

HALDER VENTURE LIMITED

CIN No. : L74210WB1982PLC035117

HALDER

DIAMOND HERITAGE
16, Strand Road, 10th Floor
Unit 1012, Kolkata - 700 001
☎ : + 91-33-6607-5556
+ 91-33-6607-5557
E-MAIL : info@halcventure.in
WEB : www.haldventure.in

TO
The Manager
Listing Compliance
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001

DATE: 25/09/2018

Scrip code: **539854**

Dear Sir/Madam,

Sub: Compliance of Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation.

In Compliance with Regulation 34 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 please find attached herewith Annual Report for the Financial Year 2017-2018 duly approved and adopted by the shareholders at the 36th Annual General Meeting held on Tuesday 28th August, 2018 at 11.00 AM at Diamond Heritage, 16 Strand Road, 10th Floor, Room No- 1012, Kolkata- 700001.

The Annual Report for the Financial Year 2017-2018 is uploaded on the website of the Company ([www. haldventure.in](http://www.haldventure.in))

Thanking you,

Yours faithfully,

For Halder Venture Ltd.

HALDER VENTURE LIMITED



Director

(Keshab Kumar Halder)

Managing Director

DIN: 00574080

Place: Kolkata

Encl: As above.

HALDER VENTURE LIMITED

ANNUAL REPORT
2017-18

**REGISTERED OFFICE:
DIAMOND HERITAGE, 16 STRAND ROAD, 10TH FLOOR,
ROOM NO- 1012, KOLKATA, WEST BENGAL- 700001**



HALDER VENTURE LIMITED
(CIN: L74210WB1982PLC035117)

BOARD OF DIRECTORS :

KESHAB KUMAR HALDER (DIN: 00574080)
PRABHAT KUMAR HALDAR (DIN: 02009423)
POULOMI HALDER (DIN: 02224305)
DEBASIS SAHA (DIN: 01561230)
ZAKIR HOSSAIN (DIN: 08009951)

CFO: **PRABHAT KUMAR HALDAR**

COMPANY SECRETARY : **ABHISHEK PAL**

REGISTERED OFFICE: **DIAMOND HERITAGE, 16 STRAND ROAD,**
10TH FLOOR, ROOM NO- 1012, KOLKATA,
WEST BENGAL- 700001
TEL: +91-33-6607-5556 / 5557
E-mail:- info@halderventure.in
Website:- www.halderventure.in

NOTICE

Notice is hereby given that the **36th Annual General Meeting** of the members of Halder Venture Limited will be held at the registered office of the Company at Diamond Heritage, 16 Strand Road, 10th Floor, Room No- 1012, Kolkata- 700001 on Tuesday, 28th August, 2018 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Directors and Auditors thereon and
 - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon;
2. To re-appoint Mrs. Poulomi Halder (DIN: 02224305), a Director of the Company, retiring by rotation and being eligible who has offered herself for re-appointment.

SPECIAL BUSINESS

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) read together with the provisions of the Rules framed there under and read with Schedule IV to the Act as amended from time to time and further read with all circulars, notifications, provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other provisions of law, as applicable for the time being, Mr. Debasis Saha (DIN: 01561230), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20.12.2017 in terms of Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 19th December, 2022.”-

“**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorized file relevant e-forms with the ROC and to execute all such papers, deeds and things, as may be required in connection to the above all resolutions.”

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) read together with the provisions of the Rules framed there under and read with Schedule IV to the Act as amended from time to time and further read with all circulars, notifications, provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other provisions of law, as applicable for the time being, Mr. Zakir Hossain (DIN: 08009951), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20.12.2017 in terms of Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 19th December, 2022.”

“**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorized file relevant e-forms with the ROC and to execute all such papers, deeds and things, as may be required in connection to the above all resolutions.”

5. To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**

RESOLVED THAT pursuant to the provisions of Sections 177 and 188 of the Companies Act, 2013 (Act) read together with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and read with all circulars, notifications, provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other provisions of law, as applicable for the time being, consent of the members of the Company be and is hereby accorded to the Company for entering into transactions involving sale, purchase or supply of any goods or material and/or availing or rendering of any services with Hal Exim DWC LLC, a related party as per the definition of the term under the Act, up to an amount of Rs. 10,00,00,000 (Rupees Ten Crore only) during the financial year ending on 31st March, 2019.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to execute, transact, enter into any contract to carry out or perform all such acts, deeds, matters, things, agreements, contracts, etc. as may be required to be done to give effect to the instant resolution or for the matters incidental to or ancillary thereof, through decisions of the Board or through delegation of relevant authority to any person or to any committee of persons.”

6. To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 177 and 188 of the Companies Act, 2013 (Act) read together with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and read with all circulars, notifications, provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other provisions of law, as applicable for the time being, consent of the members of the Company be and is hereby accorded to the Company for entering into transactions involving sale, purchase or supply of any goods or material and/or availing or rendering of any services with Hal Exim PTE Ltd, a related party as per the definition of the term under the Act, up to an amount of Rs. 10,00,00,000 (Rupees Ten Crore only) during the financial year ending on 31st March, 2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to execute, transact, enter into any contract to carry out or perform all such acts, deeds, matters, things, agreements, contracts, etc. as may be required to be done to give effect to the instant resolution or for the matters incidental to or ancillary thereof, through decisions of the Board or through delegation of relevant authority to any person or to any committee of persons.”

By the order of the Board

Date: May 30, 2018

Place: Kolkata

(ABHISHEK PAL)
(COMPANY SECRETARY)
(ACS: 50031)

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of him/ her. The proxy so appointed need not to be member of the company. The proxy form duly completed should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed there under, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.
4. The Member /Proxies should bring the Attendance Slip Sent herewith duly filled for attending the Meeting.
5. Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., Maheshwari Datamatics Pvt Ltd at 23, R.N Mukherjee Road, 5th Floor,, Kolkata - 700001:
 - a. Email Id
 - b. PAN No
 - c. Unique Identification No.
 - d. Mother's Name
 - e. Occupation
 - f. In case of a minor (Guardian's Name and date of birth of the Member)
 - g. CIN (In case the member is a body corporate)
6. All the registers and relevant documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 11.00 A.M - 1.00 P.M up to the date of Annual General Meeting.
7. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their

Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.

9. Distribution of Gifts: In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.
10. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.
11. Electronic copy of the notice of the 36th Annual General Meeting (AGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip will be send to the members whose email-id is registered with the Company/ Depository Participant for communication purposes. However, the members who have not registered their email address shall be furnished with physical copy of the same in the permitted mode.
12. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip and DP ID for easy identification of attendance at the meeting.
13. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DPID for easy identification of attendance at the meeting.
14. Corporate shareholders intending to send their authorized representatives are requested to serve a duly certified copy of the Boards Resolution authorizing their representatives to attend and vote at the AGM.
15. Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz Maheshwari Datamatics Private Limited at 23, R. N Mukherjee Road, 5th floor, Kolkata-700001, E-Mail: mdpldc@yahoo.com
16. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed from 22.08.2018 to 28.08.2018 (both days inclusive).
17. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting. If a member casts votes by both the modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
18. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 20.07.2018.
19. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7,

2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 28, 2016.

20. Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM, remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 25.08.2018 (9:00 am) and ends on 27.08.2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 21.08.2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

i) Open email and open PDF file viz. HALDER VENTURE LTD remote e- voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.

iii) Click on Shareholder - Login.

iv) Put user ID and password as initial password noted in step (i) above. Click Login.

v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii) Select "EVEN" (E -Voting Event Number) of HALDER VENTURE LTD
- viii) Now you are ready for remote e-voting as Cast Vote page opens.
- ix) Cast your vote by selecting appropriate option and click on "Submit and also Confirm" when prompted.
- x) Upon confirmation, the message Vote cast successfully will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer on or before 27.08.2018 through e-mail to shawmanoj2003@gmail.com with a copy marked to evoting@nsdl.co.in.

B. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/ Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following steps may be noted:

- i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: **EVEN** (E Voting Event Number) **USER ID PASSWORD**
- ii) Please follow all steps from Sr. No. (i) to Sr. No. (x) of (A) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21.08.2018.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21.08.2018., may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote evoting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. M/s. Manoj Shaw & Co., Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting through ballot paper at the AGM in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.halderventure.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.
- XVII. The Results shall also be simultaneously forwarded to the Stock Exchanges.

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

The following explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

ITEM NO: 3

Mr. Debasis Saha (DIN: 01561230) was appointed as an additional director by the board of directors of the Company w-e-f 20.12.2017. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Debasis Saha will hold office up to the date of ensuing AGM. The Company has received from Mr. Debasis Saha (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in

terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mr. Debasis Saha as an Independent Director of the Company up to 19th December, 2022 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation. The Directors recommend the approval of the ordinary resolution. None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. Debasis Saha is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

ITEM NO: 4

Mr. Zakir Hossain (DIN: 08009951) was appointed as an additional director by the board of directors of the Company w-e-f 20.12.2017. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Zakir Hossain will hold office up to the date of ensuing AGM. The Company has received from Mr. Zakir Hossain (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mr. Zakir Hossain as an Independent Director of the Company up to 19th December, 2022 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation. The Directors recommend the approval of the ordinary resolution. None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. Zakir Hossain is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

ITEM NO: 5

The Company has been exporting rice to Hal Exim DWC LLC, which has been offering competitive rates to the Company. Since Hal Exim DWC LLC is an entity having common Directors with our Company, it will be deemed to be a related party as per section 2(76) of the Companies Act, 2013. Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 inter alia states that except with the prior approval of the Company by a Special Resolution, a company shall not enter into a transaction or transactions

involving sale, purchase or supply of any goods or materials, directly or through appointment of agent where the transaction or transactions to be entered into amounts to 10% (ten percent) or more of the turnover of the Company or Rs. 100 crores, whichever is lower. As the Company proposes to export rice to Hal Exim DWC LLC, cumulative transaction value whereof during the financial year ending 31st March 2019 (i.e. Rs. 10 crores), is envisaged to exceed the limits stated under the Companies Act, 2013 read with Rules framed there under, your approval is sought by way of passing a Special Resolution. This may be deemed to be a disclosure as required under Rule 15 of Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014. The Board of Directors of the Company considers that the proposed Resolution is in the interest of the Company and recommends the same for your approval. No person, as specified under Section 102(1)(a) of the Companies Act, 2013, is in any way concerned or interested in this Resolution proposed to be passed. The Audit Committee of the Company has approved this resolution in its meeting.

ITEM NO: 6

The Company has been exporting rice to and importing cashew nuts from Hal Exim PTE Ltd, which has been offering competitive rates to the Company. Since Hal Exim PTE Ltd is an entity having common Directors with our Company, it will be deemed to be a related party as per section 2(76) of the Companies Act, 2013. Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 inter alia states that except with the prior approval of the Company by a Special Resolution, a company shall not enter into a transaction or transactions involving sale, purchase or supply of any goods or materials, directly or through appointment of agent where the transaction or transactions to be entered into amounts to 10% (ten percent) or more of the turnover of the Company or Rs. 100 crores, whichever is lower. As the Company proposes to export rice to and import cashew nuts from Hal Exim PTE Ltd, cumulative transaction value whereof during the financial year ending 31st March 2019 (i.e. Rs. 10 crores), is envisaged to exceed the limits stated under the Companies Act, 2013 read with Rules framed there under, your approval is sought by way of passing a Special Resolution. This may be deemed to be a disclosure as required under Rule 15 of Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014. The Board of Directors of the Company considers that the proposed Resolution is in the interest of the Company and recommends the same for your approval. No person, as specified under Section 102(1)(a) of the Companies Act, 2013, is in any way concerned or interested in this Resolution proposed to be passed. The Audit Committee of the Company has approved this resolution in its meeting.

Details of Directors Proposed to be appointed /re-appointed at the Annual General Meeting:

Pursuant to Regulation 36(3) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting are provided as under :-

| Name of Director | Poulomi Halder | Debasis Saha | Zakir Hossain |
|---|---|--|---|
| Date of Birth (Age in years) | 39 | 48 | 47 |
| Date of Appointment | 27/09/2013 | 20/12/2017 | 20/12/2017 |
| Expertise in specific functional area (Experience in years) | 15 Years (having experience in the field of finance) | 15 Years (having experience in the field of finance) | 15 Years (having experience in the field of finance) |
| Qualification | Graduate | Graduate | Graduate |
| Shareholding in the Company (either personally or on beneficial basis) | 150800 | | |
| List of other Public Limited Companies in which Directorship held | P. K. Agri Link Private Limited, Shri Jatadhari Rice Mill Private Limited, Intellect Buildcon Private Limited | Tara Stone Private Limited | NIL |
| Chairman/Member of the Committees of the Board across all Public Companies in which he is a Director | NIL | NIL | NIL |
| Chairman/Member of the Committees of the Board of the Company | NIL | Chairman-Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee | Member- Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee |
| Disclosure of relationships between Directors inter-se and other Key Managerial Personnel | Daughter in law of Sri Prabhat Kumar Halder, CFO | No relationship shared with any Key Managerial Personnel of the Company. | No relationship shared with any Key Managerial Personnel of the Company |
| Terms and conditions of appointment / re-appointment | Reappointment pursuant to retire by rotation | Being Independent directors, entitled to sitting fees only | Being Independent directors, entitled to sitting fees only |
| Remuneration sought to be paid/ last drawn | Details as per Annexure-V of the Directors' Report | Details as per Annexure of the Directors' Report | Details as per Annexure-V of the Directors' Report |
| Number of Board Meetings attended during the year | Disclosed in the Directors' Report | Disclosed in the Directors' Report | Disclosed in the Directors' Report |

By the order of the Board

Date: May 30, 2018
Place: Kolkata

(ABHISHEK PAL)
(COMPANY SECRETARY)
(ACS: 50031)

DIRECTORS' REPORT

Dear Shareholders,

The Directors have pleasure in presenting the 36th Annual Report and the Company's Audited Financial Statements (standalone and consolidated) for the financial year ended March 31, 2018.

1. SUMMARY OF FINANCIAL RESULTS:

The Company's financial performance for the year ended March 31, 2018 is summarized below:

| PARTICULARS | (Amount in Rs) | | (Amount in Rs) | |
|---|----------------|----------|----------------|--------------|
| | STANDALONE | | CONSOLIDATED | |
| | 2017-18 | 2016-17 | 2017-18 | 2016-17 |
| Profit Before Tax | 36,18,017 | 1,78,063 | 4,18,84,235 | 4,15,01,936 |
| Less: Current Tax | 9,40,282 | 53,187 | 1,14,06,190 | 1,03,05,660 |
| Deferred Tax | (4,849) | 4,849 | 24,07,505 | 37,61,473 |
| Profit After Tax | 26,82,584 | 1,20,027 | 2,80,70,540 | 2,74,34,803 |
| Add: Profit Brought Forward From Previous Year | 7,52,572 | 8,72,598 | 42,50,47,525 | 39,07,95,925 |
| Less: Adjustment For Income Tax For Earlier Years | (2,858) | - | - | - |
| Profit/ Loss Carried Forward | 19,27,154 | 7,52,572 | 43,88,07,846 | 42,50,47,525 |
| Basic/ Diluted Earnings Per Share | 0.85 | 0.04 | 8.88 | 8.56 |

2. OPERATION AND STATE OF COMPANY'S AFFAIRS:

The Company is engaged in Trading in rice and rice bran and cashew nuts as its principal business. However, the Company has started trading in cashew nuts from this year. It gives us immense pleasure to inform that the Company has a healthy management and worker relationships and we pledge to strengthen the same to improve quality of work culture and productivity.

The Company also enjoys a very good reputation for quality products and sustained quality maintenance with all the major builders and dealers. We are known for creating dependable supply levels and maintaining cordial relationships with all dealers and customers.

During the year under review the standalone turnover of the Company amounted to Rs 10,08,18,354/- and consolidated turnover amounted to Rs 2,33,49,35,140/- whereas in the previous year standalone turnover of the Company was Rs 2,14,93,755/- and consolidated turnover was Rs 3,32,03,310/- Standalone Profit for the year has increased by 95% and Consolidated Profit has

increased by 99% Standalone Exports for the year have increased by 65%; Consolidated Exports have increased by 13%

The Management is hoping for better results in the coming years.

3. DIVIDEND:

The Board considered it to be prudent to conserve the resources for the Company's growth and expansion and accordingly does not recommend payment of any dividend on the Equity shares for the financial year under review.

4. TRANSFER TO RESERVES:

The Directors do not propose to transfer any amount to the general reserves, during the year.

5. VOLUNTARY DELISTING OF SHARES FROM THE CALCUTTA STOCK EXCHANGE:

The Company had applied for Voluntary Delisting of equity shares of the Company from The Calcutta Stock Exchange Limited in compliance with Regulation 6(a) of the SEBI (Delisting of Equity Shares) Regulations, 2009. The CSE Ltd had vide its letter no CSE/LD/13691/2017, dated 30.10.2017 confirmed the voluntary delisting of equity shares from the CSE with effect from 31.10.2017.

6. MANAGEMENT DISCUSSION & ANALYSIS:

Management Discussion and Analysis report for the year under review, as stipulated under Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached with this Report and marked as **Annexure-I.**

7. EXTRACT OF ANNUAL RETURN:

An extract of the Annual Return for the year ended 31st March, 2018, in the prescribed Form MGT-9, pursuant to Section 92(3) of the Companies Act, 2013, read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is attached with this Report and marked as **Annexure - II.**

8. CORPORATE GOVERNANCE:

The provisions of Regulation 15(2) read with Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. Hence, report on Corporate Governance for the financial year 2017-18 is not attached herewith.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of the Act and the Articles of Association of the Company, Mrs. Poulomi Halder (DIN: 02224305), director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered herself for re-appointment.

10. AUDIT COMMITTEE:

The Composition of the Audit committee is in accordance with the requirements of section 177 of the Companies Act 2013 and comprises of Sri Debasis Saha as Chairman and Sri Keshab Kumar Halder and Sri Zakir Hossain as its members.

During the Financial Year 2017-18, 4 (four) meetings of the Audit Committee of the Board of Directors were held on 21.06.2017, 11.08.2017, 12.12.2017, and 13.02.2018 All the recommendations made by the Audit Committee were accepted by the Board.

11. NOMINATION AND REMUNERATION COMMITTEE:

The Composition of the Nomination and Remuneration Committee is in accordance with the requirements of section 178 of the Companies Act 2013, and comprises of Sri Debasis Saha as Chairman and Sri Prabhat Kumar Halder and Sri Zakir Hossain as its members.

During the Financial Year 2017-18, 1 (One) meeting of the Nomination and Remuneration Committee of the Board of Directors was held on 20.12.2017

12. DECLARATION UNDER SECTION 149 OF THE COMPANIES ACT, 2013:

The Independent Directors of the Company have given the declaration of independence to the Company stating that they meet the criteria of Independence as mentioned under Section 149(6) of the Companies Act, 2013. The independent directors had their meeting on 13.02.2018.

13. FORMAL ANNUAL EVALUATION OF THE BOARD:

The Nomination and Remuneration Committee of the Board has devised criteria for evaluation of the performance of Directors in compliance with the Companies Act, 2013 and applicable regulations. The Board has evaluated its own performances and that of its Committees and all individual directors including both Independent and Non Independent Directors. All the Directors of the Company are found to be persons of having knowledge and experience in their respective area and their association with the Company is considered to be beneficial to the Company. During the year under review, the Committee made the performance evaluation as above, based on the following criterions, in line with the Nomination and Remuneration Policy:

- Attendance and participation in the meetings;
- Preparedness for the meetings;
- Understanding of the Company and the external environment in which it operates and
- Constructive contribution to issues and active participation at meetings

The Committee found the performance of the Directors to be satisfactory.

14. COMPANY'S POLICY ON NOMINATION AND REMUNERATION OF DIRECTORS:

The Board of Directors of the Company has adopted an Appointment and Remuneration Policy in consultation with its Nomination and Remuneration Committee, pursuant to Section 178(3) and other applicable provisions of the Companies Act, 2013, for determining qualifications, positive attributes and independence of directors and criteria for directors' appointment and remuneration. The details of Nomination and Remuneration Policy of the Company are disclosed in **Annexure- VI** of the Report.

15. VIGIL MECHANISM:

The Company has established an effective whistle blower policy (Vigil Mechanism), pursuant to Section 177(9) of the Act, 2013 and Rules made there under, and procedures for its Directors and employees for enabling them to report their genuine concerns, if any. It also provides for adequate safeguards against victimization of persons. The Policy on Vigil Mechanism may be accessed on the company's website at: www.halderventure.in.

16. NUMBER OF MEETINGS OF THE BOARD:

During the Financial Year 2017-18, six (6) meetings of the Board of Directors of the Company were held on 29.05.2017, 21.06.2017, 11.08.2017, 12.12.2017, 20.12.2017 and 13.02.2018. All the Directors of the Company were present in the meetings.

17. DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act 2013, the directors confirm that:

- a. In the preparation of the annual accounts for the financial year ended 31 March 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March, 2018 and of the profit of the Company for period from 1 April 2017 to 31 March 2018;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors had prepared the annual accounts for the financial year ended 31 March 2018 on a going concern basis;

- e. The Director had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. STATUTORY AUDITORS AND ITS REPORT:

M/s Sen & Ray, Chartered Accountants (FRN 303047E), were appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years, at its 34th Annual General Meeting held on 28.09.2016, till the conclusion of the Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of their re- appointment at every AGM). They have confirmed that they are not disqualified from continuing as Auditors of the Company. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remarks. However, the Auditor has given a disclaimer opinion that the Company has not established internal financial control over financial reporting in the manner as stated in the guidance notes on Internal Financial control over Financial Reporting issued by the Institute of Chartered Accountants of India. The Board has noted the same and assures of proper compliance and establishment of the same.

19. SECRETARIAL AUDITOR:

The Board has appointed Mr. Manoj Prasad Shaw, Practicing Company Secretary (FCS 4194), to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith marked as **Annexure- III** to this Report.

20. INTERNAL AUDITOR:

M/s Gautam K. Datta & Associates, Chartered Accountants, (FRN: 328566E) were appointed as Internal Auditor for the financial year 2017-18. They have submitted their report based on the internal audit conducted during the year under review.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

22. CONTRACT AND ARRANGEMENT WITH RELATED PARTIES:

The Audit Committee reviews all the Related Party Transactions, to ensure that the same are in line with the provisions of Law and Policy. The Committee approves the Related Party Transactions entered by the Company under section 188 of the Companies Act, 2013, details of which are disclosed in the notes forming part of the financial statements.

23. CORPORATE WEBSITE:

The Company's web address is **www.halderventure.in**. The website contains a complete overview of the Company. The Company's Annual Report, financial results, details of its business, shareholding pattern, compliance with Corporate Governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, the distribution schedule, and Code of Conduct are uploaded on the website.

24. DISCLOSURES UNDER RULE 8 OF COMPANIES (ACCOUNTS) RULES, 2014:

i. Names of Companies which have become or ceased to be Subsidiaries, Joint Venture Companies or Associate Companies during the year: During the year the Company acquired P. K. Agri Link Private Limited thereby making it its Subsidiary (53.46%). Previously P. K. Agri Link Private Limited was an Associate of the Company (47.01%). Apart from this no company has become or ceased to be its subsidiaries, Joint Venture or Associate Companies. following subsidiaries and associate companies:

ii. Performance Of Subsidiaries And Associate Companies: A report on the performance and the financial position of each of the Subsidiaries and Associate Companies is annexed herewith and marked as **Annexure- IV**.

iii. Financial summary or highlights: As detailed under the heading 'Summary of Financial Results'

iv. Change in the nature of business, if any: None

v. Details of Directors or Key Managerial Personnel, who were appointed or resigned during the year:

Niladri Sekhar Roy and Pronoy Bhattacharya resigned as Additional Directors from the Company on 23/09/2017 and 20/12/2017 respectively.

Debasis Saha and Zakir Hossain were appointed as Additional Directors of the Company while Abhishek Pal was appointed as the Company Secretary of the Company on 20.12.2017

vi. Details relating to deposits:

There were no fixed deposits from the public outstanding of the Company at the end of the financial year. No fixed deposit has been accepted during the year and as such, there is no default in repayment of the said deposits. There has not been any deposit, which is not in compliance with the requirements of Chapter V of the Companies Act, 2013.

vii. Significant material orders: No significant and material orders have been passed by any regulator(s) or Court(s) or Tribunal(s) impacting the going concern's status and Companies operations in future.

viii. Adequacy of Internal Financial Control: The Company has an adequate system of internal control

procedure as commensurate with the size and nature of business, which ensures that all assets are safeguarded and protected against loss and all transactions are recorded and reported correctly. The internal control system of the Company is monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors. The observations and comments of the Audit Committee are placed before the Board for reference. The scope of internal audit includes audit of Purchase Facilities, Sales Promotion Expenditure and Incentive Scheme, Debtors and Creditors policy, Inventory policy, GST matters and others, which are also considered by the Statutory Auditors while conducting audit of the annual financial statements. However, the Auditor has given a disclaimer opinion in its report that the Company has not established internal financial control over financial reporting in the manner as stated in the guidance notes on Internal Financial control over Financial Reporting issued by the Institute of Chartered Accountants of India. The Board has noted the same and assures of proper compliance and establishment of the same.

xi. Conservation Of Energy, Technology, Absorption, Foreign Exchange Earnings And Outgo:

A) Conservation Of Energy: All the manufacturing operations of Vanaspati remains suspended for the time being, no substantial energy is being consumed. As such additional information required in terms of section 134(3)(m) of the Companies act, 2013 The Senior personnel continuously monitor energy consumption

B) Technology absorption: The Company has no activities relating to technology absorption.

C) Foreign exchange earnings and Outgo: Earnings by way of export- INR 3,29,03,975.00

Outgo- INR 62,136,569.00

25. CONSOLIDATED FINANCIAL STATEMENT:

The Consolidated Financial Statements have been prepared in accordance with the principles and procedures for the preparation and presentation of Consolidated Accounts as set out in Section 129 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The Audited Consolidated Financial Statement together with Auditors' Report forms part of the Annual Report.

26. RISK MANAGEMENT POLICY:

The Company does not have any Risk Management Policy as the elements of risk, threatening the Company's existence, are minimal.

27. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

28. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid all the pending Annual Listing Fees to BSE where the Company's shares are listed. BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, financial results, notices and outcome of the Board Meetings, among others are also filed electronically on the Listing Centre.

29. DEMATERIALIZATION OF SHARES:

95.64% of the Company's paid up Equity Shares Capital is in dematerialization form as on 31st March, 2018 and balance 4.36% is in physical form.

Share transfers in physical form are processed by the Registrar and Transfer Agents, Maheshwari Datamatics Private Limited (23 R.N Mukherjee Road, 5th Floor, Kolkata- 700001, West Bengal, Tel: 033-2248 2248, 2243 5809/5029; Fax No: 033- 2248 4787; Email Id: mdpldc@yahoo.com) and are approved by the Board of Directors of the Company or the authorised signatories of the Company. Share transfers are registered and returned within 15 days from the date of lodgment if documents are complete in all respects. The depository system handles share transfers in dematerialized form.

30. MATERIAL CHANGES OCCURRED AFTER END OF FINANCIAL YEAR:

No material changes and commitment which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

31. SHARE CAPITAL:

Issue of equity shares with differential rights: The Company has not issued any of its securities with differential rights during the year under review.

Buy Back of Securities: The Company has not bought back any of its securities during the year under review.

Sweat Equity, Bonus Shares & Employee Stock Option Plan: The Company has neither issued sweat equity or bonus shares nor has provided any stock option scheme to the employees.

Preferential Issue of Capital: The Company has not made any preferential issue during the current financial year.

32. PARTICULARS OF EMPLOYEES:

The disclosure as required under Rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is enclosed with this report as **Annexure V**. The Company has not paid any remuneration attracting the provisions of Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. Hence, no information is required to be appended to this report in this regard.

33. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The Directors are pleased to report that, during the year under review, neither any complaints of sexual harassment were received by it, nor were there any complaints relating thereto which required any disposal thereof.

34. ACKNOWLEDGEMENT:

The Board would like to express its sincere appreciation for the valuable support and co-operation received from various Central and State Government Authorities, Stock Exchanges, Financial Institutions and Banks during the year. They also gratefully acknowledge the support extended by the customers and shareholders and contribution made by the employees at all level.

For and on behalf of the Board of Directors

Date: May 30, 2018

Place: Kolkata

(KESHAB KUMAR HALDER)
(MANAGING DIRECTOR)
(DIN: 00574080)

ANNEXURE-I

MANAGEMENT DISCUSSION & ANALYSIS REPORT

- (a) **Industry Structure and Development:** Halder Venture Limited is mainly engaged in Trading in rice and rice bran and cashew nuts as its principal business. Rice is the staple food of 65% of India's population and its cultivation is a major source of employment in South Asia. India, Bangladesh and Pakistan supply almost 30% of the world's paddy rice. India is one of the world's largest traders of rice, accounting for about 20% of all world rice trading where our Company is also primarily present. The Indian production of cashews is around 4.6 lakh tons per year. As India is the largest processor country in the world, it is left with more quantity for exports that also makes it the largest exporter in the world

cashew market. It annually exports around 4 million cartons in one year. There is a cohesive focus on maintaining the demand supply balance in the country. The Company is expected to continue to be a dominant player in the agricultural sector with increasing demand for processed food in recent years with the growth of population, rapid urbanization and changing life styles.

- (b) Opportunities and Threats:** Favorable policy initiatives towards exports are encouraging the rice industry and cashew nuts industry towards higher exports. Increasing popularity of rice-based snacks, cashew nuts and other eatables made of cashew nuts is increasing institutional demand. Growing popularity of large format retail is enabling marketers to launch and display more and more specialized varieties, leading to higher than usual offtake off the shelves. Marketers' response with niche variants for restaurants is also adding to the growth. Indian prices of agriculture commodities are controlled by the Government. The Minimum Support Price for Paddy (Common) has increased from 1470 per quintal in 2016-17 to 1550 per quintal for the year 2017-18 and Paddy (Grade A) has increased from 1510 per quintal in 2016-17 to 1590 per quintal in 2017-18. The Company's main threat is competition from multinational giants and local entrepreneur who are also engaged in this industry.
- (c) Segment-wise or product-wise performance:** The Company is a single segment company therefore details of segment-wise performance is not applicable. The Company has started trading of cashew nuts also from this year revenue which constituted 67.36% of the total standalone revenue of the Company whereas trading of rice formed 32.64%
- (d) Outlook:** The encouraging growth on sales in previous years is likely to be sustained in current year also. Outlook for the current year remains strong.
- (e) Risks and concerns:** The Company's operations are subject to risks which can impact business performance essentially with regard to prices of basic materials. The management assesses such risks and takes measures to address the same. The fundamental of the rice industry as well as the cashew nut industry appears to be better and is growing fast because of the improvement in the agricultural sector. The Company is committed to adhere to all applicable environment regulations and improve upon the environmental performance on a continued basis.
- (f) Internal control systems and their adequacy:** The Company has an adequate system of internal control procedure as commensurate with the size and nature of business, which ensures that all assets are safeguarded and protected against loss and all transactions are recorded and reported correctly.
- (g) Discussion on financial performance with respect to operational performance:** The Management is pleased to report that Company's business plan is progressing as per the Management's satisfaction. The year in review shows a moderate performance by the Company with respect to sluggish

demand in the agricultural industry. The present order position is healthy and we are expecting the markets to improve both in terms of liquidity and also demand in the coming years.

(h) Material developments in Human Resources / Industrial Relations front, including number of people employed: The Company believes that human assets constitute the driving force behind the Company's growth plans and has a healthy management and worker relationships and pledges to strengthen the same to improve quality of work culture and productivity. The human resource/ industrial relations remained cordial throughout the year and there was no incidence of strike, lock out etc.

For and on behalf of the Board of Directors

Date: May 30, 2018

Place: Kolkata

.....
(KESHAB KUMAR HALDER)
(MANAGING DIRECTOR)
(DIN: 00574080)

ANNEXURE-II

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2018

[Pursuant to section 92(3) of the Companies Act 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | |
|---|--|
| i) CIN: | L74210WB1982PLC035117 |
| ii) Registration Date: | 24/07/1982 |
| iii) Name of the Company: | HALDER VENTURE LIMITED |
| iv) Category / Sub-Category of the Company: | Listed Public Company Limited by Share |
| v) Address of the Registered office and contact details : | Diamond Heritage, 16, Strand Road, 10th Floor, Room No- 1012, Kolkata-700001 |
| vi) Whether listed company : | Yes |
| vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: | M/s Maheshwari Datamatics Pvt. Ltd. Address: 23, R.N Mukherjee Road, 5th Floor, Kolkata- 700001; Tel: 033-2248 2248; E Mail Id: mdpldc@yahoo.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1. | Retail Trade | 4711 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sl. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % Of Shares Held | Applicable Section |
|---------|------------------------------------|-----------------------|--------------------------------|------------------|--------------------|
| 1 | Prakruti Commosale Private Limited | U52190WB2011PTC164186 | Subsidiary | 100% | 2 (87) |
| 2 | JDM Commercial Private Limited | U52100WB2010PTC146772 | Subsidiary | 100% | 2 (87) |

| | | | | | | | | | |
|--|---------------|-----------|---------------|----------------|---------------|----------|---------------|----------------|---------------|
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 622980 | 20 | 623000 | 19.7108 | 622980 | 0 | 622980 | 19.7102 | 0.0032 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks / FI | - | - | - | - | - | - | - | - | - |
| c) Central Govt. | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FII's | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (Specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | - | - | - | - | - | - | - | - | - |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 2250000 | 0 | 2250000 | 71.1868 | 1020010 | 0 | 1020010 | 32.2716 | 54.6663 |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | - | - | - | - | - | - | - | - | - |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 0 | 137700 | 137700 | 4.3566 | 1250 | 137720 | 138970 | 4.3968 | 0.9139 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 150000 | 0 | 150000 | 4.7458 | 1198000 | 0 | 1198000 | 37.9030 | 87.4791 |
| c) Others Clearing member | - | - | - | - | 180740 | 0 | 180740 | 5.7184 | 100 |

| | | | | | | | | | |
|--|----------------|---------------|----------------|----------------|----------------|---------------|----------------|----------------|----------|
| Sub-total (B)(2):- | 2400000 | 137700 | 2537700 | 80.2892 | 2400000 | 137720 | 2537720 | 80.2898 | 0 |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 2400000 | 137700 | 2537700 | 80.2892 | 2400000 | 137720 | 2537720 | 80.2898 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 3022980 | 137720 | 3160700 | 100 | 3022980 | 137720 | 3160700 | 100 | 0 |

(ii) Shareholding of Promoters.

| SI No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|--------|----------------------|---|---------------------------------|---|-------------------------------------|---------------------------------|---|--|
| | | No. of Shares | %of total Shares of the company | % of Shares Pledged/ encumbered to total shares | No. of Shares | %of total Shares of the company | % of Shares Pledged/ encumbered to total shares | |
| 1 | Rekha Haldar | 151220 | 4.7844 | 0 | 151220 | 4.7844 | 0 | 0 |
| 2 | Poulomi Halder | 150800 | 4.7711 | 0 | 150800 | 4.7711 | 0 | 0 |
| 3 | Keshab Kumar Halder | 150600 | 4.7648 | 0 | 150600 | 4.7648 | 0 | 0 |
| 4 | Prabhat Kumar Haldar | 150400 | 4.7584 | 0 | 150400 | 4.7584 | 0 | 0 |
| 5 | Koustuv Halder | 10000 | 0.3164 | 0 | 10000 | 0.3164 | 0 | 0 |
| 6 | Shrestha Halder | 9960 | 0.3151 | 0 | 9960 | 0.3151 | 0 | 0 |
| 7 | Manish Dalmia | 10 | 0.0003 | 0 | 0 | 0 | 0 | 100 |
| 8 | Raj Kumar Sharma | 10 | 0.0003 | 0 | 0 | 0 | 0 | 100 |
| | TOTAL | 623000 | 19.7108 | 0 | 622980 | 19.7102 | 0 | 0.0032 |

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|-------------------------|-----------------------------|--|----------------------------------|-------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Rekha Halder | 151220 | 4.7844 | 151220 | 4.7844 |
| Changes during the year | | NO CHANGES DURING THE YEAR | | | |
| 2 | Poulomi Halder | 150800 | 4.7711 | 150800 | 4.7711 |
| Changes during the year | | NO CHANGES DURING THE YEAR | | | |
| 3 | Keshab Kumar Halder | 150600 | 4.7648 | 150600 | 4.7648 |
| Changes during the year | | NO CHANGES DURING THE YEAR | | | |
| 4 | Prabhat Kumar Halder | 150400 | 4.7584 | 150400 | 4.7584 |
| Changes during the year | | NO CHANGES DURING THE YEAR | | | |
| 5 | Koustuv Halder | 10000 | 0.3164 | 10000 | 0.3164 |
| Changes during the year | | NO CHANGES DURING THE YEAR | | | |
| 6 | Shrestha Halder | 9960 | 0.3151 | 9960 | 0.3151 |
| Changes during the year | | NO CHANGES DURING THE YEAR | | | |
| 7 | Manish Dalmia | 10 | 0.0003 | 0 | 0 |
| Changes during the year | | DECREASE IN SHAREHOLDING PURSUANT TO TRANSFER OF SHARES ON 24.06.2017 | | | |
| 8 | Raj Kumar Sharma | 10 | 0.0003 | 10 | 0.0003 |
| Changes during the year | | DECREASE IN SHAREHOLDING PURSUANT TO TRANSFER OF SHARES ON 24.06.2017 | | | |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl No | Name of the Top 10 Shareholders | Shareholding at the beginning of the year | | Date | Increase/ Decrease shareholding | Reason | Shareholding at the end of the year | |
|-------|--|---|----------------------------------|------------|---------------------------------|---|-------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| 1 | Wonderland Paper Suppliers Private Limited | 150000 | 4.75 | 31.03.2018 | 4000 | Decrease in shareholding pursuant to transfer of shares | 110000 | 3.48 |
| 2 | Hora Dealcomm Private Limited | 150000 | 4.75 | 31.03.2018 | 150000 | Decrease in shareholding pursuant to transfer of shares | 0 | 0 |
| 3 | Linkup Financial Consultants Pvt. Ltd | 150000 | 4.75 | - | 0 | No changes during the year | 150000 | 4.75 |

| | | | | | | | | |
|----|--|--------|------|------------|--------|---|------------|------|
| 4 | Banwari Lal Mahansaria | 150000 | 4.75 | 31.03.2018 | 150000 | Decrease in shareholding pursuant to transfer of shares | 0 | 0 |
| 5 | Graceful Financial Consultancy Private Limited | 150000 | 4.75 | 30.12.2017 | 150000 | Decrease in shareholding pursuant to transfer of shares | 0 | 0 |
| 6 | Navagantuk Stock Broking Private Limited | 150000 | 4.75 | 30.09.2017 | 125000 | Decrease in shareholding pursuant to transfer of shares | 25000 | 0.79 |
| 7 | Vishal Highrise Private Limited | 150000 | 4.75 | 30.12.2017 | 150000 | Decrease in shareholding pursuant to transfer of shares | 0 | 0 |
| 8 | Bhagwat Marcom Private Limited | 150000 | 4.75 | 30.12.2017 | 150000 | Decrease in shareholding pursuant to transfer of shares | 0 | 0 |
| 9 | Glaze Construction Private Ltd | 150000 | 4.75 | 31.03.2018 | 150000 | Decrease in shareholding pursuant to transfer of shares | 0 | 0 |
| 10 | Giridhan Niwas Private Limited | 150000 | 4.75 | 30.12.2017 | 150000 | Decrease in shareholding pursuant to transfer of shares | 0 | 0 |
| 11 | Zodiac Vanijya Private Limited | 0 | 0 | 30.09.2017 | 125000 | Shares obtained through shares transfer | 27500 0 | 8.70 |
| | | | | 30.12.2017 | 150000 | | | |
| 12 | Dkc Trading Private Limited | 0 | 0 | 30.12.2017 | 150000 | Shares obtained through shares transfer | 15000 0 | 4.75 |
| 13 | Panther Commotrade Private Limited | 150000 | 4.75 | - | 0 | No changes during the year | 15000 0 | 4.75 |
| 14 | Shivam Machinery Traders Private Limited | 150000 | 4.75 | - | 0 | No changes during the year | 15000 0 | 4.75 |

| | | | | | | | | |
|----|--------------------|---|---|------------|--------|---|--------|------|
| 15 | Suman Roy | 0 | 0 | 31.03.2018 | 298000 | Shares obtained through shares transfer | 298000 | 9.43 |
| 16 | Amarjit Yadav | 0 | 0 | 30.06.2017 | 150000 | Shares obtained through shares transfer | 150000 | 4.75 |
| 17 | Debabrata Pramanik | 0 | 0 | 31.03.2018 | 150000 | Shares obtained through shares transfer | 150000 | 4.75 |

(v) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | Name | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|---------|---|---|----------------------------------|-------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Keshab Kumar Halder (Managing Director) | 150600 | 4.7648 | 150600 | 4.7648 |
| 2 | Debasis Saha (Independent Director) | 0 | 0 | 0 | 0 |
| 3 | Prabhat Kumar Haldar (Director & CFO) | 150400 | 4.7584 | 150400 | 4.7584 |
| 4 | Poulomi Halder (Director) | 150800 | 4.7711 | 150800 | 4.7711 |
| 5 | Zakir Hossain (Independent Director) | 0 | 0 | 0 | 0 |
| 6 | Abhishek Pal (Company Secretary) | 0 | 0 | 0 | 0 |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year: | | | | |
| i)Principal Amount | 0 | 380000 | 0 | 380000 |
| ii)Interest due but not paid | 0 | 0 | 0 | 0 |
| iii)Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total(i+ii+iii) | 0 | 0 | 0 | 0 |
| Change in Indebtedness during the financial year: | | | | |
| · Addition | 0 | 0 | 0 | 0 |
| · Reduction | 0 | 0 | 0 | 0 |

| | | | | |
|---|----------|-------|---|----------|
| Net Change | 0 | 0 | 0 | 0 |
| Indebtedness at the end of the financial year: | | | | |
| i)Principal Amount | 20309396 | 80000 | 0 | 20389396 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 20309396 | 80000 | 0 | 20389396 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| Sl. no. | Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount (Rs.) |
|----------|---|----------------------------|--------------------|
| 1 | | Keshab Kumar Halder | |
| 1 | Gross salary (Rs): | NIL | NIL |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | NIL | NIL |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | NIL | NIL |
| | (c) Profits in lieu of salary under section 17(3) of Income tax Act, 1961 | NIL | NIL |
| 2 | Stock Option | NIL | NIL |
| 3 | Sweat Equity | NIL | NIL |
| 4 | Commission: | NIL | NIL |
| | - as % of profit | NIL | NIL |
| | - others, specify | NIL | NIL |
| 5 | Others (LTA and Retirement benefits) | NIL | NIL |
| | Total (A) | NIL | NIL |
| | Ceiling as per the Act | NA | |

B. Remuneration to other directors:

| Sl. no. | Particulars of Remuneration | Name of Directors | | Total Amount (Rs.) |
|---------|--|-------------------|---------------|--------------------|
| 1 | Independent Directors | Debasis Saha | Zakir Hossain | NIL |
| | · Fee for attending board committee meetings | NIL | NIL | NIL |
| | · Commission | NIL | NIL | NIL |
| | · Others, please specify | NIL | NIL | NIL |

| | | | | |
|---|--|-----|-----|-----|
| | Total (1) | NIL | NIL | NIL |
| 2 | Other Non-Executive Directors | NIL | NIL | NIL |
| | · Fee for attending board committee meetings | NIL | NIL | NIL |
| | · Commission | NIL | NIL | NIL |
| | · Others, please specify | NIL | NIL | NIL |
| | Total (2) | NIL | NIL | NIL |
| | Total (B)=(1+2) | NIL | NIL | NIL |

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

| Sl. No. | Particulars of Remuneration | (Key Managerial Personnel) | | |
|---------|---|----------------------------|-------------------|-----------|
| | | CFO | Company Secretary | Total |
| | Name | Prabhat Kumar Haldar | Abhishek Pal | |
| 1 | Gross salary | NIL | NIL | NIL |
| | (a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961 | NIL | 68,000.00 | 68,000.00 |
| | (b) Value of perquisites u/s17(2) Income-tax Act, 1961 | NIL | NIL | NIL |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | NIL | NIL | NIL |
| 2 | Stock Option | NIL | NIL | NIL |
| 3 | Sweat Equity | NIL | NIL | NIL |
| 4 | Commission: | NIL | NIL | NIL |
| | - as % of profit | NIL | NIL | NIL |
| | - others, specify... | NIL | NIL | NIL |
| 5 | Others, please specify | NIL | NIL | NIL |
| | Total | NIL | 68,000.00 | 68,000.00 |

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty /Punishment/ Compounding fees imposed | Authority [RD / NCLT / COURT] | Appeal made, if any, (give details) |
|----------------------------------|------------------------------|-------------------|--|-------------------------------|-------------------------------------|
| COMPANY | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| DIRECTORS | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compoundin g | - | - | - | - | - |
| OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compoundin g | - | - | - | - | - |

For and on behalf of the Board of Directors

Date: May 30, 2018

Place: Kolkata

(KESHAB KUMAR HALDER)
(MANAGING DIRECTOR)
(DIN: 00574080)

ANNEXURE-III

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

HALDER VENTURE LIMITED

Diamond Heritage, 16 Strand Road,

10th Floor, Room No- 1012

Kolkata- 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HALDER VENTURE LIMITED**, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March. 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act);

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period).
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period).
- (vi) We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company are as follows :-
 - I. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.
 - II. Acts as prescribed under Direct Tax and Indirect Tax
 - III. Local laws as applicable to various offices and plants
 - IV. Maternity Benefit Act, 1961
 - V. The Negotiable Instruments Act, 1881
 - VI. Indian Contract Act, 1872
 - VII. Indian Stamp Act, 1899
 - VIII. The Industrial Disputes Act, 1947

We have also examined compliance with the applicable clauses of the following:

- (i) The Company has complied with the applicable Clauses of SS-1 (Secretarial Standard on Meetings of the Board of Directors) and SS-2 (Secretarial Standard on General Meetings) issued by the Institute of Company Secretaries of India.
- (ii) The Company has complied with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the stock exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

The vacancy caused by cessation of Company Secretary was filled up after a time gap of more than 6 (Six) months i.e another Company Secretary was appointed after a period of more than 6 months which is a violation of section 203 of the Companies Act, 2013.

The Company has entered into related party transactions during the year without complying with the provisions of section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers), Rules, 2014.

The Company had not filed form MGT-14 with the Ministry of Corporate Affairs for approval of audited financial statements and director's report, appointment of internal auditor and appointment of secretarial auditor for the year 2015-16 and 2016-17 which is a violation of section 117(3) and section 179(3) of the Companies Act, 2013, read with Rule 24 of the Companies (Management and Administration) Rules, 2014.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions of the Board were unanimously passed and no dissenting views have been recorded in the Minutes of the Board.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the Company had applied for Voluntary Delisting of equity shares of the Company from The Calcutta Stock Exchange Limited in compliance with Regulation 6(a) of the SEBI (Delisting of Equity Shares) Regulations, 2009. The CSE Ltd had vide its letter no CSE/LD/13691/2017, dated 30.10.2017, confirmed the voluntary delisting of equity shares from the CSE with effect from 31.10.2017

We further report that during the financial year the Company has shifted its registered office within local limits of the city from 1, Shakespear Sarani, 6th Floor, Block-6F, Kolkata, West Bengal- 700071 to Diamond Heritage, 16 Strand Road, 10th Floor, Room No- 1012, Kolkata, West Bengal- 700071.

We further report that during the audit period, there was no specific event/ action having a major bearing on the Company's affairs, requiring consent of members in pursuance to the laws, rules, regulations, guidelines, etc. referred to above.

Place: Kolkata
Date: 30.05.2018

For M/s Manoj Shaw & Co.

(Company Secretaries)
Manoj Prasad Shaw
(Proprietor)
FCS No. 5517; C P No.: 4194

The report is to be read with our letter of even date which is annexed as **Annexure - A** and forms an integral part of this report.

Annexure - A

To,

The Members

HALDER VENTURE LIMITED

Diamond Heritage, 16 Strand Road,
10th Floor, Room No- 1012
Kolkata- 700001

Our report of even date is to be read along with this letter.

Management's Responsibility:

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 30.05.2018

For M/s Manoj Shaw & Co.

(Company Secretaries)
Manoj Prasad Shaw
(Proprietor)
FCS No. 5517; C P No.: 4194

ANNEXURE-IV

FORM AOC-1

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/ Joint Ventures

Part "A": SUBSIDIARIES

(Information in respect of each subsidiary is presented with amounts in Rs.)

| 1 | SL No. | 1 | 2 | 3 | 4 | 5 |
|----|---|------------------------------------|--------------------------------|------------------------------------|--------------------------------------|---------------------------------|
| 2 | Name of Subsidiary | Prakruti Commosale Private Limited | JDM Commercial Private Limited | Intellect Buildcon Private Limited | Reliable Advertising Private Limited | P. K. Agri Link Private Limited |
| 3 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | NO | NO | NO | NO | NO |
| 4 | Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries | NA | NA | NA | NA | NA |
| 5 | Share capital: | 2,41,800.00 | 75,28,000 | 4,45,000.00 | 56,22,500.00 | 2,38,35,200.00 |
| 6 | Reserves and surplus | 14,16,64,584.00 | 17,79,96,303.00 | 31,60,687.00 | 5,06,26,317.00 | 22,27,38,296 |
| 7 | Total assets | 14,20,76,372.00 | 18,71,90,248.00 | 46,64,366.00 | 9,36,02,409.00 | 85,19,19,003.00 |
| 8 | Total Liabilities | 14,20,76,372.00 | 18,71,90,248.00 | 46,64,366.00 | 9,36,02,409.00 | 85,19,19,003.00 |
| 9 | Investments | 9,61,84,631.00 | 18,56,00,000.00 | 26,66,100.00 | 9,34,34,689.00 | NIL |
| 10 | Turnover | 6,72,800.00 | 26,69,900.00 | 7,58,004.00 | 12,37,344.00 | 1,20,34,38,515.00 |
| 11 | Profit before taxation | 6,744.00 | 19,894.00 | 24,647.00 | 53,196.00 | 1,90,58,311.00 |
| 12 | Provision for taxation | 1,736.00 | 5,123.00 | 3,940.00 | 13,698.00 | 65,65,045.00 |
| 13 | Profit after taxation- | 5,007.00 | 14,771.00 | 11,361.00 | 39,498.00 | 1,24,93,266.00 |

| | | | | | | |
|----|-------------------|-----|-----|--------|--------|---------------------------------|
| | | | | | | |
| 14 | Proposed Dividend | NIL | NIL | NIL | NIL | NIL |
| 15 | % of shareholding | 100 | 100 | 77.53% | 87.59% | NIL (through effective control) |

Names of subsidiaries which are yet to commence operations-NIL

Names of subsidiaries which have been liquidated or sold during the year-NIL

Part "B": ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| Name of Associates/ Joint Ventures | P. K. Cereals Private Limited | Shri Jatadhari Rice Mill Private Limited |
|---|--|--|
| 1. Latest audited Balance Sheet Date | 31.03.2018 | 31.03.2018 |
| 2. Shares of Associate/ Joint Venture held by the company on the year end | NIL | NIL |
| No. | | |
| Amount of Investment in Associates/ Joint Venture | | |
| Extent of Holding % | 26.77% | 40.47% |
| 3. Description of how there is significant influence | The holding company holds the investment through its Subsidiaries | |
| 4. Reason why the associate/joint venture is not consolidated | The holding company does not hold controlling stake in the associates hence not considered for Consolidation | |
| 5. Net worth attributable to shareholding as per latest audited Balance Sheet | 13014005 | 75081685 |
| 6. Profit or Loss for the year | | |
| i. Considered in Consolidation | | |
| ii. Not Considered in Consolidation | 3949879 | 14771 |

1. Names of associates or joint ventures which are yet to commence operations- **NIL**

2. Names of associates or joint ventures which have been liquidated or sold during the year- **NIL**

For and on behalf of the Board of Directors

Date: May 30, 2018

Place: Kolkata

(KESHAB KUMAR HALDER)
(MANAGING DIRECTOR)
(DIN: 00574080)

ANNEXURE-V

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i) Ratio of remuneration of each director to median remuneration of employees of the Company for this financial year 2017-18 is NIL as no director remuneration has been paid during the year.
- ii) The % increase in remuneration of each Director and KMP in the FY-2017-18 is NIL as no remuneration was paid during this year or previous year.
- iii) There was no increase in the median remuneration of employees in the financial year 2017-18.
- iv) There were 8 (eight) number of permanent employees on the rolls of the Company as on 31, March, 2018.
- v) The average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year was 30.33% The same cannot be compared with the percentile increase in the managerial remuneration as no managerial remuneration was paid in the previous year or this year.
- vi) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.

For and on behalf of the Board of Directors

Date: May 30, 2018

Place: Kolkata

(KESHAB KUMAR HALDER)
(MANAGING DIRECTOR)
(DIN: 00574080)

ANNEXURE-VI

NOMINATION AND REMUNERATION POLICY

The Board of Directors of the Company has adopted an Appointment and Remuneration Policy in consultation with its Nomination and Remuneration Committee, pursuant to Section 178(3) and other applicable provisions of the Companies Act, 2013, for determining qualifications, positive attributes and independence of directors and criteria for directors' appointment and remuneration.

The **objective of the Policy** is to ensure that:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- c) Remuneration to directors, KMPs and

senior management involves a balance between fixed and incentive pay, reflecting short and long term performance objectives appropriate to the working of the Company and its goals. **This policy is applicable to:**

- i) Directors viz. Executive, Non-executive and Independent ii) Key Managerial Personnel (KMP)
iii) Senior Management Personnel iv) Other Employees of the Company**

Salient features of the policy are:

- 1.** The remuneration to the Whole-time/ Executive/ Managing Directors will be recommended by the Committee.
- 2.** The remuneration shall be in accordance with the provisions laid in the Companies Act, 2013 and shall be subject to such approval, by the Board of Directors or shareholders as stated therein.
- 3.** In case of no profits or inadequate profits, the Company shall pay remuneration to its Whole-time/Executive/Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, then previous approval of the Central Government shall be obtained for such payment.
- 4.** Increments to the Whole-time/Executive/Managing Director shall be within the slabs approved by the shareholders. The Non-executive/Independent Directors of the Company shall be paid sitting fees as per the limit sanctioned by the Board, from time to time, subject to applicable Regulations.
- 5.** The Non-executive/Independent Directors, may also be paid Commission, within the limits as stated under the Companies Act, 2013 or any other relevant statute, agreement, etc. as amended from time to time, on profit achieved by the Company, subject to such approvals, as may be statutorily required.
- 6.** Non-executive Directors shall not be entitled to any stock option of the Company.
- 7.** The KMP, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's policies. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F., pension scheme, etc. shall be as per the Company's policies.
- 8.** If the remuneration of KMPs or any other officer is to be specifically approved by the Committee and/ or the Board of Directors under any statute, such approval will be accordingly procured.
- 9.** This remuneration policy shall apply to all future/continuing employment with the Company. In other respects, the Remuneration Policy shall be of guidance for the Board.
- 10.** Any departure from the policy shall be recorded and reasoned in the Committee and Board Meeting minutes. The Board reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever.

For and on behalf of the Board of Directors

Date: May 30, 2018

Place: Kolkata

(KESHAB KUMAR HALDER)
(MANAGING DIRECTOR)
(DIN: 00574080)

To The Members of **Halder Venture Limited**

Report On the Standalone Ind AS Financial Statement

We have audited the accompanying standalone Ind AS financial statements of M/S **Halder Venture Limited** ("The Company") which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c. the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account
 - d. in our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act
 - e. on the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an

unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the

Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order

For SEN & RAY
Chartered Accountants
(Firm's Registration No.303047E)

Soumik Ray
(Partner)
Membership No.122465

Kolkata May 30, 2018

ANNEXURE-A

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies' Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Halder Venture Limited** ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence I/we have obtained is sufficient and appropriate to provide a basis for my /our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls,

material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Disclaimer of Opinion

Framework for Internal Financial Control over financial reporting not established but does not impact the audit opinion on Financial Statement.

According to the information and explanation given to us, the Company has not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. Because of this reason, we are unable to obtain sufficient and appropriate audit evidence to provide a basis for our opinion whether the Company had adequate Internal Financial Control over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2018. We have considered the disclaimer reported above in determining the nature, timing, and extent of audit test applied in our audit of the financial statement of the Company, and the disclaimer does not affect our opinion on the financial statement of the Company.

For SEN & RAY
Chartered Accountants
(Firm's Registration No.303047E)

Soumik Ray
(Partner)
Membership No.122465

Kolkata May 30, 2018

ANNEXURE B - REPORT UNDER THE COMPANIES (AUDITORS' REPORT) ORDER, 2016.

Referred to in of our report of even date.

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

- i. In respect of its Fixed Assets,
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. The Fixed Assets have been physically verified by the management on the last date of the financial year. Based on the Fixed Asset verification documents received from the entity, no material discrepancies
 - c. There is no immovable property held by the company therefore, the provisions of clause 3 (i)(c) of the Order are not applicable to the Company
- ii. In respect of the Inventories,
 - a. The management has conducted physical verification of inventory as on the last date of the financial year.
 - b. The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanation given to us, in respect of loans, investments guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

- vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub section (1) of section 148 of the Act, in respect of the activities carried out by the Company
- vii. a.) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than 6 months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute
- viii. According to the information and explanations given to us, the Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised money by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- x. Based upon the representation letter received and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, no Managerial Remuneration has been paid or provided. Accordingly, the provisions of clause 3 (xi) of the Order are not applicable to the Company and hence not commented upon.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

- xiii. Based upon the audit procedures performed and according to the information and explanations given to us, All transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements etc. as required by the applicable accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For SEN & RAY
Chartered Accountants
(Firm's Registration No.303047E)

Soumik Ray
(Partner)
Membership No.122465

Kolkata May 30, 2018

HALDER VENTURE LIMITED

Balance Sheet as at 31st March, 2018

| (Amount in Indian Rupees) | | | | |
|--|---------|---|--|--------------------------|
| Particulars | Note No | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
| I. ASSET | | | | |
| (1) Non-Current Assets | | | | |
| (a) Property, Plant and Equipment | 2A | 61,992 | 56,320 | - |
| (b) Capital work-in-progress | | | | |
| (c) Other Intangible assets | 2B | 6,520 | 8,694 | - |
| (d) Financial Assets | | | | |
| (i) Investments | 3 | 15,32,500 | 15,32,500 | 15,32,500 |
| (ii) Trade receivables | 4 | - | - | - |
| (iii) Loans & Advances | 5 | - | - | - |
| (iv) Others Financial Assets | 6 | - | - | - |
| (e) Deferred tax assets (net) | | | | |
| (f) Other non-current assets | | - | - | - |
| (2) Current Assets | | | | |
| (a) Inventories | | - | - | - |
| (b) Financial Assets | | | | |
| (i) Investments | 3 | - | - | - |
| (ii) Trade receivables | 4 | 3,51,89,496 | 2,13,67,016 | 3,17,77,317 |
| (iii) Cash and cash equivalents | 7 | 18,355 | 1,63,236 | 74,924 |
| (iv) Loans & Advances | 5 | - | 1,11,111 | - |
| (v) Others Financial Assets | 6 | 2,71,43,684 | 95,25,600 | - |
| (c) Current Tax Assets (Net) | | - | - | - |
| (d) Other current assets | 8 | 29,55,557 | - | 1,884 |
| Total | | 6,69,08,104 | 3,27,64,477 | 3,33,86,625 |
| II. EQUITY AND LIABILITIES | | | | |
| (1) Equity | | | | |
| (a) Equity Share capital | 9 | 3,16,07,000 | 3,16,07,000 | 3,16,07,000 |
| (b) Other Equity | | | | |
| (i) Reserve & Surplus | 10 | 19,27,154 | 7,52,572 | 8,72,598 |
| (2) Non-Current Liabilities | | | | |
| (a) Financial Liabilities | | | | |
| (i) Borrowings | 11 | - | - | - |
| (ii) Trade payables | 12 | - | - | - |
| (iii) Other financial liabilities | 13 | | | |
| (b) Provisions | | | | |
| (c) Employees Benefit Obligations | | - | - | - |
| (d) Deferred tax liabilities (Net) | | - | 4,849 | - |
| (e) Other non-current liabilities | | | | |
| (3) Current Liabilities | | | | |
| (a) Financial Liabilities | | | | |
| (i) Borrowings | 11 | 2,03,89,396 | 3,80,000 | 23,15,000 |
| (ii) Trade payables | 12 | 97,87,968 | 2,25,251 | 2,25,251 |
| (iii) Other financial liabilities | 13 | 6,54,560 | 11,95,578 | 60,964 |
| (b) Other current liabilities | 14 | 16,01,744 | 51,184 | - |
| (c) Provisions | | | | |
| (d) Employees Benefit Obligations | | | | |
| (e) Current Tax Liabilities (Net) | 15 | 9,40,282 | 53,187 | 51,008 |
| Total | | 6,69,08,104 | 3,27,64,477 | 3,33,86,625 |
| Significant Accounting Policies and Notes to Accounts | 1 | | | |
| This is the Balance Sheet referred to in our report of even date. | | The notes are an integral part of the financial statements. | | |
| For M/s SEN & RAY CHARTERED ACCOUNTANTS Firm Registration No. 303047E | | On behalf of Halder Venture Limited | | |
| Soumik Ray Membership No. 122465 Partner Place: Kolkata Dated : May 30, 2018 | | Keshab Kumar Halder Director DIN-00574080 | Poulomi Halder Director DIN-02224305 | |
| | | CS. Abhisek Pal Company Secretary M No-50031 | | |

| HALDER VENTURE LIMITED | | | |
|--|-----------|--|---|
| Statement of Profit and Loss for the year ended 31st March, 2018 | | | |
| (Amount in Indian Rupees) | | | |
| Particulars | Note No | For the year Ended 31.03.2018 | For the year Ended 31.03.2017 |
| INCOME | | | |
| I. Revenue from operations | 16 | 10,08,18,354 | 2,14,93,755 |
| II. Other Income | 17 | 15,54,729 | - |
| III. Total Income (I + II) | | 10,23,73,083 | 2,14,93,755 |
| IV. Expenses: | | | |
| Purchases of Stock-in-Trade | 18 | 8,59,73,778 | 1,79,26,605 |
| Changes in inventories of finished goods, Stock-in -Trade and work-in-progress | | - | - |
| Employee benefits expense | 19 | 16,65,978 | 10,48,080 |
| Finance costs | 20 | 14,85,653 | 35,940 |
| Depreciation and amortization expense | 2 | 75,385 | 5,446 |
| Export Related Expenses | 21 | 42,02,978 | 18,75,829 |
| Import Related Expenses | 22 | 28,77,639 | - |
| Other expenses | 23 | 24,73,655 | 4,23,793 |
| V. Total Expenses | | 9,87,55,066 | 2,13,15,693 |
| VI. Profit before exceptional and extraordinary items and tax | (III - V) | 36,18,017 | 1,78,063 |
| VII. Exceptional Items | | | |
| Preliminary Expenses written off | | - | - |
| VIII. Profit before tax | (VII-VI) | 36,18,017 | 1,78,063 |
| IX. Tax Expense: | | | |
| (1) Current Tax | | 9,40,282 | 53,187 |
| (2) Deffered Tax | | (4,849) | 4,849 |
| (3) Mat Credit Entitlement | | | |
| X. Profit / (Loss) for the period from continuing operations | (VIII-XI) | 26,82,584 | 1,20,026 |
| XI. Profit/(loss) from discontinued operations | | | |
| XII. Tax expense of discontinued operations | | | |
| XIII. Profit/(loss) from Discontinued operations (after tax) | (XI+XII) | - | - |
| XIV. Profit/(loss) for the period | (X+XIII) | 26,82,584 | 1,20,026 |
| XV. Other Comprehensive Income | | | |
| A . (i) Items that will not be reclassified to profit or loss | | - | - |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| B. (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) Income tax on items that will be reclassified to profit or loss | | - | - |
| XVI. Total other comprehensive income | | - | - |
| Total Comprehensive Income for the period | (XIV+XVI) | 26,82,584 | 1,20,026 |
| XVII. Earning per equity share: | | | |
| (1) Basic | | 0.85 | 0.04 |
| (2) Diluted | | 0.85 | 0.04 |
| Significant Accounting Polices and Notes to Accounts | 1 | | |
| This is the Statement of Profit and Loss referred to in our report of even date. | | The notes are an integral part of the financial statements. | |
| For M/s SEN & RAY CHARTERED ACCOUNTANTS Firm Registration No. 303047E | | On behalf of Halder Venture Limited | |
| Soumik Ray Membership No. 122465 Partner Place: Kolkata Dated: May 30, 2018 | | Keshab Kumar Halder Director DIN-00574080 | Poulomi Halder Director DIN-02224305 |
| | | CS. Abhisek Pal Company Secretary M No-50031 | |

HALDER VENTURE LIMITED

Statement of Cashflows

| Particulars | (Amount in Indian Rupees) | |
|--|---------------------------|-------------|
| | 2017-18 | 2016-17 |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit before tax | 36,18,017 | 1,78,063 |
| Adjustments for : | | |
| Depreciation | 75,385 | |
| Working Capital Adjustments | | |
| (Increase)/Decrease In Trade Receivables | (1,38,22,479) | 1,04,10,301 |
| (Increase)/Decrease in Other Financial Asset | (1,76,18,084) | (95,25,600) |
| (Increase)/Decrease in Loan & Advance | 1,11,111 | (1,11,111) |
| (Increase)/Decrease in Other Current Asset | (29,55,557) | 1,884 |
| Increase/(Decrease) in Other Financial Liabilities | (5,41,018) | 11,34,614 |
| Increase/(Decrease) in Other Current Liabilities | 15,50,560 | 51,184 |
| Increase/(Decrease) in Trade Payables | 95,62,717 | |
| | (2,00,19,348) | 21,39,334 |
| Income Tax Paid | (56,045) | (51,008) |
| Net Cash Flow From/(Used in) Operating Activities | (2,00,75,394) | 20,88,326 |
| B. INVESTING ACTIVITIES | | |
| Sale/(Purchase) of Fixed Assets | (78,883) | (65,014) |
| Net Cash Flow From/(Used in) Investing Activities | (78,883) | (65,014) |
| C. FINANCING ACTIVITY | | |
| Increase/(Decrease) Short term Borrowings | 2,00,09,396 | (19,35,000) |
| Increase/(Decrease) Long term Borrowings | | |
| Net Cash Flow From/(Used in) Financing Activities | 2,00,09,396 | (19,35,000) |
| Net Increase / Decrease in Cash and Cash Equivalent | (1,44,881) | 88,312 |
| Cash and Cash Equivalent at the beginning of the year | 1,63,236 | 74,924 |
| Cash and Cash Equivalent at the end of the year | 18,355 | 1,63,236 |

We have checked the attached Standalone Cash flow statement of HALDER VENTURE LTD for the year ended 31st March, 2018 from the books and records maintained by the company in the ordinary course of business and have subject to comparative figures for the year ended 31st March, 2017

The above Cash Flow Statement has been prepared under the indirect method as set out in the Ind AS-7 on Statement of Cash Flow notified under Section 211 (3C) [Companies (Accounting Standards) Rules 2006, as amended] and relevant provisions of the Companies Act, 2013.

Significant Accounting Policies and Notes to Accounts

This is the Statement of Statement of Cashflows referred to in our report of even date.

The notes are an integral part of the financial statements.

For M/s SEN & RAY
CHARTERED ACCOUNTANTS
 Firm Registration No. 303047E

On behalf of Halder Venture Limited

Soumik Ray
 Membership No. 122465
 Partner
 Place: Kolkata
 Dated: May 30, 2018

Keshab Kumar Halder
Director
 DIN-00574080

Poulomi Halder
Director
 DIN-02224305

CS. Abhisek Pal
 Company Secretary
 M No-50031

HALDER VENTURE LIMITED

A. Equity Share Capital

Authorised Capital

32,50,000 Equity Shares of RS. 10 Each

Issued and subscribed capital

31,60,700 Equity Shares of RS. 10 Each

B. Other Equity

| Particular | (Amount in Indian Rupees) | | | | | | Total |
|---|---|--|----------------------|----------------------------|---------------------------------|-------------------|------------|
| | Share application money pending allotment | Equity component of compound financial instruments | Reserves and Surplus | | | Retained Earnings | |
| | | | General Reserve | Securities Premium Reserve | Other Reserves (specify nature) | | |
| Balance as at 01.04.2016 | - | - | - | - | - | (8,72,598) | (8,72,598) |
| Profit for the year | - | - | - | - | - | 1,20,026 | 1,20,026 |
| Restated balance at the beginning of the reporting period | - | - | - | - | - | - | - |
| Total Comprehensive Income for the year | - | - | - | - | - | - | - |
| Proposed Dividends and Tax thereon | - | - | - | - | - | - | - |
| Transfer to reserves | - | - | - | - | - | - | - |
| Any other change (to be specified) | - | - | - | - | - | - | - |
| Balance as at 31.03.2017 | - | - | - | - | - | (7,52,572) | (7,52,572) |
| Balance as at 01.04.2017 | - | - | - | - | - | (7,52,572) | (7,52,572) |
| Profit for the year | - | - | - | - | - | 26,82,584 | 26,82,584 |
| Restated balance at the beginning of the reporting period | - | - | - | - | - | - | - |
| Total Comprehensive Income for the year | - | - | - | - | - | - | - |
| Proposed Dividends and Tax thereon | - | - | - | - | - | - | - |
| Transfer to reserves | - | - | - | - | - | - | - |
| Any other change (Income Tax For Earlier Period) | - | - | - | - | - | (2,858) | (2,858) |
| Balance as at 31.03.2018 | - | - | - | - | - | 19,27,154 | 19,27,154 |

Note-1. SCHEDULES & NOTES TO ACCOUNTS OF HALDER VENTURE LIMITED

A SIGNIFICANT ACCOUNTING POLICIES: CORPORATE INFORMATION

Halder Venture Limited (the 'Company') is a public limited company domiciled in India, incorporated under the provisions of the Companies Act, 1956 and is listed at Bombay Stock Exchange. The Company is engaged in the trading activity (Including Export).

i STATEMENT OF COMPLAINACE:

"The financial statements of the Company have been prepared in accordance with and in compliance, in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) with effect from 1st April, 2016. Previous periods have been restated to Ind AS.

Upto the year ended 31st March, 2017, the Company prepared its financial statements in accordance with Indian GAAP, which includes accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). These financial statements for the year ended 31st March, 2018 are the first financial statements under Ind AS as prepared by the Company. The date of transition to Ind AS is 1st April, 2016. Refer Note 1-B for the details of first-time adoption exemptions availed by the Company."

ii BASIS OF PREPARATION AND PRESENTATION:

"The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015. (as amended) The financial statements have been prepared in accordance with the accounting policies, set out below and were consistently applied to all years presented unless otherwise stated.

The Company has adopted all issued Ind AS standards and the adoption was carried out in accordance with Ind AS 101. The transition was carried out from Indian GAAP which is previous GAAP, as defined in Ind AS 101

An explanation of how the transition to Ind AS has affected the Company's Balance Sheet, financial performance and Cash flows is provided in Note 1B"

iii BASIS OF MEASUREMENT:

"These financial statements have been prepared on a historical cost basis, Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services"

iv USE OF ESTIMATES AND JUDGEMENTS :

"The preparation of financial statements in conformity with Ind AS requires Management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are disclosed in Note 1B"

v REVENUE RECOGNITION :

"Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for trade discounts, rebates and other similar allowances Revenue excludes sales tax, value added tax, any other indirects taxes or amounts collected on behalf of third parties.

Revenue is recognised when the amount of revenue can be reliably measured; it is probable that the future economic benefits will flow to the Company

Revenue from sale of goods: Revenue from sale of goods is recognised when the Company transfers all significant risks and rewards of ownership to the buyer while the Company retains neither continuing managerial involvement nor effective control over the goods sold.

Interest income: Interest income is included in the other income in the statement of Profit and Loss. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate when there is a reasonable certainty as to realisation."

vi PROPERTY, PLANT AND EQUIPMENT :

"Property, plant and equipment are stated at historical cost less depreciation and impairment losses, if any. Freehold land is not depreciated.

Historical Cost includes the acquisition cost or the cost of construction, including duties and taxes (other than those refundable), expenses directly related to the acquisition of assets and making them operational for their intended use.

Depreciation is provided prorata basis on straight line method at the rates determined based on estimated useful lives of tangible assets where applicable, specified in

Schedule II to the Act. Intangible Assets are depreciated over the useful life of the asset without any residual value."

vii INTANGIBLE ASSETS :

Intangible assets purchased are measured at cost as of the date of acquisition less accumulated amortisation and accumulated impairment, if any Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

| Name Of Asset | Use full life | Remark |
|-----------------------|---------------|-------------------|
| Computer | 3 Years | No Residual Value |
| Furniture and Fixture | 5 Years | |
| Software | 5 Years | |

viii FOREIGN CURRENCY TRANSLATION :

"**Functional Currency:** The functional currency of the Company is Indian Rupee (₹). These financial statements are presented in Indian Rupee (₹)

Transactions and translations: Foreign-Currency-denominated monetary assets and liabilities are translated into relevant functional currency at exchange rates in effect at the Balance Sheet Date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss.

Transaction gains or losses realized upon settlement of foreign currency transaction are included in determining net profit for the period in which the transaction is settled. Revenue, expenses and cash-flow statement items denominated in foreign currency are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction."

ix INVENTORIES :

Inventories are valued at cost or net realisable value, whichever is lower, cost being worked out on weighted average basis. Cost includes all charges for bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

x **TAXES ON INCOME :**

"Current Income Tax :

Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with Income Tax Act, 1961.

Deferred tax :

Deferred Tax is provided using the Balance Sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. The tax rates and tax laws used to compute the tax are those that are enacted or substantively enacted at the reporting date. Current income tax/deferred tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss."

xi **PROVISIONS AND CONTINGENCIES :**

"Provisions:

Provisions are recognised when there is a present obligation (legal or constructive) as a result of past event, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingencies:

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote."

xii **FINANCIAL INSTRUMENTS :**

"Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss."

"A. Non-derivative financial instruments:

Cash and cash equivalents: The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets carried at amortised cost: Financial assets are measured at amortised cost if these are held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding."

"Financial assets at fair value through other comprehensive income: Financial assets are measured at fair value through other comprehensive income (OCI) if it is held within a business model whose objective is achieved by both collecting contractual cash flows and by selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss: Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at the fair value through other comprehensive income. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Investments in subsidiaries: joint ventures and associates: Investment in subsidiaries, joint ventures and associates are carried at cost in the financial statements.

Financial liabilities: Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Equity instrument: An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost."

xiii IMPAIRMENT :

"Non-financial assets:

Property, plant and equipment and intangible assets Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced

to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss"

xvi OPERATING CYCLE :

A portion of the Company's activities (primarily long-term project activities) has an operating cycle that exceeds one year. Accordingly, assets and liabilities related to these long-term contracts, which will not be realised/paid within one year, have been classified as current. For all other activities, the operating cycle is twelve months.

B FIRST-TIME ADOPTION EXEMPTIONS AVAILED BY THE COMPANY AS PER IND AS 101

OVERALL PRINCIPLE

"These standalone Financials Statements of "Halder Venture Limited" for the year ended March 31, 2018 have been prepared in accordance with Ind AS. For the purpose of transition to Ind AS, the company has followed the guidance prescribed in Ind AS 101, *First-Time Adoption of Indian Accounting Standard*, with April 1, 2016 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the Financial Statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies are set out in Note 1A have been applied in preparing the Standalone Financial Statements for the year ended March 31, 2018 and the comparative information. An explanation of how the transition from previous GAAP to the Ind AS has effected the Company's Balance Sheet and the Statement of Profit and Loss, is set out in Note no 1.(B).(ii) to 1.(B).(x)The Exemption on the first-time adoption of Ind AS 101 have been set out in Note 1.(B).(i)"

i Exemptions availed on first-time adoption of Ind AS 101

Ind As allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has accordingly applied the following exemptions.

a) Deemed Cost: - Ind AS 101 provides an option under Ind AS 16 " Property, Plant and Equipment", to continue with the carrying value of all its property, plant and equipment as recognized in financial statements as on transition date, measured as per the previous GAAP and use that as its deemed cost after making necessary adjustments for de-commissioning liabilities instead of measuring at fair value on the transition date.

"b) Investments: - The investment by "Halder Venture Limited" represents investments in subsidiaries. Ind AS does not require the Investments in subsidiaries to be valued at Fair Market Value. Hence the Investments are valued at Cost"

ii Reconciliation

The Following reconciliations provide the effects of transition to Ind AS from IGAAP in accordance with Ind AS 101

- a) Equity as at April 1, 2016 and March 31, 2017
- b) Net profit for the year ended March 31, 2017

A Statement of Changes in equity representing the details of equity share capital as well as other equity as on April 1, 2016, March 31, 2017 and March 2018 is also provided

C NOTES ON ACCOUNT

- i Previous year figures have been regrouped / rearranged where ever necessary
- ii Payment of Gratuity Act, 1972 is not applicable to the Company
- iii Expenditure on employee in receipt or remuneration on which in aggregate was not less than
 - a) Rs 6,00,000/- when employed through the year-- Nil
 - b) Rs 5,00,000/- when employed part of the year-- Nil
- iv Earning and Expenditure in foreign currency

| | |
|--|--------------|
| Total Earning in Foreign Currency- | 30,29,03,975 |
| Total Expenditure in Foreign Currency- | 6,21,36,569 |

Note:- Entity has paid an advance to its Foreign associates " Hal Exim PTE Ltd" for import purpose amounting to Rs. 2,71,43,683.79 shown under "Other Financial Asset" in the Balance Sheet

v Dues to Small Scale Industrial Undertaking

There are no Micro, Small and Medium Enterprise, to whom the company owes dues, which are outstanding for more than 45 days on the Balance Sheet Date, computed on Unit wise basis. The above information regarding Micro, Small and Medium Enterprise has been determined to the extent such parties have been identified on the basis of information available with the Company.

The details of Amount outstanding to Micro, , Small and Medium Enterprise Development Act, 2006 (MSMED), based on the information with the company is as under:

| Particular | As on 31.03.2018 | As on 31.03.2017 |
|---|------------------|------------------|
| The principal amount and interest due thereon remaining unpaid to any supplier registered under MSMED Act as at the end of the year | - | - |
| The amount of interest paid by the buyer in terms of Section 16 to the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during the year. | - | - |

| | | |
|--|---|---|
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act | - | - |
|--|---|---|

The above particulars, as applicable, have been given in respect of MSEs to the extent they could be identified on the basis of information available with the Company.

- vi Physical verification of cash was done by Management.
- vii The Balance of Sundry Creditors, Sundry Debtors, Advances and lenders are subject to Confirmation/ reconciliation and adjustment if any
- viii **Contingent Liabilities & Commitments (To the extent not Provided for)**

Claims against the Company not acknowledged as debt

| | |
|--|-----|
| Claims against the Company not acknowledged as debt | Nil |
| Guarantee | Nil |
| Other Money for which the company is contingently liable | Nil |

Commitments

| | |
|--|-----|
| Estimated amount of contracts remaining to be executed on capital account and not provided for | Nil |
| Uncalled liability on shares & Other investments which are partly paid | Nil |
| Other Commitments | Nil |

ix Related Party Transaction As per Ind AS-24

| Name of the Related Party | Nature of Relation | Amount Involved |
|--|------------------------------------|------------------------|
| Hal Exim DWC LLC (Export of Rice) | Entity with Common Director | 41,48,100 |
| Hal Exim PTE Ltd (Import of Cashew Nut) | Entity with Common Director | 6,21,36,569 |
| Hal Exim PTE Ltd (Export of Rice) | Entity with Common Director | 82,96,200 |

- x The Company has filled necessary documents regarding change of name with Registrar of Companies, Kolkata and had received permission regarding the change of name and accordingly the name of the company was changed to "Halder Venture Limited" vide approval dated January 17, 2014

xi The holding of 100 shares amounting to Rs 1000/- in wholly owned subsidiary companies are held by the Directors on behalf of Halder Venture Limited

xii **A.Subsidiaries of The Company**

| Name | % Of Holding | Remark |
|--------------------------------------|--------------|---------------------------|
| Prakruti Comosales Private Limited | 100.00% | |
| JDM Commercials Private Limited | 100.00% | |
| Reliable Advertising Private limited | 87.59% | |
| Intellect Buildcon Private Limited | 77.53% | |
| PK Agrilink Private Limited | 53.46% | |
| Shri Jatadhari Rice Mill Pvt Ltd | 40.47% | Through Effective Control |
| P.K.Cereals Pvt. Ltd. | 26.77% | Through Effective Control |

xiii **Computation of Earning/(Loss) per Equity Share**

| Particular | Year Ended | |
|--|------------|-----------|
| | 31-Mar-18 | 31-Mar-17 |
| (I) Basic | | |
| (i) Number of Equity Shares at the beginning of the year | 31,60,700 | 31,60,700 |
| (ii) Number of Equity Shares issued during the year | - | - |
| (ii) Number of Equity Shares at the end of the year | 31,60,700 | 31,60,700 |
| (iii) Weighted average number of Equity Shares outstanding during the year | | |
| (iv) Face Value of each Equity Share Re. | 10 | 10 |
| Profit/(Loss) after tax attributable to Equity Shareholders | | |
| Profit / (Loss) for the period | 26,82,584 | 1,20,026 |
| Basic Earning/ (Loss) per Share - Rs. | 0.85 | 0.04 |
| (II) Diluted | | |
| Dilutive Potential Equity Shares | - | - |
| Diluted Earning / (Loss) per Share [same as I (c) above] | 0.85 | 0.04 |

For M/s SEN & RAY
CHARTERED ACCOUNTANTS
 Firm Registration No. 303047E

Soumik Ray
 Membership No. 122465
 Partner
 Place: Kolkata
 Dated : May 30, 2018

On behalf of Halder Venture Limited

Keshab Kumar Halder Poulomi Halder
 Director Director
 DIN-00574080 DIN-02224305

CS. Abhisek Pal
 Company Secretary
 M No-50031

SCHEDULES & NOTES TO ACCOUNTS OF HALDER VENTURE LIMITED

Note-2: Depreciation on Fixed Assets

Note-2A:Tangible Asset

(Amount in Indian Rupees)

| Particulars | Computer | Furniture & Fixtures | Total PPE including CWIP |
|---|------------------|----------------------|--------------------------|
| Cost / Deemed Cost At 1st April 2016 | 59,593.00 | | 59,593.00 |
| Addition during the period | | | - |
| Disposal / Adjustments during the period | | | - |
| At 31st March 2017 | 59,593.00 | - | 59,593.00 |
| Depreciation and Impairment | | | |
| Opening balance | | | - |
| Additions | 3,272.61 | | 3,272.61 |
| Deletions | | | - |
| At 31st March 2017 | 3,272.61 | - | 3,272.61 |
| Net book value | | | |
| At 31st March 2017 | 56,320.39 | - | 56,320.39 |
| At 31st March 2016 | - | | |

| Particulars | Computer | Furniture & Fixtures | Total PPE including CWIP |
|---|-----------------|----------------------|--------------------------|
| Cost / Deemed Cost At 1st April 2017 | 59,593 | | 59,593 |
| Addition during the period | 68,385 | 10,499 | 78,884 |
| Disposal / Adjustments during the period | | | - |
| At 31st March 2018 | 1,27,978 | 10,499 | 1,38,477 |
| Depreciation and Impairment | | | |
| Opening balance | 3,273 | | 3,273 |
| Additions | 69,927 | 3,284 | 73,211 |
| Deletions | | | |
| At 31st March 2018 | 73,200 | 3,284 | 76,484.84 |
| Net book value | | | |
| At 31st March 2018 | 54,778 | 7,215 | 61,992 |
| At 31st March 2017 | 56,320 | - | 56,320 |

Note-2B:In-Tangible Asset

| | Particulars | Software | Total |
|--|--|---------------|---------------|
| | Cost / Deemed Cost | | |
| | At 1st April 2016 | | - |
| | Addition during the period | 10,867 | 10,867 |
| | Disposal / Adjustments during the period | | - |
| | At 31st March 2017 | 10,867 | 10,867 |
| | Depreciation and Impairment | | |
| | Opening balance | | - |
| | Additions | 2,173 | 2,173 |
| | Deletions | | - |
| | At 31st March 2017 | 2,173 | 2,173 |
| | Net book value | | |
| | At 31st March 2017 | 8,694 | 8,694 |
| | At 31st March 2016 | - | - |

| | Particulars | Software | Total |
|--|---|---------------|---------------|
| | Cost / Deemed Cost At 1st April 2017 | 10,867 | 10,867 |
| | Addition during the period | | - |
| | Disposal / Adjustments during the period | | - |
| | At 31st March 2018 | 10,867 | 10,867 |
| | Depreciation and Impairment | | |
| | Opening balance | 2,173 | 2,173 |
| | Additions | 2,173 | 2,173 |
| | Deletions | | - |
| | At 31st March 2018 | 4,347 | 4,347 |
| | Net book value | | |
| | At 31st March 2018 | 6,520 | 6,520 |
| | At 31st March 2017 | 8,694 | 8,694 |

SCHEDULES & NOTES TO ACCOUNTS OF HALDER VENTURE LIMITED

(Amount in Indian Rupees)

| Note-3:Investments | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|---|--|-------------------------------------|-------------------------------------|-------------------------------------|
| NON - CURRENT | | | | |
| Trade Investments Unquoted Shares at cost (As certified by Management) | | | | |
| A. Investment in Subsidiaries | | | | |
| Intellect Buildcon Pvt Ltd | | 34,500 | 34,500 | 34,500 |
| JDM Commercial Pvt Ltd | | 7,52,800 | 7,52,800 | 7,52,800 |
| Prakruti Commosale Pvt Ltd | | 2,41,800 | 2,41,800 | 2,41,800 |
| Reliable Advertising Pvt Ltd | | 5,03,400 | 5,03,400 | 5,03,400 |
| B. Investment in Associates | | | | |
| C. Others | | | | - |
| | | 15,32,500 | 15,32,500 | 15,32,500 |
| CURRENT | | | | |
| | | - | - | - |

| Note-4:Trade Receivables | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|---|--|-------------------------------------|-------------------------------------|-------------------------------------|
| NON - CURRENT | | | | |
| | | - | - | - |
| CURRENT | | | | |
| (Unsecured considered good unless otherwise stated) | | - | | - |
| Outstanding for a period exceeding six months | | | | |
| Considered Good | | 3,51,89,496 | 2,13,67,016 | 3,17,77,317 |
| | | 3,51,89,496 | 2,13,67,016 | 3,17,77,317 |
| Trade receivables | | | | |
| 1Secured, considered good | | | | |
| 2Unsecured, considered good | | 3,51,89,496 | 2,13,67,016 | 3,17,77,317 |
| 3Doubtful | | | | |
| Allowance for bad & doubtful under each head | | | | |
| | | 3,51,89,496 | 2,13,67,016 | 3,17,77,317 |

| Note-5: Loans And Advances | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|-----------------------------------|--|-------------------------------------|-------------------------------------|-------------------------------------|
| NON-CURRENT | | | | |
| | | | - | - |
| CURRENT | | | | |
| S.Dalmiah & Co. | | | 1,11,111 | |
| | | - | 1,11,111 | - |

| Note-6: Other Financial Asset | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--------------------------------------|----------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | NON-CURRENT | | | |
| | | - | - | - |
| | CURRENT | | | |
| | Advance to Suppliers | 2,71,43,684 | 95,25,600 | - |
| | | 2,71,43,684 | 95,25,600 | - |
| | | | | |

| Note-7: Cash and Bank Balances | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|---------------------------------------|--|-------------------------------------|-------------------------------------|-------------------------------------|
| a | Cash and cash equivalents | - | | |
| i | Balance with banks | | | |
| | In current account (AXIS-914020002729732) | 15,318 | 38,685 | 64,360 |
| ii | Cash in hand | 3,037 | 1,24,551 | 10,564 |
| b | Others (Specify) | | | |
| | Multicurrency Card | | | |
| | Fixed Deposit with Bank | | | |
| | | 18,355 | 1,63,236 | 74,924 |
| | | | | |

| Note-08: Other Current Assets | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--------------------------------------|------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | Tax Deducted at Source | - | - | 1,884 |
| | Input GST' | 18,95,907 | | |
| | Advance Income Tax | 10,50,000 | | |
| | Pre Paid Expenses | 9,650 | | |
| | | 29,55,557 | - | 1,884 |
| | | | | |

| Note-09: Equity Share capital | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--------------------------------------|--|-------------------------------------|-------------------------------------|-------------------------------------|
| - | Authorised Capital | | | |
| - | 32,50,000 Equity Shares of RS. 10 Each | 3,25,00,000 | 3,25,00,000 | 3,25,00,000 |
| - | | 3,25,00,000 | 3,25,00,000 | 3,25,00,000 |
| - | Issued and subscribed capital | | | |
| - | 31,60,700 Equity Shares of RS. 10 Each | 3,16,07,000 | 3,16,07,000 | 3,16,07,000 |
| - | | 3,16,07,000 | 3,16,07,000 | 3,16,07,000 |
| - | Paid up capital | | | |
| - | 31,60,700 Equity Shares of RS. 10 Each | 3,16,07,000 | 3,16,07,000 | 3,16,07,000 |
| - | | 3,16,07,000 | 3,16,07,000 | 3,16,07,000 |

| Note-10: Reserves and Surplus | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--------------------------------------|--|-------------------------------------|-------------------------------------|-------------------------------------|
| - i | General Reserve (Including Central Subsidy Received) | | | |
| - | Opening balance | - | - | |
| - | Add: Addition / (reduction) | | | |
| - | Closing balance-I | - | - | - |
| - | | | | |
| - | | | | |
| ii | Security premium A/c | | | |
| | Opening balance | - | - | - |
| | Add: Addition / (reduction) | | | |
| | Closing balance-II | - | - | - |
| iii | Surplus from Profit & Loss account | | | |
| | Opening balance | - | - | - |
| | 7,52,572 | 7,52,572 | 8,72,598 | 9,79,836 |
| | Add: Current year surplus | 26,82,584 | 1,20,026 | 1,07,238 |
| | Less: Adjustment for Income Tax for Earlier Years | 2,858 | | |
| | Closing balance-III | 19,27,154 | 7,52,572 | 8,72,598 |
| | | | | |
| | Total (I +II+III) | 19,27,154 | 7,52,572 | 8,72,598 |
| | | | | |

| Note-11: Borrowings | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|----------------------------|--------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| - | NON-CURRENT | | | |
| | (i) From Banks | | | |
| | | | - | - |
| | | - | - | - |
| | CURRENT | | | |
| | (i) From Banks | | | |
| | Axis Bank CC (917030035732105) | 2,03,09,396 | | |
| | (ii) From other Parties | | | |
| | From Body Corporate | 30,000 | 30,000 | 30,000 |
| | Loan From Director | | 3,00,000 | 22,85,000 |
| | Loan From Other | 50,000 | 50,000 | |
| | | | - | - |
| | | 2,03,89,396 | 3,80,000 | 23,15,000 |
| | | | | |

| Note-12: Trade Payables | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--------------------------------|--------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| - | NON-CURRENT | | | |
| - | | | | |
| - | | - | - | - |
| - | CURRENT | | | |
| a | Trade Payable | 97,87,968 | 2,25,251 | 2,25,251 |
| | | 97,87,968 | 2,25,251 | 2,25,251 |
| | | | | |

| Note-13: Other Financial Liabilities | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|---|----------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | NON-CURRENT | | | |
| | | - | - | - |
| | CURRENT | | | |
| a | Audit Fees Payable | 2,70,000 | 1,05,000 | 52,500.00 |
| b | Outstanding Expenses | 12,500 | 2,900 | 5,000.00 |
| c | Salary Payable | 1,51,309 | 1,08,640 | |
| d | Sundry Creditors | 2,20,751 | 9,79,038 | |
| e | Sundry Creditors for Goods | | - | 3,464.36 |
| | | 6,54,560 | 11,95,578 | 60,964 |
| | | | | |

| Note-14: Other Current Liabilities | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|---|-------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | TDS Payable | 59,933 | 49,811 | |
| | Interest on PT Payable | | 40 | |
| | Interest on TDS Payable | 279 | 333 | |
| | PT Payable | 850 | 1,000 | |
| | GST Payable | 15,40,682 | | |
| | | 16,01,744 | 51,184.00 | - |
| | | | | |

| Note-15: Current Tax Liabilities (Net) | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|---|--------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| a | Provision for income tax | 9,40,282 | 53,187 | 51,008 |
| | | 9,40,282 | 53,187 | 51,008 |
| | | | | |

SCHEDULES & NOTES TO ACCOUNTS OF HALDER VENTURE LIMITED

(Amount in Indian Rupees)

| Note-16:Revenue from operations | | For the year Ended 31.03.2018 | For the year Ended 31.03.2017 |
|---|--------------------------------|--------------------------------------|--------------------------------------|
| a | Sale of Products | | |
| | Sale of Rice (Export) | 3,29,03,975 | 1,15,08,155 |
| | Sale of Rice (Domestic) | - | 99,85,600 |
| | Sale of Cashew Nut (Domestic) | 6,79,14,379 | |
| | | 10,08,18,354 | 2,14,93,755 |
| | | | |
| Note-17:Other Income | | For the year Ended 31.03.2018 | For the year Ended 31.03.2017 |
| | Forex Gain/Loss (Unrealised) | 13,38,335 | - |
| | FOREX Gain/ Loss (Realised) | 1,029 | - |
| | Freight Received | 2,15,365 | - |
| | | 15,54,729 | - |
| | | | |
| Note-18: Purchases of Stock-in-Trade | | For the year Ended 31.03.2018 | For the year Ended 31.03.2017 |
| | Rice | 2,38,37,209 | 1,79,26,605 |
| | Cashew Nut | 6,21,36,569 | |
| | | 8,59,73,778 | 1,79,26,605 |
| | | | |
| Note-19:Employee Benefit Expenses | | For the year Ended 31.03.2018 | For the year Ended 31.03.2017 |
| | Salaries, Wages & Remuneration | 15,37,812 | 10,48,080 |
| | Bonus | 1,14,840 | - |
| | Leave Encashment Expense | 13,326 | - |
| | | 16,65,978 | 10,48,080 |
| | | | |
| Note-20:Financial Expenses | | For the year Ended 31.03.2018 | For the year Ended 31.03.2017 |
| | Bank Charges | 60,413 | 35,940 |
| | Interest on CC | 12,81,940 | - |
| | Loan Processing Fees | 1,40,555 | - |
| | Penal Interest | 2,744 | - |
| | | 14,85,653 | 35,940 |
| | | | |

| Note-21:Export Related Expenses | | For the year Ended 31.03.2018 | For the year Ended 31.03.2017 |
|--|--|--------------------------------------|--------------------------------------|
| Freight | | 35,53,170 | 14,42,991 |
| Transportation Expenses | | | 3,45,560 |
| Clearing & Forwarding Charges | | 33,500 | 33,150 |
| Clearing Expenses (Export) | | 4,32,259 | - |
| Terminal Handling Charges (E) | | 1,37,267 | - |
| Fumigation Charges | | 11,500 | 5,628 |
| Inspection Charges | | 6,000 | - |
| Documentation Charges (E) | | 14,656 | - |
| Other Export Expenses | | - | 6,470 |
| Phytosanitary Certificate Charges | | - | 3,600 |
| Survey Charges | | - | 23,460 |
| Handling Charges | | 7,500 | - |
| Foreign Bank Charges A/c | | 7,127 | 14,970 |
| | | 42,02,978 | 18,75,829 |
| | | | |

| Note-22:Import Related Expenses | | For the year Ended 31.03.2018 | For the year Ended 31.03.2017 |
|--|--|--------------------------------------|--------------------------------------|
| Agency Charges/ Service Charges (I) | | 43,878 | - |
| BL Charges | | 5,750 | - |
| CFS | | 2,48,813 | - |
| Clearing & Forwarding Charges (I) | | 1,59,628 | - |
| Container Lifting Charges | | 9,250 | - |
| Detention Charges | | 5,750 | - |
| Documentation Charges (I) | | 30,000 | - |
| EDI Charges | | 500 | - |
| Freight Inward (Import) | | 16,38,490 | - |
| FSSAI Fees | | 5,810 | - |
| Fumigation Charges (I) | | 22,200 | - |
| Late Fees-Custom Duty | | 580 | - |
| Lifting Charges | | 8,850 | - |
| Phytosanitary Certificate Charges (I) | | 23,678 | - |
| PQ Plant Quarantine Fees | | 1,15,200 | - |
| Transportation Expenses | | 5,19,513 | - |
| Weighment Charges | | 39,750 | - |
| | | 28,77,639 | - |
| | | | |

| <u>Note-23:Other expenses</u> | | For the year Ended 31.03.2018 | For the year Ended 31.03.2017 |
|-------------------------------|---------------------------------------|-------------------------------|-------------------------------|
| | Advertisement Expenses | - | 13,808 |
| | Audit Fees | 2,85,000 | 1,15,000 |
| | Brokerage | 1,55,557 | - |
| | Company Professional | - | 5,000 |
| | Courier Charges | - | 3,290 |
| | Delisting Fees | 1,18,000 | - |
| | Fooding Expenses | 47,700 | 16,084 |
| | Freight Outward | 1,52,420 | - |
| | House Keeping Expenses | 34,077 | 4,500 |
| | Interest on Income Tax | - | 3,639 |
| | Interest on Professional Tax | - | 40 |
| | Interest on TDS | - | 333 |
| | Loss From Foreign Exchange Flatuation | - | 1,37,827 |
| | Listing Fees | 6,13,050 | - |
| | Merger Expenses | 1,00,000 | - |
| | Office Expenses | 8,846 | 17,197 |
| | Printing & Stationery | 1,36,219 | 19,510 |
| | Professional Charges | 1,92,346 | 54,027 |
| | Rates & Taxes | 1,21,238 | 11,257 |
| | Telephone Charges | 46,751 | 9,370 |
| | Travelling & Conveyance Charges | 69,067 | 3,328 |
| | Misc | 3,93,385 | 9,583 |
| | | 24,73,655 | 4,23,793 |
| | | | |

HALDER VENTURE LIMITED
Reconcilaion of Equity as Reported under IGAAP to Ind AS 2015-16

(Amount in Indian Rupees)

| Particulars | Note No | IGAAP | Effect of transition to IND AS | IND AS |
|---|---------|--------------------|--------------------------------|--------------------|
| I. ASSET | | | | |
| (1) Non-Current Assets | | | | |
| (a) Property, Plant and Equipment | | | - | - |
| (b) Capital work-in-progress | | | - | - |
| (c) Other Intangible assets | | | - | - |
| (d) Financial Assets | | | - | - |
| (i) Investments | | 15,32,500 | - | 15,32,500 |
| (ii) Trade receivables | | | - | - |
| (iii) Loans | | | - | - |
| (iv) Others | | | - | - |
| (e) Deferred tax assets (net) | | | - | - |
| (f) Other non-current assets | | | - | - |
| (2) Current Assets | | | | |
| (a) Inventories | | | - | - |
| (b) Financial Assets | | | - | - |
| (i) Investments | | | - | - |
| (ii) Trade receivables | | | - | - |
| (iii) Cash and cash equivalents | | 3,17,77,317 | - | 3,17,77,317 |
| (iv) Bank balances other than (iii) above | | 74,924 | - | 74,924 |
| (v) Loans | | | - | - |
| (vi) Others | | | - | - |
| (c) Current Tax Assets (Net) | | | - | - |
| (d) Other current assets | | 1,884 | - | 1,884 |
| Total | | 3,33,86,625 | - | 3,33,86,625 |
| II. EQUITY AND LIABILITIES | | | | |
| (1) Equity | | | | |
| (a) Equity Share capital | | 3,16,07,000 | - | 3,16,07,000 |
| (b) Other Equity | | | - | - |
| (i) Reserve & Surplus | | (8,72,598) | - | (8,72,598) |
| (2) Non-Current Liabilities | | | | |
| (a) Financial Liabilities | | | - | - |
| (i) Borrowings | | | - | - |
| (ii) Trade payables | | | - | - |
| (iii) Other financial liabilities | | | - | - |
| (b) Provisions | | | - | - |
| (c) Employees Benefit Obligations | | | - | - |
| (c) Deferred tax liabilities (Net) | | | - | - |
| (d) Other non-current liabilities | | | - | - |
| (e) Inter unit balances | | | - | - |
| (3) Current Liabilities | | | | |
| (a) Financial Liabilities | | | - | - |
| (i) Borrowings | | 23,15,000 | - | 23,15,000 |
| (ii) Trade payables | | 2,25,251 | - | 2,25,251 |
| (iii) Other financial liabilities | 10 | - | 60,964 | 60,964 |
| (b) Other current liabilities | 11 | 60,964 | (60,964) | - |
| (c) Provisions | | 51,008 | (51,008) | - |
| (d) Employees Benefit Obligations | | | - | - |
| (e) Current Tax Liabilities (Net) | | | 51,008 | 51,008 |
| Total | | 3,33,86,625 | - | 3,33,86,625 |

HALDER VENTURE LIMITED
Reconciliation of Equity as Reported under IGAAP to Ind AS 2016-17

| | | (Amount in Indian Rupees) | | |
|---|---------|---------------------------|--------------------------------|--------------------|
| Particulars | Note No | IGAAP | Effect of transition to IND AS | IND AS |
| I. ASSET | | | | |
| (1) Non-Current Assets | | | | |
| (a) Property, Plant and Equipment | | 56,319 | 1 | 56,320 |
| (b) Capital work-in-progress | | | | - |
| (c) Other Intangible assets | | 8,694 | - | 8,694 |
| (d) Financial Assets | | | | - |
| (i) Investments | | 15,32,500 | - | 15,32,500 |
| (ii) Trade receivables | | | - | - |
| (iii) Loans | | | - | - |
| (iv) Others | | | - | - |
| (e) Deferred tax assets (net) | | | - | - |
| (f) Other non-current assets | | | - | - |
| (2) Current Assets | | | | |
| (a) Inventories | | | | - |
| (b) Financial Assets | | | | - |
| (i) Investments | | | - | - |
| (ii) Trade receivables | | 2,13,67,016 | - | 2,13,67,016 |
| (iii) Cash and cash equivalents | | 1,63,236 | - | 1,63,236 |
| (iv) Bank balances other than (iii) above | | | | - |
| (v) Loans | | 1,11,111 | - | 1,11,111 |
| (vi) Others | | 95,25,600 | - | 95,25,600 |
| (c) Current Tax Assets (Net) | | | | - |
| (d) Other current assets | | | - | - |
| Total | | 3,27,64,476 | 1 | 3,27,64,477 |
| II. EQUITY AND LIABILITIES | | | | |
| (1) Equity | | | | |
| (a) Equity Share capital | | 3,16,07,000 | - | 3,16,07,000 |
| (b) Other Equity | | | | - |
| (i) Reserve & Surplus | | (7,52,572) | - | (7,52,572) |
| (2) Non-Current Liabilities | | | | |
| (a) Financial Liabilities | | | | - |
| (i) Borrowings | | | | - |
| (ii) Trade payables | | | | - |
| (iii) Other financial liabilities | | | | - |
| (b) Provisions | | | | - |
| (c) Employees Benefit Obligations | | | | - |
| (c) Deferred tax liabilities (Net) | | 4,849 | - | 4,849 |
| (d) Other non-current liabilities | | | | - |
| (f) Inter unit balances | | | | - |
| (3) Current Liabilities | | | | |
| (a) Financial Liabilities | | | | - |
| (i) Borrowings | | 3,80,000 | - | 3,80,000 |
| (ii) Trade payables | | 2,25,251 | - | 2,25,251 |
| (iii) Other financial liabilities | | - | 11,95,578 | 11,95,578 |
| (b) Other current liabilities | | 12,46,762 | (11,95,578) | 51,184 |
| (c) Provisions | | 53,187 | (53,187) | - |
| (d) Employees Benefit Obligations | | | - | - |
| (d) Current Tax Liabilities (Net) | | - | 53,187 | 53,187 |
| Total | | 3,27,64,477 | - | 3,27,64,477 |

| HALDER VENTURE LIMITED | | | | |
|--|--------------|--------------------|-----------------------------------|--------------------|
| Statement of Profit and Loss for the year ended 31st March, 2017 | | | | |
| (Amount in Indian Rupees) | | | | |
| Particulars | Note No | IGAAP | Effect of transition to IND AS | IND AS |
| INCOME | | | | |
| I. Revenue from operations | | 2,14,93,755 | - | 2,14,93,755 |
| II. Other Income | | | - | - |
| III. Total Income (I +II) | | 2,14,93,755 | | 2,14,93,755 |
| IV. Expenses: | | | | |
| Purchases of Stock-in-Trade | | 1,79,26,605 | - | 1,79,26,605 |
| Changes in inventories of finished goods, Stock-in - Trade and work-in-progress | | | - | - |
| Employee benefits expense | | 10,48,080 | | 10,48,080 |
| Finance costs | | 35,940 | - | 35,940 |
| Depreciation and amortization expense | | 5,446 | | 5,446 |
| Export Related Expenses | | 18,75,829 | | 18,75,829 |
| Import Related Expenses | | - | - | - |
| Other expenses | | 4,23,793 | - | 4,23,793 |
| Total Expenses | | 2,13,15,693 | - | 2,13,15,693 |
| V. Profit before exceptional and extraordinary items and tax | (III - IV) | 1,78,063 | - | 1,78,063 |
| VI. Exceptional Items Preliminary Expenses written off | | - | - | - |
| VII. Profit before extraordinary items and tax | (V - VI) | 1,78,063 | | 1,78,063 |
| VIII. Extraordinary Items (prior period expenses) | | - | - | - |
| IX. Profit before tax | (VII - VIII) | 1,78,063 | | 1,78,063 |
| X. Tax Expense: | | | | |
| (1) Current Tax | | 53,187 | - | 53,187 |
| (2) Deferred Tax | | 4,849 | - | 4,849 |
| Profit / (Loss) for the period from continuing operations (VII-VIII) | (IX+X) | 1,20,026 | | 1,20,026 |
| Profit/(loss) from discontinued operations | | - | - | - |
| Tax expense of discontinued operations | | - | - | - |
| Profit/(loss) from Discontinued operations (after tax) (X-XI) | | - | - | - |
| | | 1,20,026 | | 1,20,026 |

To The Members of **Halder Venture Limited**

Report On the Consolidated Ind AS Financial Statement

We have audited the accompanying Consolidated Ind AS financial statements of M/S **Halder Venture Limited** ("The Company") which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Ind AS financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to

obtain reasonable assurance about whether the Consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c. the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account
 - d. in our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act
 - e. on the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none

- of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act
- f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Consolidated Ind AS financial statements
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For SEN & RAY
Chartered Accountants
(Firm's Registration No.303047E)

Soumik Ray
(Partner)
Membership No.122465

Kolkata May 30, 2018.

ANNEXURE-A

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies' Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Halder Venture Limited** ("the Company") as of March 31, 2018 in conjunction with our audit of the Consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence I/we have obtained is sufficient and appropriate to provide a basis for my /our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to

future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Disclaimer of Opinion

Framework for Internal Financial Control over financial reporting not established but does not impact the audit opinion on Financial Statement.

According to the information and explanation given to us, the Company has not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. Because of this reason, we are unable to obtain sufficient and appropriate audit evidence to provide a basis for our opinion whether the Company had adequate Internal Financial Control over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2018. We have considered the disclaimer reported above in determining the nature, timing, and extent of audit test applied in our audit of the financial statement of the Company, and the disclaimer does not affect our opinion on the financial statement of the Company.

For SEN & RAY
Chartered Accountants
(Firm's Registration No.303047E)

Soumik Ray
(Partner)
Membership No.122465

Kolkata May 30, 2018.

HALDER VENTURE LIMITED
Consolidated Balance Sheet as at 31st March, 2018

| (Amount in Indian Rupees) | | | | |
|---|---------|--------------------------|--------------------------|--------------------------|
| Particulars | Note No | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
| I. ASSET | | | | |
| (1) Non-Current Assets | | | | |
| (a) Property, Plant and Equipment | 2A | 31,84,72,611 | 30,20,73,479 | 17,33,45,421 |
| (b) Capital work-in-progress | | 27,50,515 | 23,60,462 | 9,06,10,408 |
| (c) Other Intangible assets | 2B | 6,520 | 8,694 | - |
| (d) Financial Assets | | - | - | - |
| (i) Investments | 3 | 25,90,74,631 | 26,72,90,000 | 29,02,90,000 |
| (ii) Trade receivables | 4 | - | - | - |
| (iii) Loans & Advances | 5 | - | - | - |
| (iv) Others Financial Assets | 6 | 63,61,259 | 1,17,06,177 | 1,06,37,695 |
| (e) Deferred tax assets (net) | | - | - | - |
| (f) Other non-current assets | 7 | 20,690 | 3,50,036 | 3,59,382 |
| (g) Other non-current assets | | - | - | - |
| (2) Current Assets | | | | |
| (a) Inventories | 8 | 49,08,62,069 | 30,05,15,527 | 30,81,38,412 |
| (b) Financial Assets | | - | - | - |
| (i) Investments | 3 | - | 15,00,000 | - |
| (ii) Trade receivables | 4 | 36,29,99,367 | 31,42,51,490 | 23,89,44,263 |
| (iii) Cash and cash equivalents | 9 | 4,95,34,757 | 1,12,69,678 | 66,72,662 |
| (iv) Bank balances other than (iii) above | | - | - | - |
| (v) Loans & Advances | 5 | - | 4,86,111 | - |
| (vi) Others Financial Assets | 6 | 4,43,52,303 | 2,59,78,485 | 1,05,57,594 |
| (c) Current Tax Assets (Net) | | - | - | - |
| (d) Other current assets | 10 | 11,16,45,370 | 5,85,81,432 | 4,34,98,950 |
| Total | | 1,64,60,80,092 | 1,29,63,71,568 | 1,17,30,54,787 |
| II. EQUITY AND LIABILITIES | | | | |
| (1) Equity | | | | |
| (a) Equity Share capital | 11 | 3,16,07,000 | 3,16,07,000 | 3,16,07,000 |
| (b) Other Equity | | - | - | - |
| (i) Reserve & Surplus | 12 | 43,88,07,846 | 42,50,47,525 | 38,96,20,087 |
| Minority Interest | | 21,33,76,877 | 20,01,04,014 | 17,80,94,331 |
| (c) Other Equity | | - | - | - |
| (2) Non-Current Liabilities | | | | |
| (a) Financial Liabilities | | - | - | - |
| (i) Borrowings | 13 | 7,12,75,994 | 6,73,94,674 | 7,15,90,943 |
| (ii) Trade payables | 14 | - | - | - |
| (iii) Other financial liabilities | 15 | - | - | - |
| (b) Provisions | | - | - | - |
| (c) Employees Benefit Obligations | 14 | 20,65,680 | 15,06,853 | 11,41,810 |
| (d) Deferred tax Liabilities (Net) | | 87,71,347 | 63,63,842 | 26,02,369 |
| (e) Other Non-Current Liabilities | | - | - | - |
| (f) Inter Unit Balances | | - | - | - |
| (3) Current Liabilities | | | | |
| (a) Financial Liabilities | | - | - | - |
| (i) Borrowings | 13 | 64,80,89,825 | 50,62,95,939 | 41,84,79,089 |
| (ii) Trade payables | 15 | 16,60,69,255 | 71,32,658 | 4,13,03,107 |
| (iii) Other financial liabilities | 16 | 79,32,014 | 80,14,916 | 39,43,826 |
| (b) Other current liabilities | 17 | 85,66,589 | 15,67,617 | 35,89,603 |
| (c) Provisions | | - | - | - |
| (d) Employees Benefit Obligations | | - | - | - |
| (e) Current Tax Liabilities (Net) | 18 | 4,95,17,665 | 4,13,36,531 | 3,10,82,623 |
| Total | | 1,64,60,80,092 | 1,29,63,71,568 | 1,17,30,54,787 |

Significant Accounting Policies and Notes to Accounts 1 0 - 1 - 1

This is the Consolidated Balance Sheet referred to in our report of even date.

The notes are an integral part of the financial statements.

On behalf of Halder Venture Limited

For M/s SEN & RAY
CHARTERED ACCOUNTANTS
Firm Registration No. 303047E

Keshab Kumar Halder
Director
DIN-00574080

Poulomi Halder
Director
DIN-02224305

Soumik Ray
Membership No. 122465
Partner
Place: Kolkata
Dated : 30th May, 2018

CS. Abhisek Pal
Company Secretary
M No-50031

HALDER VENTURE LIMITED

Consolidated Statement of Profit and Loss for the year ended 31st March, 2018

| | | (Amount in Indian Rupees) | |
|---|------------|-------------------------------|-------------------------------|
| Particulars | Note No | For the Year Ended 31.03.2018 | For the Year Ended 31.03.2017 |
| INCOME | | | |
| I. Revenue from operations | 19 | 2,33,49,35,140 | 2,00,23,85,414 |
| II. Other Income | 20 | 1,76,39,881 | 2,16,73,892 |
| III. Total Income (I +II) | | 2,35,25,75,022 | 2,02,40,59,306 |
| IV. Expenses: | | | |
| Cost of Material Consumed | 21 | 1,81,40,65,306 | 1,67,89,84,297 |
| Purchases of Stock-in-Trade | | 12,81,79,095 | 6,50,10,374 |
| Changes in inventories of finished goods, Stock-in -Trade and work-in-progress | | (11,58,42,521) | (16,46,31,768) |
| Employee benefits expense | 22 | 2,35,32,879 | 1,41,71,126 |
| Other Manufacturing Expenses | 23 | 11,36,72,709 | 10,45,56,146 |
| Selling, Administration & other expenses | 24 | 26,16,54,639 | 20,74,74,096 |
| Finance costs | 25 | 5,37,94,284 | 5,09,18,456 |
| Depreciation and amortization expense | 2 | 3,16,25,051 | 2,60,65,297 |
| V. Total Expenses | | 2,31,06,81,441 | 1,98,25,48,023 |
| VI. Profit before exceptional and extraordinary items and tax | (III - V) | 4,18,93,581 | 4,15,11,282 |
| VII. Exceptional Items | | - | - |
| Preliminary Expenses written off | | 9,346 | 9,346 |
| VIII. Profit before tax | (VI - VII) | 4,18,84,235 | 4,15,01,936 |
| IX. Tax expense: | | | |
| (1) Current Tax | | 1,14,06,190 | 1,03,05,660 |
| (2) Deffered Tax | | 24,07,505 | 37,61,473 |
| (3) Mat Credit Entitlement | | - | - |
| X. Profit / (Loss) for the period from continuing operations | (VIII-IX) | 2,80,70,539 | 2,74,34,803 |
| XI. Profit/(loss) from discontinued operations | | - | - |
| XII. Tax expense of discontinued operations | | - | - |
| XIII. Profit/(loss) from Discontinued operations (after tax) | (XI-XII) | - | - |
| XIV. Profit/(loss) for the period | (X+XIII) | 2,80,70,539 | 2,74,34,803 |
| XV. Other Comprehensive Income | | | |
| A . (i) Items that will not be reclassified to profit or loss | | - | (3,65,043) |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| B. (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) Income tax on items that will be reclassified to profit or loss | | - | - |
| XVI. Total other comprehensive income | | | (3,65,043) |
| XVII. Total Comprehensive Income for the period | (XIV+XVI) | 2,80,70,539 | 2,70,69,760 |
| Total Comprehensive income attributable to : | | | |
| Equity Shareholder of the Company | | 1,47,97,673 | 1,25,74,338 |
| Minority Interest | | 1,32,72,866 | 1,44,95,422 |
| XVIII. Earning per equity share: | | | |
| (1) Basic | | | |
| (2) Diluted | | | |

Significant Accounting Policies and Notes to Accounts

1

This is the Consolidated Profit & Loss referred to in our report of even date.

The notes are an integral part of the financial statements.

On behalf of Halder Venture Limited

For M/s SEN & RAY
CHARTERED ACCOUNTANTS
 Firm Registration No. 303047E

Keshab Kumar Halder
Director
 DIN-00574080

Poulomi Halder
Director
 DIN-02224305

Soumik Ray
 Membership No. 122465

Partner
 Place: Kolkata
 Dated : 30th May, 2018

CS. Abhisek Pal
 Company Secretary
 M No-50031

HALDER VENTURE LIMITED

Consolidated Cash Flow Statement for the year 2017-18

| | Particulars | 2017-18 | 2016-17 |
|----------|--|---------------------|---------------------|
| A | <u>CASH FLOW FROM OPERATING ACTIVITIES</u> | | |
| | Profit for the period | 28,070,539 | 27,434,803 |
| | Adjustments for: | | |
| | Depreciation | 31,625,051 | 26,065,297 |
| | Preliminary Expenses W/Off | 9,346 | 9,346 |
| | Provision for Income Tax | 13,813,695 | 14,067,133 |
| | Provision for Gratuity | 558,827 | |
| | (Profit)/Loss on sale of Assets | | - |
| | Interest & Finance Charges | 53,794,284 | 50,918,456 |
| | Reserve & Surplus Adjustment | (1,037,355) | - |
| | | 98,763,848 | - |
| | Operating Profit before Working Capital Changes | 126,834,387 | 118,495,035 |
| | Adjustments for: | | |
| | Decrease/(Increase) in Non-Current Financial Assets | 5,344,918 | (1,068,482) |
| | Decrease/(Increase) in Other Non-Current Assets | 329,346 | |
| | Decrease/(Increase) in Receivables | (48,747,878) | (75,307,226) |
| | Decrease/(Increase) in Inventories | (190,346,543) | 7,622,885 |
| | Decrease/(Increase) in Loans & Advance | 486,111 | (486,111) |
| | Decrease/(Increase) in Other Financial Assets | (18,373,818) | (15,420,890) |
| | Decrease/(Increase) in Other Current Assets | (53,063,939) | (15,082,482) |
| | Increase/(Decrease) in Trade Payable | 158,936,597 | (34,170,448) |
| | Increase/(Decrease) in Financial Liabilities | (82,902) | 4,071,089 |
| | Increase/(Decrease) in Other Current Liability | 6,998,972 | (2,021,986) |
| | | (138,519,134) | (131,863,651) |
| | Cash generated from operations | (11,684,747) | (13,368,616) |
| | Income Tax Adjustment | (3,234,398) | (122,212) |
| | Net Cash flow from Operating activities | (14,919,145) | (13,490,828) |
| B | <u>CASH FLOW FROM INVESTING ACTIVITIES</u> | | |
| | Purchase of Fixed Assets | (48,022,012) | (154,731,589) |
| | Decrease / (Increase) in W.I.P | (390,053) | 88,249,947 |
| | increase /(Repayment) of Borrowings | 145,675,206 | 83,620,582 |
| | Decrease / (Increase) of Investment | 9,715,369 | 21,500,000 |
| | Net Cash used in Investing activities | 106,978,509 | 38,638,939 |
| C | <u>CASH FLOW FROM FINANCING ACTIVITIES</u> | | |
| | Proceeds from Share Issue | | 30,367,360 |
| | Repayment of Application Money | | |
| | Interest Paid | (53,794,284) | (50,918,456) |
| | Net Cash used in financing activities | (53,794,284) | (20,551,096) |
| | Net increase in Cash & Cash Equivalents | 38,265,081 | 4,597,016 |
| | Cash and Cash Equivalents at the Beginning of the Year | 11,269,678 | 6,672,662 |
| | Cash and Cash Equivalents at the End of the Year | 49,534,758 | 11,269,677 |

This is the Consolidated Cash Flow Statement referred to in our report of even date.

The notes are an integral part of the financial statements.

For M/s SEN & RAY
CHARTERED ACCOUNTANTS
Firm Registration No. 303047E

On behalf of Halder Venture Limited

Soumik Ray
Membership No. 122465
Partner
 Place: Kolkata
 Dated : 30th May, 2018

Note-1: SCHEDULES & NOTES TO ACCOUNTS OF HALDER VENTURE LIMITED

A SIGNIFICANT ACCOUNTING POLICIES:
CORPORATE INFORMATION

Halder Venture Limited (the 'Company') is a public limited company domiciled in India, incorporated under the provisions of the Companies Act, 1956 and is listed at Bombay Stock Exchange. The Company is engaged in the trading activity (Including Export). The subsidiaries are in the business of milling and processing of Rice, and Manufacturing of Rice Bran, crude and refined Rice Bran Oil and DORB and trading including export.

I Principles of Consolidation

a) The Financial Statements of the Company and its Subsidiaries have been combined on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating material intra group balances and intra-group transactions and resulting in unrealized profits and losses, unless cost can not be converted.

b) Investments in entities where the company holds interest on a temporary basis and where it does not exercise significant influence / control are not considered for consolidation purpose. However where the company does not hold significant by way of investment still exercise significant influence/ control through management is also traded as subsidiary and considered for consolidation.

c) The Financial statements of the Subsidiaries in Consolidation are drawn upto the same reporting date as that of the company i.e. March 31, 2018

d) The excess of the cost to the company o its investment in the subsidiaries over the company's portion of Equity on the date of Acquisition is recognized in the financial statement as goodwill. The carrying value of goodwill is tested for impairment as at the end of each reporting year.

e) The Excess of the company's portion of Equity of the Subsidiaries on acquisition date over its cost of Investment is treated as Capital Reserve.

f) Minority Interest's share in consolidated net profit of consolidated financial statements for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to the Shareholders of the Company.

g) Minority Interest's share in net asset of the consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and equity of the Company's shareholders.

h) The Company accounts for its share in the change in the net assets of the associates, post acquisition, after eliminating unrealized profits and losses resulting from the transition between the Company and its associates to the extent of its share, through its statement of profit and loss to the extent such change is attributable to the associates "Statement of Profit and Loss" and through its reserve for the balance.

ii STATEMENT OF COMPLAINACE:

"The financial statements of the Company have been prepared in accordance with and in compliance, in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) with effect from 1st April, 2016. Previous periods have been restated to Ind AS.

Upto the year ended 31st March, 2017, the Company prepared its financial statements in accordance with Indian GAAP, which includes accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). These financial statements for the year ended 31st March, 2018 are the first financial statements under Ind AS as prepared by the Company. The date of transition to Ind AS is 1st April, 2016. Refer Note 1-B for the details of first-time adoption exemptions availed by the Company."

iii BASIS OF PREPARATION AND PRESENTATION:

"The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015. (as amended) The financial statements have been prepared in accordance with the accounting policies, set out below and were consistently applied to all years presented unless otherwise stated.

The Company has adopted all issued Ind AS standards and the adoption was carried out in accordance with Ind AS 101. The transition was carried out from Indian GAAP which is previous GAAP, as defined in Ind AS 101

An explanation of how the transition to Ind AS has affected the Company's Balance Sheet, financial performance and Cash flows is provided in Note 1B."

iv BASIS OF MEASUREMENT:

"These financial statements have been prepared on a historical cost basis; Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services"

v USE OF ESTIMATES AND JUDGEMENTS :

"The preparation of financial statements in conformity with Ind AS requires Management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are disclosed in Note 1B"

vi REVENUE RECOGNITION

"Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for trade discounts, rebates and other similar allowances Revenue includes excise duty however excludes sales tax, value added tax, works contract and any other indirect taxes or amounts collected on behalf of third parties.

Revenue is recognized when the amount of revenue can be reliably measured, it is probable that the future economic benefits will flow to the company

Revenue from sale of goods:

Revenue from sale of goods is recognized when the Company transfers all significant risks and rewards of ownership to the buyer while the Company retains neither continuing managerial involvement nor effective control over the goods sold.

Interest income:

Interest income is included in the other income in the statement of Profit and Loss. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate when there is a reasonable certainty as to realization"

Employee Benefits**a)Gratuity**

Liabilities with regards to the Gratuity are determined by actuarial valuation, performed by an independent actuary at each balance sheet date. The company fully recognizes the obligation in its Balance Sheet as Asset or Liability.

b)Provident Fund

Eligible employees of the company receive benefits from a Provident Fund (Government Administrated Provident Fund). Both the eligible employee and the company make monthly contributions to the provident fund plan equal to a specified percentage to the covered employee's salary. The total contribution is duly deposited with the EPFO.

vii PROPERTY, PLANT AND EQUIPMENT :

"Property, plant and equipment are stated at historical cost less depreciation and impairment losses, if any. Freehold land is not depreciated.

Historical Cost includes the acquisition cost or the cost of construction, including duties and taxes (other than those refundable), expenses directly related to the acquisition of assets and making them operational for their intended use.

Depreciation is provided prorata basis on straight line method at the rates determined based on estimated useful lives of tangible assets where applicable, specified in Schedule II to the Act. Intangible Assets are depreciated over the useful life of the asset without any residual value.

Capital work in progress

Assets in the course of construction are capitalised in capital work in progress account. At the point when the asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of ""Property, Plant and Equipment"". Costs associated with the commissioning of an asset are capitalized when the asset is available for use but incapable of operating at normal levels until the period of commissioning has been completed. Revenue generated from production during the trial period is credited to the Capital Work in progress."

viii INTANGIBLE ASSETS :

Intangible assets purchased are measured at cost as of the date of acquisition less accumulated amortization and accumulated impairment, if any Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

| Name Of Asset | Use full life | Remark |
|-------------------------------|-------------------|-------------------|
| Computer | 3 years | No Residual Value |
| Furniture and Fixture 5 Years | 5 years | |
| Note-1 | | |
| Plant & Machinery | 25 Years/15 Years | |
| Vehicles | 10Years | |
| Building & Factory shed | 60Years | |
| Electrical Installation | 10 Years | |
| Software | 5 Years | |

"Note-1 The Life of Plant Machinery is estimated based on the nature of Plant and extent of use. Life of plant and Machinerics used in Refinery business is estimated 25 years where as in Rice milling unit is estimated 15 years
Estimated useful life of Weigh Bridge is (Grouped under Plant and Machinery) is considered 30 years"

ix FOREIGN CURRENCY TRANSLATION :

"Functional Currency: The functional currency of the Company is Indian Rupee (₹). These financial statements are presented in Indian Rupee (₹)

Transactions and translations: Foreign-Currency-denominated monetary assets and liabilities are translated into relevant functional currency at exchange rates in effect at the Balance Sheet Date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss.

Transaction gains or losses realized upon settlement of foreign currency transaction are included in determining net profit for the period in which the transaction is settled. Revenue, expenses and cash-flow statement items denominated in foreign currency are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction."

x INVENTORIES :

Inventories are valued at cost or net realizable value, whichever is lower, cost being worked out on weighted average basis. Cost includes all charges for bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

xi TAXES ON INCOME :

"Current Income Tax :

Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with Income Tax Act, 1961.

Deferred tax :

Deferred Tax is provided using the Balance Sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The tax rates and tax

laws used to compute the tax are those that are enacted or substantively enacted at the reporting date. Current income tax/deferred tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss ."

xii PROVISIONS AND CONTINGENCIES :

"Provisions :

Provisions are recognised when there is a present obligation (legal or constructive) as a result of past event, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingencies:

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote."

xiii FINANCIAL INSTRUMENTS :

"Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss."

"A.Non-derivative financial instruments :

Cash and cash equivalents: The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets carried at amortised cost: Financial assets are measured at amortised cost if these are held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding."

"Financial assets at fair value through other comprehensive income :Financial assets are measured at fair value through other comprehensive income (OCI) if it is held within a business model whose objective is achieved by both collecting contractual cash flows and by selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss: Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at the fair value through other comprehensive income. Transaction costs directly attributable to the acquisition of financial

assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Investments in subsidiaries, joint ventures and associates : Investment in subsidiaries, joint ventures and associates are carried at cost in the financial statements.

Financial liabilities: Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Equity instrument : An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognized by the Company are recognised at the proceeds received net off direct issue cost."

xvi IMPAIRMENT :

"Non-financial assets :

Property, plant and equipment and intangible assets Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss"

xv OPERATING CYCLE :

A portion of the Company's activities (primarily long-term project activities) has an operating cycle that exceeds one year. Accordingly, assets and liabilities related to these long-term contracts, which will not be realised/paid within one year, have been classified as current. For all other activities, the operating cycle is twelve months.

B FIRST-TIME ADOPTION EXEMPTIONS AVAILED BY THE COMPANY AS PER IND AS 101 OVERALL PRINCIPLE

"These standalone Financials Statements of ""Halder Venture Limited"" for the year ended March 31, 2018 have been prepared in accordance with Ind AS. For the purpose of transition to Ind AS, the company has followed the guidance prescribed in Ind AS 101, First-Time Adoption of Indian Accounting Standard, with April 1, 2016 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the Financial Statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies are set out in Note 1A have been applied in preparing the Standalone Financial Statements for the year ended March 31, 2018 and the comparative information. An explanation of how the transition from previous GAAP to the Ind AS has effected the Company's Balance Sheet and the Statement of Profit and Loss, is set out in Note no 1.(B).(ii) to 1.(B).(x) The Exemption on the first-time adoption of Ind AS 101 have been set out in Note 1.(B).(I)"

I Exemptions availed on first-time adoption of Ind AS 101

Ind As allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has accordingly applied the following exemptions.

a) Deemed Cost: - Ind AS 101 provides an option under Ind AS 16 " Property, Plant and Equipment", to continue with the carrying value of all its property, plant and equipment as recognized in financial statements as on transition date, measured as per the previous GAAP and use that as its deemed cost after making necessary adjustments for de-commissioning liabilities instead of measuring at fair value on the transition date.

b) Investments: - Cost of Investment in unquoted securities has been considered as the Fair Market value of such investments as on the Balance Sheet Date

ii Reconciliation

The Management has decided to consolidate all its Subsidiaries and Associates for first time after implementation of Ind AS.(The Associates are also treated as Subsidiaries on the basis of "effective control over management".). On this basis of the company has prepared the financials as on the transition date, for the Comparative period and for the concerned financial year. However the reconciliation with equity as required under Ind As could not be carried out as similar Consolidation has not been carried out under previous GAAP.

A Statement of Changes in equity representing the details of equity share capital as well as other equity as on April 1, 2016, March 31, 2017 and March 2018 is provided

C NOTES ON ACCOUNT

I previous year figures have been regrouped / rearranged where ever necessary

ii Expenditure on employee in receipt or remuneration on which in aggregate was not less than

a) Rs 6,00,000/- when employed through the year-- Nil

b) Rs 500,000/- when employed part of the year-- Nil

iii Earning and Expenditure in foreign currency

Total Earning in Foreign Currency- `1,028,409,451

Total Expenditure in Foreign Currency- `62,322,985

Note:- Entity has paid an advance to its Foreign associates " Hal Exim PTE Ltd" for import purpose amounting to 2,71,43,683.79 shown under "Other Financial Asset" in the Balance Sheet

iv Dues to Small Scale Industrial Undertaking

There are no Micro, Small and Medium Enterprise, to whom the company owes dues, which are outstanding for more than 45 days t the Balance Sheet Date, computed on Unit wise basis. The above information regarding Micro, Small and Medium Enterprise has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors

The details of Amount outstanding to Micro, , Small and Medium Enterprise Development Act, 2006 (MSMED), based on the information with the company is as under:

xi The holding of 100 shares amounting to Rs 1000/- in wholly owned subsidiary companies are held by the Directors on behalf of Halder Venture Limited

xii **A. Subsidiaries of The Company**

| Name | % Of Holding | Remark |
|--------------------------------------|--------------|---------------------------|
| Prakruti Commosale Private Limited | 100.00% | |
| JDM Commercials Private Limited | 100.00% | |
| Reliable Advertising Private limited | 87.59% | |
| Intellect Buildcon Private Limited | 77.53% | |
| PK Agrilink Private Limited | 53.46% | |
| Shri Jatadhari Rice Mill Pvt Ltd | 40.47% | Through Effective Control |
| P.K.Cereals Pvt. Ltd. | 26.77% | Through Effective Control |

xiii **Computation of Earning/(Loss) per Equity Share**

| Particular | Year Ended | |
|--|-------------|-------------|
| | 31-Mar-18 | 31-Mar-17 |
| (I) Basic | | |
| (I) Number of Equity Shares at the beginning of the year | 31,60,700 | 31,60,700 |
| (ii) Number of Equity Shares issued during the year | - | - |
| (ii) Number of Equity Shares at the end of the year | 31,60,700 | 31,60,700 |
| (iii) Weighted average number of Equity Shares outstanding during the year | 10 | 10 |
| (iv) Face Value of each Equity Share Re. | | |
| Profit/(Loss) after tax attributable to Equity Shareholders | | |
| Profit / (Loss) for the period | 2,80,70,539 | 2,70,69,760 |
| Basic Earning/(Loss) per Share - Rs. | 8.88 | 8.56 |
| (II) Diluted | | |
| Dilutive Potential Equity Shares | - | - |
| Diluted Earning / (Loss) per Share | 8.88 | 8.56 |

For M/s SEN & RAY
CHARTERED ACCOUNTANTS
Firm Registration No. 303047E

On behalf of Halder Venture Limited

Soumik Ray
Membership No. 122465
Partner
Place: Kolkata
Dated : May 30, 2018

Keshab Kumar Halder
Director
DIN-00574080

Poulomi Halder
Director
DIN-02224305

CS. Abhishek Pal
Company Secretary
M No-50031

HALDER VENTURE LIMITED

A. Equity Share Capital

Authorised Capital

32,50,000 Equity Shares of RS. 10 Each

Issued and subscribed capital

31,60,700 Equity Shares of RS. 10 Each

B. Other Equity

(Amount in Indian Rupees)

| Particular | Share application money pending allotment | Equity component of compound financial instruments | Reserves and Surplus | | | | Total |
|---|---|--|----------------------|----------------------------|-----------------|-------------------|--------------|
| | | | General Reserve | Securities Premium Reserve | Capital Reserve | Retained Earnings | |
| Balance as at 01.04.2016 | - | - | 47,35,514 | - | 42,51,16,065 | (3,90,55,655) | 39,07,95,925 |
| Profit for the year | - | - | - | - | - | 3,42,51,600 | 3,42,51,600 |
| Restated balance at the beginning of the reporting period | - | - | - | - | - | - | - |
| Total Comprehensive Income for the year | - | - | - | - | - | - | - |
| Proposed Dividends and Tax thereon | - | - | - | - | - | - | - |
| Transfer to reserves | - | - | - | - | - | - | - |
| Any other change (to be specified) | - | - | - | - | - | - | - |
| Balance as at 31.03.2017 | - | - | 47,35,514 | - | 42,51,16,065 | (48,04,055) | 42,50,47,525 |
| Balance as at 01.04.2017 | - | - | 47,35,514 | - | 42,51,16,065 | (48,04,055) | 42,50,47,525 |
| Profit for the year | - | - | - | - | - | 1,37,60,321 | 1,37,60,321 |
| Restated balance at the beginning of the reporting period | - | - | - | - | - | - | - |
| Total Comprehensive Income for the year | - | - | - | - | - | - | - |
| Proposed Dividends and Tax thereon | - | - | - | - | - | - | - |
| Transfer to reserves | - | - | - | - | - | - | - |
| Any other change (to be specified) | - | - | - | - | - | - | - |
| Balance as at 31.03.2018 | - | - | 47,35,514 | - | 42,51,16,065 | 89,56,267 | 43,88,07,846 |

SCHEDULES & NOTES TO ACCOUNTS OF HALDER VENTURE LIMITED

Note-2: Depreciation on Fixed Assets

Note-2A:Tangible Asset

(Amount in Indian Rupees)

| Particulars | Land | Building & Factory shed | Plant & Machinery | Electrical Installation | Lab Equipments | Furniture & Fixture | Vehicals | Computer | Total PPE including CWIP |
|---|--------------------|-------------------------|---------------------|-------------------------|------------------|---------------------|------------------|-----------------|--------------------------|
| Cost / Deemed Cost At 1st April 2016 | 2,48,79,313 | 9,01,83,701 | 4,97,12,951 | 63,31,966 | 1,08,735 | 1,80,945 | 18,75,562 | 1,31,842 | 17,34,05,015 |
| Addition during the period | 2,22,841 | 96,61,633 | 13,19,11,787 | 54,56,740 | 13,89,850 | 30,76,325 | 29,32,374 | 1,86,495 | 15,48,38,045 |
| Disposal / Adjustments during the period | | | 5,000 | | | | 6,11,725 | | 6,16,725 |
| At 31st March 2017 | 2,51,02,154 | 9,98,45,334 | 18,16,19,738 | 1,17,88,706 | 14,98,585 | 32,57,270 | 41,96,211 | 3,18,337 | 32,76,26,335 |
| Depreciation and Impairment | | | | | | | | | |
| Opening balance | - | - | - | - | - | - | - | - | - |
| Additions | - | 46,60,335 | 1,66,63,692 | 30,62,377 | 2,52,475 | 3,72,360 | 9,83,131 | 68,754 | 2,60,63,124 |
| Deletions | | | | | | | 5,10,269 | | 5,10,269 |
| At 31st March 2017 | - | 46,60,335 | 1,66,63,692 | 30,62,377 | 2,52,475 | 3,72,360 | 4,72,862 | 68,754 | 2,55,52,855 |
| Net book value | | | | | | | | | |
| At 31st March 2017 | 2,51,02,154 | 9,51,84,999 | 16,49,56,046 | 87,26,329 | 12,46,110 | 28,84,910 | 37,23,349 | 2,49,583 | 30,20,73,480 |
| At 31st March 2016 | 2,48,79,313 | 9,01,83,701 | 4,97,12,951 | 63,31,966 | 1,08,735 | 1,80,945 | 18,75,562 | 1,31,842 | 17,34,05,015 |

| Particulars | Land | Building & Factory shed | Plant & Machinery | Electrical Installation | Lab Equipments | Furniture & Fixture | Vehicals | Computer | Total PPE including CWIP |
|---|--------------------|-------------------------|---------------------|-------------------------|------------------|---------------------|------------------|-----------------|--------------------------|
| Cost / Deemed Cost At 1st April 2017 | 2,51,02,154 | 9,98,45,334 | 18,16,19,738 | 1,17,88,706 | 14,98,585 | 32,57,270 | 41,96,211 | 3,18,337 | 32,76,26,335 |
| Addition during the period | 4,90,000 | 40,33,228 | 3,76,42,000 | 45,74,901 | - | 1,95,111 | 14,92,590 | 1,85,551 | 4,86,13,381 |
| Disposal / Adjustments during the period | - | - | - | - | - | - | 5,91,369 | | 5,91,369 |
| At 31st March 2018 | 2,55,92,154 | 10,38,78,562 | 21,92,61,738 | 1,63,63,607 | 14,98,585 | 34,52,381 | 50,97,432 | 5,03,888 | 37,56,48,347 |
| Depreciation and Impairment | | | | | | | | | |
| Opening balance | - | 46,60,335 | 1,66,63,692 | 30,62,377 | 2,52,475 | 3,72,360 | 4,72,862 | 68,754 | 2,55,52,854 |
| Additions | - | 46,13,151 | 2,12,44,080 | 32,32,177 | 3,26,305 | 7,60,250 | 12,58,292 | 1,88,624 | 3,16,22,880 |
| Deletions | | | | | | | | | |
| At 31st March 2018 | - | 92,73,486 | 3,79,07,772 | 62,94,554 | 5,78,780 | 11,32,610 | 17,31,154 | 2,57,378 | 5,71,75,733 |
| Net book value | | | | | | | | | |
| At 31st March 2018 | 2,55,92,154 | 9,46,05,076 | 18,13,53,966 | 1,00,69,053 | 9,19,805 | 23,19,771 | 33,66,278 | 2,46,509 | 31,84,72,613 |
| At 31st March 2017 | 2,51,02,154 | 9,51,84,999 | 16,49,56,046 | 87,26,329 | 12,46,110 | 28,84,910 | 37,23,349 | 2,49,583 | 30,20,73,480 |

SCHEDULES & NOTES TO ACCOUNTS OF HALDER VENTURE LIMITED

(Amount in Indian Rupees)

| Note-3:Investments | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|---|-------------------------------------|-------------------------------------|-------------------------------------|
| NON - CURRENT | | | |
| Trade Investments Unquoted Shares at cost | - | - | - |
| (As certified by Management) | - | - | - |
| A. Investment in Subsidiaries | - | - | - |
| | - | - | - |
| B. Investment in Associates | 0 | 0 | 0 |
| | - | - | - |
| C. Others | 25,90,74,631 | 26,72,90,000 | 29,02,90,000 |
| | - | - | - |
| | 25,90,74,631 | 26,72,90,000 | 29,02,90,000 |
| CURRENT | - | - | - |
| Investment In Mutual Fund | - | 5,00,000 | |
| DSP Black Rock | - | 10,00,000 | |
| | - | - | |
| | | 15,00,000 | |

| Note-4:Trade Receivables | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|---|-------------------------------------|-------------------------------------|-------------------------------------|
| NON - CURRENT | - | | |
| | - | | |
| | - | | |
| CURRENT | - | | |
| (Unsecured considered good unless otherwise stated) | - | | |
| Outstanding for a period exceeding six months | 2,92,48,562 | 2,71,15,681 | 31,95,376 |
| Considered Good | 33,37,50,806 | 28,71,35,808 | 23,57,48,887 |
| | 36,29,99,367 | 31,42,51,490 | 23,89,44,263 |
| Trade receivables | - | | |
| 1Secured, considered good | 36,29,99,367 | 31,42,51,490 | 23,89,44,263 |
| 2Unsecured, considered good | - | | |
| 3Doubtful | - | | |
| Allowance for bad & doubtful under each head | - | | |
| | - | | |
| | 36,29,99,367 | 31,42,51,490 | 23,89,44,263 |

| Note-5: Loans And Advances | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|-----------------------------------|--------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | NON-CURRENT | - | | |
| | Reliable Advertising Private Limited | - | - | - |
| | P K Agri Link Pvt Ltd | - | - | - |
| | | - | - | - |
| | CURRENT | | | |
| a | Deposit with Nakamichi | | 3,75,000 | |
| b | S.Dalmiah & Co. | | 1,11,111 | |
| | | - | 4,86,111 | - |
| | | | | |

| Note-6: Other Financial Asset | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--------------------------------------|---|-------------------------------------|-------------------------------------|-------------------------------------|
| | NON-CURRENT | - | | |
| a | Security Deposit With WBSEB | 50,38,461 | 1,10,35,017 | 1,04,81,069 |
| b | ION Exchange Service | 3,10,000 | - | - |
| c | Duty Drawback Receivable | 6,06,172 | 2,64,533 | - |
| d | Security Deposit with N A F E D LTD. | 2,00,000 | 2,00,000 | - |
| e | Security Deposit with FCI | 1,00,000 | 1,00,000 | 50,000 |
| f | Security Deposit with ABL International | 1,06,626 | 1,06,626 | 1,06,626 |
| | | - | - | - |
| | | - | - | - |
| | | - | - | - |
| | | 63,61,259 | 1,17,06,177 | 1,06,37,695 |
| | CURRENT | - | | |
| a | Accrued Interest | 1,19,302 | 22,660 | - |
| b | Duty Drawback Receivables | 9,46,281 | 14,44,252 | 10,64,113 |
| c | MEIS Receivables | 1,41,43,035 | 1,48,89,973 | 94,93,328 |
| d | Depsoit With Nakamichi | 20,00,000 | 96,000 | - |
| e | Advance to Suppliers | 2,71,43,684 | 95,25,600 | 153 |
| | | - | - | - |
| | | 4,43,52,303 | 2,59,78,485 | 1,05,57,594 |
| | | | | |

| Note-7:Other Non-Current assets | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--|---|-------------------------------------|-------------------------------------|-------------------------------------|
| a | Deferred revenue expenses (Preliminary Expences) | 18,690 | 28,036 | 37,382 |
| b | Security Deposit with BSNL | 2,000 | 2,000 | 2,000 |
| c | Advance for Services | - | 3,20,000 | 3,20,000 |
| | | 20,690 | 3,50,036 | 3,59,382 |

| Note-8:Inventories | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|---------------------------|---|-------------------------------------|-------------------------------------|-------------------------------------|
| a | Raw materials | 10,16,09,713 | 3,17,85,012 | 20,51,48,456 |
| b | Work in progress | 1,03,83,016 | 98,06,013 | - |
| c | Finished goods | 35,40,41,429 | 23,87,75,910 | 8,39,50,155 |
| d | Stock of Packing materials and Stores & Spares Parts | 2,23,86,428 | 1,73,11,809 | 1,90,39,801 |
| e | Chemicals | 24,41,483 | 28,36,783 | - |
| | | - | - | - |
| | | 49,08,62,069 | 30,05,15,527 | 30,81,38,412 |

| Note-9:Cash and Bank Balances | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--------------------------------------|---------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | Cash and cash equivalents | - | - | - |
| a | Balance with banks | - | - | - |
| | In current account | 31,23,618 | 50,56,793 | 27,40,812 |
| | | - | - | - |
| b | Cash in hand | 21,40,569 | 31,45,016 | 32,29,850 |
| c | Cheques in Hand | 4,23,89,665 | - | - |
| d | Others (Specify) | - | - | - |
| | Multi Currency Card | 65,174 | 7,02,000 | 7,02,000 |
| | Fixed Deposit with Bank | 18,15,731 | 64,983 | - |
| | | - | 23,00,886 | - |
| | | 4,95,34,757 | 1,12,69,678 | 66,72,662 |

| Note-10:Other Current Assets | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|-------------------------------------|---|-------------------------------------|-------------------------------------|-------------------------------------|
| a | Advance Income Tax | 5,39,42,265 | 4,39,90,705 | 2,86,37,156 |
| b | TDS | 3,70,880 | 4,15,452 | 3,42,001 |
| c | Prepaid Expenses | 11,86,695 | 6,88,031 | 3,17,122 |
| d | Income Tax Appeal | 57,02,000 | - | - |
| e | VAT Deposit Appeal | 24,29,450 | 24,29,450 | 10,00,000 |
| f | GST Receivable | 3,23,85,688 | - | - |
| g | Advance to Suppliers | 1,50,19,897 | 1,09,36,817 | 1,31,68,325 |
| h | TCS Receivable | 18,069 | 18,069 | - |
| i | Advance Sales Tax | 25,000 | 25,000 | 25,000 |
| j | Duty Drawback Receivable | 1,32,354 | 68,562 | - |
| k | Other Receivables | 23,727 | - | - |
| l | Deferred revenue expenses (Preliminary Expences) | 9,346 | 9,346 | 9,346 |
| m | Apel Fees Paid | 4,00,000 | - | - |
| | | - | - | - |
| | | 11,16,45,370 | 5,85,81,432 | 4,34,98,950 |

| Note-11: Equity Share capital | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--------------------------------------|--|-------------------------------------|-------------------------------------|-------------------------------------|
| a | Authorised Capital 45,00,000 Equity Shares of RS. 10 Each | 3,25,00,000 | 3,25,00,000 | 3,25,00,000 |
| | | 3,25,00,000 | 3,25,00,000 | 3,25,00,000 |
| b | Issued and subscribed capital 23,83,520 Equity Shares of RS. 10 Each 18,03,440 Equity Shares of RS. 10 Each | 3,16,07,000 | 3,16,07,000 | 3,16,07,000 |
| | | 3,16,07,000 | 3,16,07,000 | 3,16,07,000 |
| c | Paid up capital 23,83,520 Equity Shares of RS. 10 Each 18,03,440 Equity Shares of RS. 10 Each | 3,16,07,000 | 3,16,07,000 | 3,16,07,000 |
| | | 3,16,07,000 | 3,16,07,000 | 3,16,07,000 |

| Note-12: Reserves and Surplus | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--------------------------------------|---|-------------------------------------|-------------------------------------|-------------------------------------|
| a | General Reserve (Including Central Subsidy Received) Opening balance | 47,35,514 | 47,35,514 | 47,35,514 |
| | Add: Addition / (reduction) | | | |
| | Closing balance-I | 47,35,514 | 47,35,514 | 47,35,514 |
| b | Security premium A/c Opening balance | - | (4,75,66,560) | 0 |
| | Add: Addition / (reduction) | | 4,75,66,560 | |
| | Closing balance-II | - | 0 | 0 |
| c | Surplus from Profit & Loss account Opening balance | (48,04,055) | (3,90,55,655) | 6,67,46,825 |
| | Add: Current year surplus | 1,47,97,676 | 1,25,74,339 | 2,88,34,755 |
| | Add: Adjustment Prior Period Items | (10,37,355) | 2,16,77,261 | - |
| | Closing balance-III | 89,56,266 | - | 11,43,585 |
| | | | 48,04,055 | 3,90,55,655 |
| d | Capital Reserve Opening balance | - | | |
| | Add: Addition / (reduction) | 42,51,16,065 | 42,51,16,065 | 42,39,40,227 |
| | Closing balance-IV | - | | |
| | | 42,51,16,065 | 42,51,16,065 | 42,39,40,227 |
| | Total (I +II+III+IV) | 43,88,07,846 | 42,50,47,525 | 38,96,20,087 |

| Note-13: Borrowings | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--|-------------------------------------|-------------------------------------|-------------------------------------|
| - | | | |
| NON-CURRENT | | | |
| (i) From Banks | - | - | - |
| Term Loan - Axis Bank - 915060045567383 | 4,24,92,637 | 5,46,05,425 | 5,31,16,322 |
| Term Loan - Axis Bank - 918060010068951 | 1,92,55,693 | - | - |
| From Axis Bank Ltd. | 88,53,664 | 1,21,15,249 | 1,78,00,621 |
| | - | - | - |
| | - | - | - |
| (ii) From other Parties | - | - | - |
| Loans and Advances from Related Parties | 6,74,000 | 6,74,000 | 6,74,000 |
| Long Term Maturities of Finance Lease Obligations | - | - | - |
| | - | - | - |
| | 7,12,75,994 | 6,73,94,674 | 7,15,90,943 |
| CURRENT | - | | |
| (i) From Banks | - | 25,84,42,316 | - |
| Cash Credit - Axis Bank - 914030037602926 | 18,12,10,637 | - | 15,14,48,637.29 |
| WCDL - Axis Bank - 917030054016318 | 12,00,00,059 | - | - |
| PCFC - Axis Bank - 915080007316741 | 67,33,136 | 2,67,73,865 | 3,20,15,740.13 |
| EBRD - Axis Bank - 915090017279956 | 1,73,55,129 | - | 1,49,07,200.00 |
| (Secured by hypothecation of Stock & Books Debts) | - | - | - |
| | - | 46,807 | - |
| Current Maturities of Term Loan - Axis Bank - 916060018351750 | - | 1,20,00,000 | 2,29,62,955.39 |
| Current Maturities of Term Loan - Axis Bank - 915060045567383 | 1,20,00,000 | - | - |
| Current Maturities of Term Loan - Axis Bank - 918060010068951 | 80,00,000 | 9,18,319 | - |
| In Current Account Axis Bank - 532010200002141 | - | - | - |
| Other Loans and Advances | - | - | - |
| | - | 8,35,24,287 | - |
| from (AXIS Cash Credit- 915030064912655) | 3,71,54,843 | 3,93,32,910 | 2,41,52,802.45 |
| from (AXIS EBRD-915090065057922) | - | 3,48,88,781 | 4,88,54,400.53 |
| from (AXIS PCFC-915080064916191) | 15,94,45,460 | 36,534 | 6,87,23,537.00 |
| AXIS BANK (910020032842962) | - | - | 8,59,564.75 |
| | - | 60,16,787 | - |
| From Axis Bank Ltd.(12 months installments) | 21,81,263 | 26,18,442 | 2,50,59,963.00 |
| Axis Cash Credit (A/c No. 918030008959451) | 76,46,442 | 3,77,68,485 | 76,45,430.00 |
| Axis Packing Credit in FC (A/c No. 918030008959451) | 7,59,73,460 | 3,99,042 | 1,95,33,858.00 |

| | | | |
|--------------------------------|---------------------|---------------------|---------------------|
| HDFC Bank -00080340060005 | - | - | - |
| | - | 31,49,364 | - |
| Axis Bank CC (917030035732105) | 2,03,09,396 | - | - |
| | - | - | - |
| Axis (913020051875487) | - | - | - |
| HDFC Bank A/c (50200021788663) | - | - | - |
| (ii)From other Parties | - | - | - |
| From Body Corporate | 30,000 | 30,000 | 30,000.00 |
| Loan From Director | - | 3,00,000 | 22,85,000.00 |
| Loan From Other | 50,000 | 50,000 | - |
| | - | - | - |
| | 64,80,89,825 | 50,62,95,939 | 41,84,79,089 |

| Note-14: Employee Benefit Obligations | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--|------------------------|---------------------------------|---------------------------------|---------------------------------|
| a | Provision for Gratuity | 20,65,680 | 15,06,853 | 11,41,810 |
| - | - | - | - | - |
| - | - | 20,65,680 | 15,06,853 | 11,41,810 |

| Note-15: Trade Payables | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--------------------------------|--------------------|---------------------------------|---------------------------------|---------------------------------|
| - | NON-CURRENT | | | |
| - | | | | |
| - | | | | |
| - | CURRENT | | | |
| a | Trade Payable | 16,60,60,224 | 71,32,658 | 4,13,03,107 |
| b | Other payable | 9,030 | - | |
| | | 16,60,69,255 | 71,32,658 | 4,13,03,107 |

| Note-16: Other Financial Liabilities | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|---|--------------------------------|---------------------------------|---------------------------------|---------------------------------|
| | NON-CURRENT | | | |
| | | | | |
| | | | | |
| | CURRENT | | | |
| a | Liabilities for Expenses | 4,67,653 | 45,24,589 | 15,74,918 |
| b | Audit Fees Payable | 10,41,588 | 7,97,500 | 3,85,000 |
| c | Outstanding Electricity Bill | 62,56,604 | 26,92,827 | 19,80,324 |
| d | Outstanding Telephone Bill | 12,354 | - | 3,584 |
| e | Advance Received from Customer | 1,53,815 | - | - |
| | | - | - | - |
| | | 79,32,014 | 80,14,916 | 39,43,826 |

| Note-17: Other Current Liabilities | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|---|--------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| a | Advance Received from Supplier | 48,60,000 | - | 14,23,524 |
| b | TDS Payable | 18,80,331 | 13,42,733 | 12,48,881 |
| c | VAT & Entry Tax Payable | - | 35,210 | 7,58,327 |
| d | ESI & P.F.Payable | 2,83,117 | 1,86,227 | 1,56,751 |
| e | P Tax | 2,180 | 2,660 | 2,120 |
| f | Interest on TDS Payable | 279 | 333 | - |
| g | GST Payable | 15,40,682 | - | - |
| | | - | 454 | - |
| | | - | - | - |
| | | 85,66,589 | 15,67,617 | 35,89,603 |
| | | | | |

| Note-18:Short Term provisions | | Figures as at 31.03.2018 | Figures as at 31.03.2017 | Figures as at 01.04.2016 |
|--------------------------------------|--------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| a | Provision for Income Tax | 4,91,21,915 | 4,09,40,781 | 3,06,91,603 |
| b | Others | 3,95,750 | 3,95,750 | 3,91,020 |
| | | - | | - |
| | | 4,95,17,665 | 4,13,36,531 | 3,10,82,623 |
| | | | | |

SCHEDULES & NOTES TO ACCOUNTS OF HALDER VENTURE LIMITED

(Amount in Indian Rupees)

| Note-19 : Revenue from Operations | | For the Year Ended 31.03.2018 | For the Year Ended 31.03.2017 |
|---|-------------------------------------|--|--|
| a | Sale of Products | | |
| | Export Sales | 1,08,81,80,273 | 86,84,79,961 |
| | Domestic Sales | 1,22,11,28,482 | 1,10,51,07,685 |
| | Other Operating Revenue | 2,56,26,385 | 2,87,97,768 |
| | | - | |
| | | 2,33,49,35,140 | 2,00,23,85,414 |
| Note-20 : Other Income | | For the Year Ended 31.03.2018 | For the Year Ended 31.03.2017 |
| a | Interest Income | 5,12,455 | 7,61,496 |
| b | Sale of Scrap | 1,00,000 | 7,75,000 |
| c | Foreign Currency Fluctuaion Benefit | 1,23,23,682 | 1,40,11,356 |
| d | Other non-operating income | 22,10,695 | 56,77,916 |
| e | Profit on sale of Mutual Fund | 14,595 | - |
| f | Insurance Claim Received | 54,641 | 49,580 |
| g | Material Quality Rebate | 16,65,291 | - |
| h | Profit on Sale of Derivative | 7,58,523 | - |
| | | - | 3,98,544 |
| | | - | - |
| | | 1,76,39,881 | 2,16,73,892 |
| Note-21 : Cost of Materials consumed | | For the Year Ended 31.03.2018 | For the Year Ended 31.03.2017 |
| | Opening Stock of Raw Materials | 3,17,85,012 | 20,51,48,456 |
| | Purchases | 1,88,38,90,007 | 1,50,56,20,853 |
| | | 1,91,56,75,019 | 1,71,07,69,308 |
| | Less: Closing stock of raw Material | 10,16,09,713 | 3,17,85,012 |
| | | | |
| | | 1,81,40,65,306 | 1,67,89,84,297 |
| Note-22 : Employee Benefit Expenses | | For the Year Ended 31.03.2018 | For the Year Ended 31.03.2017 |
| a | Salaries, Wages & Remuneration | 2,29,74,052 | 1,41,71,126 |
| b | Provision for Gratuity | 5,58,827 | |
| | | | |
| | | 2,35,32,879 | 1,41,71,126 |

| Note-23 : Other Manufacturing Expenses | | For the Year Ended 31.03.2018 | For the Year Ended 31.03.2017 |
|---|---|--|--|
| a | Carriage Inward | 31,22,532 | 74,50,307 |
| b | Power, Fuel & Lubricate | 6,30,65,066 | 5,74,11,148 |
| c | Packing Material & Stores and Spare Parts | 3,91,70,630 | 2,94,58,353 |
| d | Other Direct Expenses | 57,226 | 4,79,019 |
| e | Chemical Exps | 82,57,255 | 97,57,320 |
| | | - | - |
| | | 11,36,72,709 | 10,45,56,146 |
| | | | |

| Note-24 : Administrative, Selling and Distribution Expenses | | For the Year Ended 31.03.2018 | For the Year Ended 31.03.2017 |
|--|---------------------------------------|--|--|
| | <u>Administration expenses</u> | - | |
| | Advertisement & Subscription | 1,20,177 | 1,44,703 |
| | Repairs | 50,05,372 | 43,73,386 |
| | Insurance . | 5,91,151 | 10,63,418 |
| | Rates and taxes | 8,54,234 | 8,79,757 |
| | Commission & Brokerage | 23,52,016 | 28,19,402 |
| | Audit fees | - | - |
| | a) Statutory Auditor | 9,14,600 | 6,78,500 |
| | b) Tax Auditor | 1,40,000 | 1,49,500 |
| | c) Company law matters | - | - |
| | d) VAT Audit | 30,000 | 34,500 |
| | e) GST Audit | 45,000 | - |
| | Bad Debts | 96,55,967 | 42,62,247 |
| | Entry tax & Other tax | 6,01,158 | 2,15,731 |
| | Discount | 26,886 | 8,68,475 |
| | Postage, Printing & Stationery | 4,26,022 | 87,092 |
| | Professional fees | 26,25,521 | 30,43,291 |
| | Car Running Expenses | 1,90,476 | 1,16,235 |
| | Travelling & conveyance | 14,33,882 | 12,47,604 |
| | Rebate | 82,819 | 2,68,764 |
| | Custom Duty | 22,218 | 12,41,574 |
| | Telephone Expenses | 3,30,816 | 3,09,493 |
| | Director Remuneration | 1,53,00,000 | 72,00,000 |
| | Fumigation & Other Charges | 61,90,000 | 57,20,476 |
| | Other Interest | 1,98,381 | 13,886 |
| | Loss from Speculative Transaction | 4,35,765 | 14,99,364 |
| | Website Development | 1,01,368 | 1,24,896 |
| | Packing materials | 9,67,018 | - |
| | Other Chemicals | 4,19,537 | - |

| | | |
|-------------------------------|---------------------|---------------------|
| General Expenses | 5,32,257 | 9,94,414 |
| Marketing Expenses | 23,40,000 | 11,42,010 |
| Carriage Outward | 5,47,19,200 | 6,29,39,095 |
| Freight | 3,84,13,519 | 3,85,02,169 |
| Import Charges | 28,98,639 | 9,76,086 |
| Export Expenses | 11,17,46,789 | 6,60,03,363 |
| Power & Fuel | 1,71,375 | 80,766 |
| Interest on duty | 1,27,832 | 28,439 |
| Donation & Subscription | 81,087 | 25,000 |
| Loss on sale of Fixed Assets | 16,779 | - |
| Books & Periodicals | 5,100 | - |
| Office Maintenance Exp | 2,39,272 | 3,86,769 |
| Annual Maintenance Charges | 28,925 | 22,609 |
| Miscellaneous Expenses | 4,42,432 | 11,082 |
| Listing/Delisting/Merger Fees | 8,31,050 | - |
| | - | - |
| | 26,16,54,639 | 20,74,74,096 |
| | | |

| Note-25 : Financial Expenses | | For the Year Ended 31.03.2018 | For the Year Ended 31.03.2017 |
|-------------------------------------|---------------------------|--|--|
| | Interest on Bank Loan : | | |
| | On Term loan | 1,77,05,991 | 2,52,39,512 |
| | On Cash Credit, EBRD,PCFC | 2,98,28,572 | 1,82,56,092 |
| | Bank charges | 20,85,188 | 21,84,607 |
| | Other financial charges | 41,74,533 | 52,38,246 |
| | | - | - |
| | | 5,37,94,284 | 5,09,18,456 |
| | | | |

| | |
|--|---|
| ATTENDANCE SLIP | Folio/DP ID & Client ID No.: |
| I/We hereby record my/our presence at the 36th Annual General Meeting of the Company to be held on 28 th August, 2018 at 11:00 a.m. at its registered office at Diamond Heritage, 16, Strand Road, 10TH Floor Room No-1012, Kolkata-700001, West Bengal | Name |
| | Address: |
| | Joint holders Name : |
| | Shares: |

.....

Name of Proxy
(in BLOCK LETTERS)

(Signature of Shareholder/Proxy Present)

Notes: Members/Proxy holders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.

ELECTRONIC VOTING PARTICULARS

| EVEN E -Voting Event Number | USER ID | PERMANENT ACCOUNT NUMBER (PAN) |
|--------------------------------|---------|-----------------------------------|
| | | |

Please read instructions given in the Notice of the Annual General Meeting carefully before voting electronically

PROXY FORM- MGT-11

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

CIN: L74210WB1982PLC035117

Name of the Company: HALDER VENTURE LIMITED

Registered office: Diamond Heritage, 16 Strand Road, 10th Floor, Room No-1012, Kolkata- 700001

Name of the shareholder:

Registered address:

E-mail ID:

Folio No./ Client ID:

DP ID:

I / we, being the shareholder(s) of shares of the above named company, hereby appoint

Name....., Address.....

E-mail Id....., Signature....., or failing him

Name....., Address.....

E-mail Id....., Signature..... or failing him

Name....., Address....., E-mail

Id....., Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Tuesday, 28th August, 2018 at 11:00 A.M at its registered office at Diamond Heritage,16, Strand Road,10th Floor, Room No-1012, Kolkata- 700001, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions | Vote (Optional) | |
|----------------|---|-----------------|---------|
| | | For | Against |
| 1 | To consider and adopt: (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Directors and Auditors thereon and (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon; | | |
| 2 | To re-appoint Mrs Poulomi Halder (DIN: 02224305), a Director of the Company, retiring by rotation and being eligible who has offered herself for re-appointment | | |
| 3 | To approve the appointment of Mr. Debasis Saha (DIN: 01561230) as Independent Director of the Company for a term of five years. | | |
| 4 | To approve the appointment of Mr. Mr. Zakir Hossain (DIN: 08009951) as Independent Director of the Company for a term of five years | | |
| 5 | To enter related party transactions for an amount up to Rs. 10 crores with Hal Exim DWC LLC during FY-2018-19 | | |
| 6 | To enter related party transactions for an amount up to Rs. 10 crores with Hal Exim PTE Ltd during FY-2018-19 | | |

Signed thisday of2018

Member's Folio /DP ID & Client ID No.....

Signature of Shareholder(s).....

Signature of Proxy holder (s).....

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.

If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.



Diamond Heritage
1 h 11 min drive - home

Howrah
হাওড়া

SANTRAGACHI
সাঁতরাগাছি

SHIBPUR
শিবপুর

KESTOPUR
কেস্টপুর

Satghara Lal Masjid
সাতঘরা লাল মসজিদ

Haji Ratan Mode

SOUTH EASTERN RAILWAY CENTRAL HOSPITAL
দক্ষিণ পূর্ব রেল সেন্ট্রাল

Acharya Jagadish Chandra Bose Indian...
আচার্য্য জগদীশচন্দ্র বোস ভারতীয়...

James Prinsep Ghat
জেমস প্রিন্সেপ ঘাট

Maidan
ময়দান

99acres kolkata office

Master Properties Pvt Ltd



Arrjavv

Shivam Realtors

Kamalalaya Centre

Surana House

TANGRA
টাঙ্গরা

Science City

TOPSIA
তোপসিয়া

KANKURGACHI
কাঁকুরগাছি

Bidhan Sishu Udyan

Kolkata Realty Company

Nicco Park
নিকো পার্ক

RAIKVA

RDB Cinemas
আর ডি বি সিনেমা

DHAPA
ধাপা

Lal Kutu
লাল কুটি

Bikash Bhavan
বিকাশ ভবন

Bidhannagar
বিধাননগর

Aswininagar Post Office
অখিনীনগর ডাকঘর

PROFESSIONAL REALTOR

Firangi Madras

Parshwanath Jain Temple Belgachhiya
পার্শ্বনাথ জৈন মন্দির

Hatibagan Market

Rathtala, Belgachhia
রথতলা, বেলগাছিয়া

Belilious Park

Netaji Statue, Natun Rasta More

Howrah Bridge
হাওরা ব্রিজ

CTI CROSSING

SANER GHAT

Tentulkuli
তেঁতুলকুলি

Pakuria
পাকুরিয়া

INOX R.D. Mall

Baidyanath Rajbari

ADDAS2RUMMY.COM

15

15

16

6

Prasastha
প্রসস্থ

ANDUL
আন্দুল

Mahiri
মাইয়ারি

Station
স্টেশন

n

Thakdar
ঠাকদারি

DHAPA
ধাপা

Lal Kutu
লাল কুটি