



Date: 23.07.2025

To,
Corporate Relationship Department
Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Tower
25th Floor, Dalal Street
Mumbai-400 001

SCRIP CODE: 539854

Sub: Outcome of Board Meeting dated 23-07-2025

Dear Sir,

We have to inform you that pursuant to Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board at its meeting held today i.e. Wednesday, 23rd July, 2025, which commenced at 12.00 P.M. and concluded at 3.00 P.M. considered and approved the below mentioned Resolution:

1. **Alteration in the Articles of Association of the Company (AOA):** The Board has accorded its consent to alter the AOA of the Company subject to the approval of shareholders through Postal Ballot.

The detailed disclosure as required under Regulation 30 of the Listing Regulations read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed as **Annexure A.**

2. **Issue of Bonus shares:** Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we wish to inform that the Board has recommended issue of Bonus Shares in the ratio of 2:1 i.e., 2 (Two) new fully paid-up Equity Share of ₹ 10/- each for every 1 (One) existing fully paid-up Equity Share of ₹ 10/- each subject to the approval of shareholders through Postal Ballot. The Bonus Shares shall rank pari passu in all respects and carry the same rights as the existing equity shares of the Company.

Halder Venture Limited

CIN No.: L74210WB1982PLC035117

Diamond Heritage, 16 Strand Road, 10th Floor, Unit - 1012, Kolkata - 700 001

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The detailed disclosure as required under Regulation 30 of the Listing Regulations read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed as **Annexure B.**

3. **Record Date for Bonus shares:** The record date for determining the entitlement of the Members to receive bonus equity shares is Monday, September 01, 2025.
4. **Approved postal ballot notice for seeking consent of the Members of the Company.**

The above information is for your record.

Thanking you,

Yours Faithfully,

For Halder Venture Limited

Ayanti Sen
(Company Secretary and Compliance Officer)
ENC. AS ABOVE

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ANNEXURE A

Details under Regulation 30 of the SEBI LODR Regulation read along with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Brief Details of Amendment to the Articles of Association (“AOA”) of the Company

- i. Substitution of existing Article 18 with the following:

“Unless otherwise determined by the Company in general meeting each Director shall be entitled to receive out of the funds of the Company for his services in attending meeting of the Board or a Committee of the Board, a fee not exceeding the amount as may be prescribed by the Companies Act, 2013 from time to time. The Directors (including Managing Director and a Director in the whole time employment of the Company) may be paid by way of further remuneration on the net profits of the Company in accordance to Section 197 and 198 of the Companies Act, 2013, such remuneration under this sub-para, shall be paid to all the Directors for the time being or to any one or more of them in such proportion as the Directors may by the resolution of the Board authorising such payments decide, and in default of such decision, equally amongst all the Directors for the time being in office during the year. All other remuneration, if any, payable by the Company to each Director, whether in respect of his service as a Managing Director or a Director in the whole or part time employment of the Company shall be determined in accordance with and subject to the provisions of the Companies Act, 2013. The Directors shall be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attending at Board and Committee meetings or otherwise incurred in the execution of their duties as directors.

- ii. Addition of new Clause 25 after Clause 24 with the following:

CAPITALISATION OF PROFITS AND RESERVES

“25(1). The Company in General Meeting may, upon the recommendation of the Directors, direct to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution and accordingly set free for distribution in the manner specified in sub clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the Provision contained in clause (3), either in or towards: -

- a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or

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c) partly in the way specified in (a) and partly in that specified in (b).

(3) A Share Premium Account and a Capital Redemption Reserve Account may, for purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

(4) Whenever such a resolution as aforesaid shall have been passed, the Directors shall: -

a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, if any and

b) generally do all acts and things required to give effects thereto.

(5) The Board shall have the right to fix a date for the purpose of determining the Members who are entitled to the payment of the dividend, or shares pursuant to the capitalisation of reserves, and for any other action of the Company that requires determination of the details of Members.

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ANNEXURE B

Details under Regulation 30 of the SEBI LODR Regulation read along with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Issue of bonus shares

Sl. No	Particulars	Details
a)	Type of securities proposed to be issued	Equity Shares of face value of Rs. 10/- each.
b)	Type of issuance	Bonus issue.
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	<p>*82,92,090 equity shares of Rs. 10/- each amounting to Rs. 8,29,20,900/-</p> <p>*As on the date of Board approval i.e. July 23, 2025. The actual number of bonus equity shares to be issued will be determined based on the fully paid-up equity share capital as on the record date.</p>
d)	Whether bonus is out of free reserves created out of profits or share premium account	The bonus equity shares will be issued out of securities premium account of the Company as per the audited accounts of the Company for the financial year ended March 31, 2025.
e)	Bonus ratio	2:1 i.e. 2 (Two) new bonus equity shares of Rs. 10 each for every 1 (One) existing equity share of Rs. 10/- each fully paid up to the eligible equity shareholders of the Company as on record date.
f)	Details of share capital - pre and post bonus issue	<p>Pre-bonus Issue Share capital: <u>Authorized capital:</u> Rs. 13,42,50,000/- divided into 1,34,25,000 equity shares of Rs. 10/- each.</p> <p><u>Issued, subscribed and paid-up capital</u> - Rs. 4,14,60,450/- consisting of 41,46,045 equity shares of Rs. 10/- each.</p> <p>Post Bonus Issue Share Capital: <u>Authorized capital:</u> Rs. 13,42,50,000/- divided into 1,34,25,000 equity shares of Rs. 10/- each.</p>

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		<p><u>Issued, subscribed and paid-up capital</u> - Rs. 12,43,81,350/- consisting of 1,24,38,135* equity shares of Rs. 10/- each.</p> <p>*As on the date of Board approval i.e. July 23, 2025. The actual number of bonus equity shares to be issued will be determined based on the fully paid-up equity share capital as on the record date.</p>
g)	Free reserves and/ or share premium required for implementing the bonus issue	<p>Securities premium: Approximately Rs. 8,29,20,900/-</p> <p>The actual paid-up share capital will be determined based on the paid-up share capital as on the record date.</p>
h)	Free reserves and/ or share premium available for capitalization and the date as on which such balance is available	Aggregate amount of Rs. 5,041.14 lakhs as at 31 st March, 2025 consisting of free reserves and securities premium account.
i)	Whether the aforesaid figures are audited	Yes
j)	Estimated date by which such bonus shares would be credited/dispatched	Within two months from the date of Board approval i.e., 22 nd September, 2025.

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