HLS India) from 1985 to 1999; and Halliburton from 2000 to 2017.

Since 2018, he has been working as an Advisor / Specialist Executive with Deloitte Consulting in its upstream oil & gas strategy practice. He also provides consulting and advisory services to small-to-medium sized firms through his own consulting firm. His focus areas are business strategy and operations management consulting, and strategic HR and talent management.

Mr. Rajiv Kapuria has been an Alternate Director on the Board of Directors of HLS Asia limited from 20th July, 2018 to 16th July, 2021 for Mr. Bharat Bhushan Kapur.

He did his B. Tech. (Electrical Engineering) from IIT, Kanpur; and his MBA (concentration in strategy and finance) from Rice University, Houston. He currently lives in Houston, USA.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Rajiv Kapuria is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members as an Ordinary Resolution, considering it to be unavoidable.

Place: Noida
Date: 25th August, 2021

By the order of the Board of Directors
For HLS Asia Limited

Registered Office:
109, Aurobindo Place,
Hauz Khas, New Delhi – 110016 (India)

Sd/-
Payal Saxena
Company Secretary
MN: A50434

Instructions for participating in the 35th Annual General Meeting of the Members of HLS ASIA LIMITED, to be held on Tuesday, 21st September, 2021 at 16.30 Hour (IST) through Video Conference, by using Microsoft Teams Application.

Instructions for participating the aforesaid AGM through Video Conference:

Steps to join a Teams meeting as a guest from any device (Desktop/Mobile) without a Teams accounts are shown herein below:

A. To join Microsoft Teams meeting via Desktop:

Step 1: Go to the meeting invite and select Join Microsoft Teams Meeting.

Step 2: That'll open web page, where you'll see two choices: Download the Windows App and Join on the web instead. If you join the web, you can use either Microsoft edge or Google Chrome. After Sign-up, your Browser may ask if it's okay for Teams to use your mic and camera. Be sure to allow it so you'll be seen and heard in your meeting.

Step 3: Enter your name and choose your audio and video settings. If the meeting room (or another device that's connected to the meeting) is nearby, choose audio off to avoid disrupting. Select Phone audio if you want to listen to the meeting on your mobile phone.

Step 4: When you're ready, hit join now.

Step 5: This will bring you into the meeting lobby. We'll notify the meeting organizer that you are there and someone in the meeting can then admit you.

B. To join Microsoft Teams meeting via Microsoft Teams Mobile App:

Step 1: In the meeting invite, select Join Microsoft Teams Meeting.

Step 2: If you don't already have the Teams mobile app, you'll be taken to your app store to download it.

Step 3: Download the app and open it right from the app store page. Teams will ask if it's okay for Teams to use your mic. Be sure to allow it so others in the meeting will be able to hear you.

Step 4: Next you'll be given two options for joining your meeting: Join as guest or sign in and join. Choose Join as guest.

Step 5: Type your name and join meeting.

Step 6: Once you're in the meeting, you can turn your video or mic on or off by tapping on the center of your screen to show the meeting controls. Tap again to hide them.

The helpline number for joining the meeting through electronic mode will be provided in the Meeting invitation which will be sent to eligible applicants at their registered email ids.

Other instructions:

1. You can sign-in/join the meeting before 15 minutes on the meeting day for timely participation in the AGM through video conference. Further, any member may join the meeting within 15 minutes from the commencement of the meeting.
2. Please listen and participate in the discussion carefully.
3. Please click on the “Mute” tab, when there is any disturbance or noise around you.
4. Please ensure that, no other person is sitting with you /participating in the aforesaid Meeting through Video Conference.
5. Please click on “Unmute” tab when you want to say something.
6. In case of any assistance required before or during the video conference as aforesaid, you can contact the Company officials at corporate@hlsasia.com.

FORM NO. MGT.12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : HLS ASIA LIMITED
 CIN : U11201DL1985PLC022279
 Registered office : 109, Aurobindo Place, Hauz Khas, New Delhi - 110016 (India)

BALLOT PAPER

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 Shares

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

S.No.	Item No.	No. of shares held by me	I assent to the resolution (v)*	I dissent from the resolution (v)*
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2021 and the Reports of the Board of Directors and Auditors thereon.			
2.	To declare dividend Rs.8/- (Rupees Eight only) per share on fully paid-up equity share of Rs.10/- of the Company for the Financial Year ended 31 st March, 2021.			
3.	To appoint Mr. Savmit Grover (DIN 00485304) as Director who retires by rotation and being eligible, offers himself for re-appointment			
4.	To appoint Mr. Arup Deb Barma (DIN 08756987) as Director who retires by rotation and being eligible, offers himself for re-appointment.			
5.	Appointment of Mr. Rajiv Kapuria as a Director.			

*Copy this Sign “ (v) ” and paste in the chosen column.

Place:

Date:

(Signature/Name of the shareholder/authorized Signatory)