



**Date: 25.07.2025**

**To,  
Corporate Relationship Department  
Bombay Stock Exchange Ltd.  
1<sup>st</sup> Floor, New trading Ring  
Phiroze Jeejeebhoy Tower  
Dalal street, Rotunda Building  
Mumbai-400 001**

**Script Code: 539854**

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Dear Sir,

Pursuant to Regulation 30 of SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement, seeking approval of the Members by way of remote e-voting process, for below Resolutions:

Item No.	Type of Resolution	Description of the Resolution
1.	Special	Alteration of Articles of Association of the Company.
2.	Ordinary	Issue of bonus shares.

Please note that the Postal Ballot Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members/list of Beneficial Owners as on Friday, 18<sup>th</sup> July, 2025 and whose e-mail addresses are registered with the Company/Depositories.

The remote e-voting period commences at 10.00 A.M. IST on Monday, 28<sup>th</sup> July, 2025 and ends at 5.00 P.M. IST on Tuesday, 26<sup>th</sup> August, 2025. The results of the postal ballot will be declared on or before Thursday, 28<sup>th</sup> August, 2025.

The Postal Ballot Notice is also available on the Company's website at <https://www.halderventure.in/>

This is for your information and record.

Thanking you

Yours Faithfully,  
**For Halder Venture Limited**

**Ayanti Sen**  
**(Company Secretary and Compliance Officer)**

**Halder Venture Limited**

CIN No.: L74210WB1982PLC035117

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

Phone: +91 -33-6607 5556, +91 -33-6607 5557 Email: [info@halderventure.in](mailto:info@halderventure.in) Web: [www.halderventure.in](http://www.halderventure.in)



**HALDER VENTURE LIMITED**

**Registered Office:** Diamond Heritage, 16<sup>th</sup> Strand Road, 10<sup>th</sup> Floor Room No. 1012 Kolkata-700001

**CIN:** L74210WB1982PLC035117

**Website:** [www.halderventure.in](http://www.halderventure.in) **Email id:** info@halderventure.in **Phone No.:** 033 6607 5556/5557

**POSTAL BALLOT AND E-VOTING NOTICE TO THE MEMBERS OF THE COMPANY**

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the "Rules") , Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated 23 June, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September, 25, 2023 and 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modifications or re-enactments thereof), if any, Halder Venture Limited ("the Company") hereby seeks your approval for the resolutions appended below through Postal Ballot by way of Remote Electronic Voting ("E-Voting"). The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the said resolution setting out the material facts and the reasons thereof is appended to this Notice:

**Item of business requiring approval of members through E-Voting:**

**SPECIAL BUSINESS:**

**1. Alteration of Articles of the Company:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as **SPECIAL RESOLUTIONS:**

**"RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority, the consent of Members of the Company be and is hereby accorded to amend the existing Articles of Association ("AoA") of the Company in the following manner:

- 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
- 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.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of

the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the above resolution."

## **2. Issue of Bonus shares:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as **ORDINARY RESOLUTIONS:**

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals, the consent of the shareholders be and is hereby accorded for capitalization of such sums standing to the credit of the securities premium account of the Company as per the audited accounts of the Company for the financial year ended March 31, 2025, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of ₹ 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company as on the Monday, September 01, 2025 (“Record Date) in the ratio of 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 shall be allotted.

**RESOLVED FURTHER THAT** the new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company. and shall rank pari-pasu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

**RESOLVED FURTHER THAT** the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Demat Suspense Account as per the SEBI Regulations.

**RESOLVED FURTHER THAT** the allotment of the new equity bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, other regulatory authorities as may be deemed necessary.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** Keshab Kumar Halder (DIN: 00574080), Managing Director and the Company Secretary of the Company be and are hereby severally authorized to file the necessary documents/form(s) with the Registrar of Companies, SEBI, Stock Exchanges, RBI, NSDL, CDSL, RTA of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

By the Order of the Board  
HALDER VENTURE LIMITED

Sd/-

AYANTI SEN  
COMPANY SECRETARY  
ACS: A61796

Date: 23.07.2025

Place: Kolkata

## **NOTES:**

1. In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository. If your e-mail address is not registered with the Company/ Depository, please follow the process provided herein to receive this Postal Ballot Notice and login ID and password for remote E-voting. The communication of the assent or dissent of the Members would only take place through the E-voting system. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.
2. In compliance with the provisions of Section 110 of the Act read with the applicable Rules and the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company is pleased to extend E-Voting facility to enable the Members to cast their votes electronically.
3. Mr. Manoj Prasad Shaw, Practicing Company Secretary (Membership No. FCS 5517, CP 4194), appointed as the Scrutinizer for conducting the E-voting process in a fair and transparent manner, shall submit his report to the Company after completion of the scrutiny of E-Voting. The results of the E-Voting would be announced within two working days from the conclusion of E-Voting. The results along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and shall be communicated to the BSE Limited ("BSE") ("Stock Exchange") where the shares of the Company are listed and will also be displayed on the Company's website <https://www.halderventure.in/> as well as on website of National Securities Depository Limited ("NSDL"), engaged to provide E-Voting facility to the Members of the Company. The date of declaration of the result of Postal Ballot shall be deemed to be the date of passing of said Resolution.
4. In the light of the recent green initiative of the Government of India, those members who have not yet registered their email id's are requested to register their email id's with their depository participants in case of shares held in dematerialised form and those members holding shares in physical form to register their email id's with the R & T agent for receiving all communication from the Company electronically. We urge upon you to register the email id on priority and help the Company to support the nation in the green initiative.
5. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Transfer Agents, i.e. Maheshwari Datamatics Private Limited
7. The 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.
8. Voting period for E-voting will commence from Monday, July, 28, 2025 at 10.00 A.M. (IST) and will end on Tuesday, August 26, 2025 at 5.00 P.M. (IST).

9. The Statement pursuant to Section 102 of the Companies Act, 2013 (to the extent applicable), read with Section 110 as amended stating all material facts, disclosure of interest, if any and other relevant information and facts in respect of the business is annexed hereto and forms part of this Notice.

10. The Postal Ballot Notice is being sent to the Members in electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Messrs Maheshwari Datamatics Private Limited, Registrars and Share Transfer Agents, as on Friday, July 18 2025 (Benpose date). The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on Friday, July 18, 2025 being the cut-off date.

**11. The instructions for remote e-voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

***A) Login method for e-Voting for Individual shareholders holding securities in demat mode:***

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

***Login method for Individual shareholders holding securities in demat mode is given below:***

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-</li></ol>

	<p><b>Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**



Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
<p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered.</b></p>
<p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "<a href="#">Forgot User Details/Password?</a>" (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>b) <a href="#">Physical User Reset Password?</a> (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system.

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shawmanoj2003@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@halderventure.in](mailto:info@halderventure.in).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@halderventure.in](mailto:info@halderventure.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

### **For item no. 1:**

Pursuant to the enactment of the Companies Act, 2013, it has become imperative for the Company to align its Articles of Association (AOA) with the updated legal framework regarding director remuneration and the capitalization of profits.

The existing provisions regarding sitting fees and remuneration for directors require modification to be consistent with the stipulations set forth in the Companies Act, 2013. The resolution proposes to replace Article 18 of the AOA.

The addition of a new Clause 25 is proposed to address the Company's intention to issue bonus shares. As per the Companies Act, 2013, any decision regarding the capitalization of profits and reserves must be expressly authorized by the Articles of Association. This clause facilitates the capitalization of profits, allowing the Company to issue fully paid shares to its members.

Pursuant to the provisions of section 14 of the Companies Act, 2013, alteration of articles requires approval of the members of the Company by way of a Special Resolution at a general meeting.

The Board of Directors in their meeting held on Wednesday, July 23, 2025 has approved the amendment in the Article of Association of the Company as set out in item no. 1 of the notice, subject to the approval of members of the Company.

As per Section 102(3) of the Companies Act, 2013, the draft copy of the proposed Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working days between 11.00A.M. and 1.00 P.M. upto the last date of voting. The Shareholders seeking to inspect such documents can send a prior email to [info@halderventure.in](mailto:info@halderventure.in).

The Board recommends the Special Resolution set out at Item No 1 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions as item No. 1.

### **For item No. 2**

With a view to emphasize the importance of sharing the Company's continued growth and performance with the shareholders, the Company is considering the issuance of bonus shares to enhance shareholder value and utilize the accumulated pool of free reserves effectively. The Board of Directors at the meeting held on Wednesday, July 23, 2025 has recommended the issue and allotment of bonus equity shares in the proportion of 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 shall be allotted to the Members of the Company as on the Monday, September 01, 2025 (Record Date).

Article 25 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of the free reserves and/or the securities premium account and/or capital redemption reserve of the Company as may be considered necessary by the Board, for the purpose of issue of the bonus shares.

The new equity shares of Rs.10 each to be issued and allotted as bonus shares shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and that these bonus shares shall be entitled to participate in full in any dividend/s to be declared thereafter.

The allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of Members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Demat Suspense Account as per the SEBI Regulations and on receiving the details of demat account from the shareholders, such Bonus Shares shall be credited to the concerned demat account of the shareholders, as per SEBI Regulations.

The proposed issue of bonus shares will be in line with the provisions of Section 63 of the Companies Act, 2013, rules made thereunder, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to the approvals, if required, from the statutory authorities. The applications will be made to Bombay Stock Exchange (BSE) for permission to list and deal in such bonus shares.

The Board of Directors accordingly recommends the passing of the proposed Ordinary Resolution as contained in Item No. 2 of the Notice.

None of the Directors / Key Managerial Personnel or their respective relatives are interested in the said Resolution except to the extent that they would be entitled for bonus shares in relation to their respective holding of equity shares in the Company.

By the Order of the Board  
HALDER VENTURE LIMITED

Sd/-

AYANTI SEN  
COMPANY SECRETARY  
ACS: A61796

Date: 23.07.2025

Place: Kolkata