



HALDER VENTURE LIMITED

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

CIN: L74210WB1982PLC035117

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

Halder Venture Limited (“Company”) has issued a Notice of Postal Ballot and E- voting dated 26th March, 2026 (“the Notice”). The Notice has been dispatched to the members of the Company on 30th March, 2026, in due compliance with the provisions of the Companies Act, 2013, read with the relevant rules made thereunder and the circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India (“SEBI”) and other applicable laws.

Pursuant to the requirements of Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company had filed an application for obtaining in-principle approval of the National Stock Exchange and BSE Limited (“Stock Exchanges”) for the proposed issuance of 7,93,650 (Seven Lakh Ninety Three Thousand Six Hundred Fifty) convertible warrants of the Company on a preferential basis (“Preferential Issue”), as detailed in Item No. 2 of the Notice along with the explanatory statement thereto (“Explanatory Statement”).

The National Stock Exchanges of India and BSE Limited, on 7th April, 2026 and 9th April, 2026, has asked the Company to provide certain clarifications/ information in respect of the proposed Preferential Issue, by way of a corrigendum to the Notice.

Accordingly, this corrigendum (“Corrigendum”) is being issued in continuation to the Notice together with the Explanatory Statement. This corrigendum should be read in continuation of and in conjunction with the Notice and shall form an integral part of the Notice. All other contents of the Notice, save and except as modified by this communication, shall remain unchanged.

The shareholders who have already voted on the resolution can email their comments to the Company Secretary at info@halderventure.in or the scrutinizer, Mr. Manoj Prasad Shaw, Practicing Company Secretary at shawmanoj2003@gmail.com till 16th April, 2026.

Accordingly, the members of the Company are hereby requested to take note of the revised contents of the Notice as set forth hereunder:

1. The sub section 2 of the Explanatory Statement for Item No. 2 of the Notice shall read as follows:

2. The Objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects:

a. Capital Expansion and Expenditure:

The Issue Proceeds shall be utilized towards expansion of business operations, strengthening of network and overall presence, and undertaking strategic investments.

- **Details of Capital Expenditure:** The Company is planning for installation of a refining unit of Edible oil having a capacity of 500 metric ton in our newly acquired Haldia Unit.
- **Details of Capital Expansion:** The existing rice mill units of the company is running at a capacity of about 50%, however due to widening of our foreign market the company is planning to run the existing rice mill units with a capacity of 70- 80%.
- **Strengthening of Company's competitive position:** The planned capital expenditure in our Haldia Unit will increase the variety of products in our edible our sector and having a strong position geographically will enable us to cater our products in the edible oil section to whole of eastern India.

b. Augmentation of Working Capital:

The Issue Proceeds shall also be utilized towards working capital requirements and general corporate purposes, including improving the overall financial health of the Company.

2. The sub section 3 of the Explanatory Statement for Item No. 2 of the Notice shall read as follows:

3. Utilization of Issue Proceeds in Phases

As the funds will be received in tranches through the Preferential Issue and the financial needs may vary over time, the intended use of the Issue Proceeds for the above purposes is outlined as follows:

SN	Particulars	Total estimated amount * (in Rs.)	Tentative Timeline for Utilization of Issue Proceeds
1.	Capital Expenditure	11,49,99,875	Within 6 months from receipt of the Issue Proceeds (as set out herein)
	Capital Expansion	1,00,00,000	
2.	Augmentation of Working Capital	11,29,99,875	
	General Corporate Purpose	1,20,00,000	

* Considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Break up of the proposed Capital Expenditure: The Company is planning to utilise the entire portion of the fund for capital expenditure in installation of a refining unit of Edible oil having a capacity of 500 metric ton in our newly acquired Haldia Unit.

Given that the Preferential Issue is for convertible Warrants, the entire Issue Proceeds from the Proposed Allottee will be received by the Company within 18 months from the date of allotment of Warrants in terms of Chapter V of SEBI (ICDR) Regulations, and as estimated by the Company's management the entire Issue Proceeds would be utilized for all the aforementioned objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 6 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on

management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent period in such manner as may be determined by the Board, in accordance with the applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

1. The sub section 4 of the Explanatory Statement for Item No. 2 of the Notice shall read as follows:

4. Interim use of Issue Proceeds:

The Company, in accordance with the approval by the Board of Directors from time to time, will have flexibility to deploy the Issue Proceeds in accordance with applicable law.

2. The sub section 6 of the Explanatory Statement for Item No. 2 of the Notice shall read as follows:

6. Kind of securities and the price at which securities are being offered in preferential issue, basis or justification for the price (including premium, if any) at which the offer or invitation is being made and Valuation Report:

Upto 7,93,650 Convertible Warrants at a price of Rs. 315/- (including premium of Rs. 305/- per warrant) or at such higher price determined under applicable Regulation(s) of Chapter V of ICDR Regulations on preferential basis.

a. Basis of price:

The Equity Shares of the Company are listed on BSE Limited and NSE. Since the equity shares of the Company are infrequently traded as per provisions of SEBI ICDR Regulations. Accordingly, in terms of the provisions of Regulation 165 of the SEBI ICDR Regulations, the price shall be determined by the Valuation Report issued by the Independent Registered Valuer.

Thus, the Company has obtained a valuation report from an Independent Registered Valuer namely, CA Sanjay Jhajharia, FCA; ACS 405, Bentick Chambers, 4th floor, 37A, Bentick Street, Kolkata- 700 069 (IBBI Regd. No.: IBBI/RV/06/2019/11595). (ICAIRVO Membership No. - ICAIRVO/06/RV-P00060/2019-20). ("Valuation Report"). The Valuation Report is also available on the website of the Company at https://backend.halderventure.in/uploads/convertible-share-warrants/HVL_ValuationReport.pdf

The minimum price as determined through the Valuation Report of i.e., 314.79/- per Equity Share. The Shareholders hereby approve the exercise price for the Preferential Issue of Equity Shares at 315/- (Three Hundred Fifteen Only).

b. Regulation 166A(1) of SEBI ICDR Regulations states that any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital

of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Provided that the floor price, in such cases, shall be higher of the floor price determined under regulation 164 / 165, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

There is no change in control of the Company. However, assuming full conversion of the warrants into equity shares by the Proposed Allottee, the post-issue fully diluted shareholding of the Proposed Allottee would exceed five per cent of the paid-up equity share capital of the Company. Accordingly, a valuation report from an independent registered valuer has been obtained for determining the price.

c. The Articles of Association of the Company do not provide for a method of determination of price which will result in a floor price higher than that determined under SEBI ICDR Regulations.

In view of the above, the Board of Directors of the Company has fixed the Issue price for Convertible Warrants at Rs. 315/- (Rupees Three Hundred Fifteen Only) which is higher than the price determined under the said valuation report dated 26.03.2026, and in compliance with the requirements of the SEBI ICDR Regulations.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.

3. The sub section 15 of the Explanatory Statement for Item No. 2 of the Notice shall read as follows:

15. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Identity of the proposed preferential allottees	Category	Pre issue Shareholding	Post issue Shareholding		Ultimate Beneficial Ownership	Change in Control
			Post issue holding	% of total Capital		
P.K.Bio Link Private Limited	Non Promoter	NA	7,93,650	5.99%	1. Pronoy Bhattacharyya 2. Pritikona Bhattacharya	NA

Consequent to the proposed preferential issue of Convertible Warrants, there shall not be any change in control or change in management of the Company

5. Inclusion of Current and proposed status of the allottee post the preferential issue namely promoter or non- promoter in the Explanatory statement of Item no. 2:

The allottee, P.K. Bio Link Pvt. Ltd. is neither a shareholder nor a promoter currently. The proposed status of the allottee post the preferential issue shall be a non- promoter.

6. The sub section 21 of the Explanatory Statement for Item No. 2 of the Notice shall read as follows:

21. Practicing Company Secretary's Certificate:

The certificate from M/S Manoj Shaw & Co Practicing Company Secretaries (Certificate of Practice no: 4194), (Membership no: 5517) certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, shall be available for inspection on the website of the Company at <https://backend.halderventure.in/uploads/convertible-share-warrants/pricing-certificate.pdf> . In terms of the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 160(b) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the said issue of Equity Shares requires prior approval of the members of the Company by way of a special resolution.

By the Order of the Board
HALDER VENTURE LIMITED
Sd/-

AYANTI SEN
COMPANY SECRETARY
ACS: A61796

Date: 13.04.2026

Place: Kolkata