

### 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: <u>www.halderventure.in</u> 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 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. <u>Approve re-appointment of Mr. Keshab Kumar Halder (DIN: 00574080) as Managing Director</u> <u>of the Company:</u>

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company vide Nomination and Remuneration Committee and be accorded to the re-appointment of Mr. Keshab Kumar Halder (DIN: 00574080) as Managing Director of the Company for period of 5 (Five) years from April 1, 2025 on the following terms and conditions including remuneration to be paid in any financial year as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

# 2. Continuation of Mr. Prabhat Kumar Haldar (DIN: 02009423) as a Non-Executive Non-Independent Director of the Company beyond the age of 75 years in his current tenure.

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

**"RESOLVED THAT** pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for continuation of Mr. Prabhat Kumar Halder (DIN: 02009423) as a Non-Executive Non Independent Director of the Company liable to retire by rotation, who has attained the age of 75 years.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

# 3. <u>Approve payment of remuneration of Mr. Prabhat Kumar Haldar (DIN: 02009423) being Non-</u> <u>Executive Director of the Company:</u>

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

**"RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of the shareholders of the Company be and is hereby accorded for payment of remuneration to Mr. Prabhat Kumar Haldar (DIN: 02009423), Non-Executive Director of the Company on the terms and conditions including remuneration to be paid in any financial year as set in the explanatory statement annexed to the notice convening this meeting.

**FURTHER RESOLVED THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Prabhat Kumar Haldar, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mr. Prabhat Kumar Haldar.

**FURTHER RESOLVED THAT** any Directors or Key Managerial Personnel of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

# 4. Approve payment of remuneration of Mrs. Poulomi Halder (DIN: 02224305) being Non-Executive Director of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of the shareholders of the Company be and is hereby accorded for payment of remuneration to Mrs. Poulomi Halder (DIN: 02224305), Non- Executive Director of the Company on the terms and conditions including remuneration to be paid in any financial year as set in the explanatory statement annexed to the notice convening this meeting.

**FURTHER RESOLVED THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mrs. Poulomi Halder, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mr. Poulomi Halder.

**FURTHER RESOLVED THAT** any Directors or Key Managerial Personnel of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.

# 5. Increase of limit for granting of Loan, Guarantee And Investment:

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with rule made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members on the Company be and is hereby accorded to the Board of Directors to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate upto a maximum aggregate amount of Rs. 500,00,000/-(Rupees Five Hundred Crores only) and upon such terms and conditions may be mutually agreed between the party and the Board of Directors of the Company.

**FURTHER RESOLVED THAT** any Directors or Key Managerial Personnel of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

# 6. <u>Appointment of Mr. Kumar Shankar Datta (DIN: 07248231) as the Non-executive Independent</u> <u>Director of the Company:</u>

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Kumar Shankar Datta (DIN: 07248231), who was appointed as an Additional Independent Director by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from March 19, 2025 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to March 18, 2030.

**RESOLVED FURTHER THAT** any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

# 7. <u>Appointment of Ms. Pritha Sarkar (DIN: 10960432) as the Non-executive Independent Director of the Company:</u>

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Pritha Sarkar (DIN: 10960432), who was appointed as an Additional Independent Director by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from March 19, 2025 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to March 18, 2030.

**RESOLVED FURTHER THAT** any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

Date: 18.03.2025 Place: Kolkata By the Order of the Board HALDER VENTURE LIMITED Sd/-AYANTI SEN COMPANY SECRETARY ACS: A61796

### 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. The Notice has been published by advertisement in terms of Regulation 47 of the Listing Regulations and is available on the Company's website https://www.halderventure.in/.

5. 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.

6. 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 12<sup>th</sup> May, 2025 at 10.00 A.M. (IST) and will end on 10<sup>th</sup> June, 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 2<sup>nd</sup> May, 2025. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on 2<sup>nd</sup> May, 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.

Type of shareholders	Login Method	
Individual Shareholders holding securities in demat mode with NSDL.	<ol> <li>Existing IDeAS user can visit the e-Services website of NSDE Viz. <u>https://eservices.nsdl.com</u> either on a Personal Computer of on a mobile. On the e-Services home page click on the "Beneficia Owner" icon under "Login" which is available under 'IDeAS'section, this will prompt you to enter your existing Use ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click o "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Votin service provider i.e. NSDL and you will be re-directed to e Voting website of NSDL for casting your vote during the remot e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to registe is available at <u>https://eservices.nsdl.com</u>. Select "Registe Online for IDeAS Portal" or click a <u>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</u></li> <li>Visit the e-Voting website of NSDL. Open web browser by typin the following URL: <u>https://www.evoting.nsdl.com/</u> either on Personal Computer or on a mobile. Once the home page of e</li> </ol>	
	Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' 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 <b>e</b> -	

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

	<ul> <li>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.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> <li>NSDL Mobile App is available on</li> <li>App Store Google Play</li> </ul>	
Individual Shareholders holding securities in demat mode with CDSL	<ol> <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<u>https://web.cdslindia.com/myeasi/home/login</u> or www.cdslindia.com 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 e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <u>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</u></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com 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. NSDL where the e- Voting is in progress.</li> </ol>	
Individual Shareholders	You can also login using the login credentials of your demat account	
(holding securities in demat	through your Depository Participant registered with NSDL/CDSL	
mode) login through their		
depository participants	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.	

**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 <u>evoting@nsdl.co.in</u> 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 <u>helpdesk.evoting@cdslindia.com</u> 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> 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 <u>https://eservices.nsdl.com/</u> 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***

	a) If yo	u are already registered for e-Voting, then you can user your existing password to		
	logir	and cast your vote.		
	b) If yo	u are using NSDL e-Voting system for the first time, you will need to retrieve the		
	'init	al 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			
	chan	ge your password.		
	c) How	to retrieve your 'initial password'?		
	(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'.		
	(ii)	If your email ID is not registered, please follow steps mentioned below in		
		process for those shareholders whose email ids are not registered.		
6.	If you are	unable to retrieve or have not received the "Initial password" or have forgotten		
	your passv			
		on "Forgot User Details/Password?" (If you are holding shares in your demat		
		at with NSDL or CDSL) option available on www.evoting.nsdl.com.		
		al User Reset Password?" (If you are holding shares in physical mode) option		
		ble on <u>www.evoting.nsdl.com</u> .		
	-	are still unable to get the password by aforesaid two options, you can send a		
	-	t at evoting@nsdl.co.in mentioning your demat account number/folio number,		
	•	AN, your name and your registered address etc.		
		ers can also use the OTP (One Time Password) based login for casting the votes		
		e-Voting system of NSDL.		
7.		ing your password, tick on Agree to "Terms and Conditions" by selecting on the		
	check box.			
8.		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.

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.
 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 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 or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / 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 <u>info@halderventure.in</u>.

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. If you are an Individual shareholders 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 <u>evoting@nsdl.com</u> 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

The Board of Directors had appointed Mr. Keshab Kumar Halder as the Managing Director for a period of five years with effect from March 31, 2020 to March 31, 2025.

Subsequently, at the Annual General Meeting of the Company held on 27<sup>th</sup> September, 2019, the Members had approved the appointment and terms of remuneration of Mr. Keshab Kumar Halder as Managing Director of the Company. The Board of Directors, at its meeting held on February 14, 2025, based on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Keshab Kumar Halder, as Managing Director of the Company for a further period of five years, with effect from April 1<sup>st</sup>, 2025 to March 31<sup>st</sup>, 2030, subject to the approval of the Members. The Audit Committee has approved the terms and conditions of his appointment, as he being key managerial personnel, is a related party as per Section 2(76) of the Act. The terms and conditions of the appointment of Keshab Kumar Halder as Managing Director along with details of remuneration are as under:

#### a) Remuneration:

- (i) Salary: Rs. 2,00,00,000/- (Rupees Two Crore only) per annum upto March 31, 2026 with annual increment of such amount from 01.04.2026 as may be decided by the Board for all the five years subject to the overall limit specified herein below.
- (ii) House Rent Allowance: As per the rules of the Company.
- (iii) Contribution to Provident Fund: Not Applicable
- (iv) Annual Flexi Benefit: As per rules of the Company
- (v) **Gratuity:** As per the rules of the Company.
- (vi) Personal Accident and Hospitalization Insurance: As per rules of the Company.
- (vii) Leave: Entitled for leave with full pay or encashment as per the rules of the Company.
- (viii) Conveyance facilities: The Company shall provide suitable conveyance facilities or in lieu of conveyance facilities, the Company shall reimburse the actual conveyance expenses incurred only for official purposes.
- (ix) Telephone and other communication facilities: The Company will reimburse expenses incurred on mobile phones and provide telephone, telefax, broadband internet and other communication facilities at the Managing Director's Residence.
- (x) Club Membership: In accordance with the rules of the Company.
- (xi) Bonus and/or Ex-gratia: As decided by the Board from time to time.
- (xii) Other Perquisites: Subject to the overall ceiling on the remuneration mentioned herein below, the Managing Director may be given other allowances, benefits including stock option benefit as may be applicable and perquisites as the Board may decide from time to time.

### b) Overall Remuneration:

The aggregate salary, commission and perquisites stated in Clause IV (a) (i) to (xiii) in any financial year shall not exceed the limit prescribed from time to time under Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V, Part II, Section II (A) to the Companies Act, 2013 as in force from time to time.

### c) Minimum Remuneration:

The remuneration and terms of appointment shall be calculated on the basis of net profit calculated as per Section 198 of the Companies Act, 2013 at the end of previous financial year and the remuneration shall be restricted upto the 5% of the Net Profit as per Section 198 of the Companies Act, 2013 prescribed in Section 197 of the Companies Act, 2013 and rules made thereunder.

Mr. Keshab Kumar Halder, with over 30 years in the company, played a pivotal role in globalizing and expanding into new areas like edible oil manufacturing.

The Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard issued by the Institute of Company Secretaries of India are set out in the **Annexure 1** to the Explanatory Statement.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Keshab Kumar Halder, himself and Mr. Prabhat Kumar Haldar and Mrs. Poulomi Halder, who is related to Mr. Keshab Kumar Haldar, are in any way concerned or interested financially or otherwise, in the said resolution.

The Board recommends the Resolutions as set out under item no. 1 of this Postal Ballot notice for approval of the Members by means of Special Resolution.

### For item No. 2

Mr. Prabhat Kumar Haldar, Non-Executive Non-Independent Director, was appointed on the Board of the Company on September 27, 2013 in terms of Companies Act, 2013. Mr Prabhat Kumar Haldar, being relative of Keshab Kumar Halder and Poulomi Halder, belongs to promoter group of the Company.

Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 requires continuance of any Non-Executive Director who has attained the age of 75 years after seeking the prior approval of shareholders by way of a Special Resolution.

Mr. Prabhat Kumar Haldar has attained the age of 75 years, hence approval by way of Special Resolution is placed before the shareholders.

Mr. Haldar has been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time. He is having more than 50 years of experience in the field of finance. The Board is of the opinion that Mr. Prabhat Kumar Haldar's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non-Independent Director will be beneficial to the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Prabhat Kumar Haldar himself and Mr. Keshab Kumar Halder and Poulomi Halder, who is related to

Mr. Prabhat Kumar Haldar, are in any way concerned or interested financially or otherwise, in the said resolution.

The Board recommends the Resolutions as set out under item no. 2 of this Postal Ballot notice for approval of the Members by means of Special Resolution.

### Item no 3 & 4

Mr. Prabhat Kumar Haldar and Mrs. Poulomi Haldar were originally appointed as Non-executive Directors on the Board of the Company with effect from 27<sup>th</sup> September, 2013. They are also the promoters of the Company.

The Non-Executive Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, corporate strategy, information systems and finance. The Board is of the view that it is necessary to pay remuneration to the Non-Executive Directors commensurate with their roles and responsibilities and the Board should have flexibility in determining the amount payable to Non-Executive Director(s) within the overall permissible limits as per the Act.

The Nomination and Remuneration Committee vide meeting dated 14<sup>th</sup> February, 2025 recommended the maximum remuneration payable to each of the Non-Executive Directors while the Board of Directors vide meeting dated 14<sup>th</sup> February, 2025 decided the maximum remuneration payable to each of the Non-Executive Directors. The terms and conditions and remuneration of Prabhat Kumar Haldar and Poulomi Halder, Non-executive directors are as under:

### Mr. Prabhat Kumar Haldar:

### a) Remuneration:

- (i) Salary: 0.5% of the Net Profit of the previous financial year calculated as per Section 198 of the Companies Act, 2013 per annum for all the five years subject to the overall limit specified herein below.
- (ii) House Rent Allowance: As per the rules of the Company.
- (iii) Contribution to Provident Fund: Not Applicable
- (iv) Annual Flexi Benefit: As per rules of the Company
- (v) **Gratuity:** As per the rules of the Company.
- (vi) **Personal Accident and Hospitalization Insurance**: As per rules of the Company.
- (vii) Leave: Entitled for leave with full pay or encashment as per the rules of the Company.
- (viii) Conveyance facilities: The Company shall provide suitable conveyance facilities or in lieu of conveyance facilities, the Company shall reimburse the actual conveyance expenses incurred only for official purposes.
- (ix) **Telephone and other communication facilities**: The Company will reimburse expenses incurred on mobile phones and provide telephone, telefax, broadband internet and other communication facilities at the Managing Director's Residence.
- (x) **Club Membership**: In accordance with the rules of the Company.
- (xi) Bonus and/or Ex-gratia: As decided by the Board from time to time.

(xii) Other Perquisites: Subject to the overall ceiling on the remuneration mentioned herein below, the Managing Director may be given other allowances, benefits including stock option benefit as may be applicable and perquisites as the Board may decide from time to time.

### Poulomi Halder:

### a) **Remuneration:**

- (i) Salary: 0.5% of the Net Profit of the previous financial year calculated as per Section 198 of the Companies Act, 2013 per annum for all the five years subject to the overall limit specified herein below.
- (ii) House Rent Allowance: As per the rules of the Company.
- (iii) Contribution to Provident Fund: Not Applicable
- (iv) Annual Flexi Benefit: As per rules of the Company
- (v) **Gratuity:** As per the rules of the Company.
- (vi) **Personal Accident and Hospitalization Insurance**: As per rules of the Company.
- (vii) Leave: Entitled for leave with full pay or encashment as per the rules of the Company.
- (viii) Conveyance facilities: The Company shall provide suitable conveyance facilities or in lieu of conveyance facilities, the Company shall reimburse the actual conveyance expenses incurred only for official purposes.
- (ix) **Telephone and other communication facilities**: The Company will reimburse expenses incurred on mobile phones and provide telephone, telefax, broadband internet and other communication facilities at the Managing Director's Residence.
- (x) Club Membership: In accordance with the rules of the Company.
- (xi) Bonus and/or Ex-gratia: As decided by the Board from time to time.
- (xii) Other Perquisites: Subject to the overall ceiling on the remuneration mentioned herein below, the Managing Director may be given other allowances, benefits including stock option benefit as may be applicable and perquisites as the Board may decide from time to time.

The Disclosure under Secretarial Standard issued by the Institute of Company Secretaries of India are set out in the **Annexure 2** to the Explanatory Statement.

The Board recommends passing of Special Resolution set out at Item Nos. 3 and 4 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Prabhat Kumar Haldar and Mrs. Poulomi Halder themselves and Mr. Keshab Kumar Halder who is related to Mr. Prabhat Kumar Haldar and Mrs. Poulomi Halder, are in any way concerned or interested financially or otherwise, in the said resolution.

# Item no 5

Under the provisions of Section 186 of the Companies Act, 2013 the power to make loan(s) and/or give guarantees or provide security (ies) in connection with loan(s) made and to make investments in shares, debentures and/or any other securities of any other body corporates, in excess of the limits prescribed,

can be exercised by the Board of Directors only with the consent of the shareholders obtained by means of a Special Resolution.

In order to make loan(s) and/or give guarantees or provide security (ies) in connection with loan(s) made and to make strategic investments in shares, debentures and/or any other securities of any other body corporates including enabling the Company to invest in a company carrying the business activities it is necessary to obtain approval of the shareholders by means of a Special Resolution for authorizing the Board of Directors to exercise aforesaid powers, in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company or 100% of the Companies Act, 2013 from time to time, in one or more tranches, up to the maximum limit of 500 Crores (Rupees Five Hundred Crores) only over and above the limits prescribed under the said section.

The Board recommends passing of Special Resolution set out at Item No. 5 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs are in any way concerned or interested or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

### Item no 6

The Board of Directors of the Company, in its meeting held on 18<sup>th</sup> March, 2025, based on the recommendations of the Nomination and Remuneration Committee, after considering skills and expertise, have considered and recommended, to the members of the Company, appointment of Mr. Kumar Shankar Datta (DIN: 07248231) as an Additional Non-Executive Independent Director of the Company, in terms of Section 149 of the Companies Act, 2013, for a period of five consecutive years effective from 19<sup>th</sup> March, 2025. Mr. Kumar Shankar Datta shall not be liable to retire by rotation.

Pursuant to provisions of the Companies Act, 2013 and Regulations 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval of the members for appointment of a person on the Board of Directors, as an Independent Director, within a period of three months from the date of appointment, through a Special Resolution. The Company has received Notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Datta to the office of Independent Directorship under the Act and SEBI Listing Regulations.

Shri Kumar Shankar Datta is a qualified Chartered Accountant and a Cost Accountant. He is having an experience of 45+ years of Finance functional, governance and project management experience in different corporate organizations.

Presently he is in the Board of Directors in various companies such as Senco Gold Limited, Aingenious Consultants Pvt Ltd and Haldia Riversides Estates Ltd, Shristi Infrastructure Development Corporation Ltd. etc.

The Company has received a notice from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company. Mr. Datta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act 2013 and the SEBI Listing Regulations. He has also confirmed that he is not aware of any circumstance or situation which exists

or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director. Further, he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs. The Board is of the opinion that Mr. Datta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI Listing Regulations for his appointment as an Independent Director and is eligible to be appointed as an Independent Director.

Further, having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association would be of immense benefit to the Company and hence, it is desirable to appoint him as an Independent Director for a period of consecutive 5 years with effect from 19<sup>th</sup> March, 2025.

The Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard issued by the Institute of Company Secretaries of India are set out in the **Annexure 3** to the Explanatory Statement.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members on the website of the Company at www.halderventure.in.

The Board recommends passing of Special Resolution set out at Item No. 6 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs are in any way concerned or interested or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

# Item no 7

The Board of Directors of the Company, in its meeting held on 18<sup>th</sup> March, 2025, based on the recommendations of the Nomination and Remuneration Committee, after considering skills and expertise, have considered and recommended, to the members of the Company, appointment of Ms. Pritha Sarkar (DIN: 10960432) as an Additional Non - Executive Independent Director of the Company, in terms of Section 149 of the Companies Act, 2013, for a period of five consecutive years effective from 19<sup>th</sup> March, 2025. Ms. Sarkar shall not be liable to retire by rotation.

Pursuant to provisions of the Companies Act, 2013 and Regulations 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval of the members for appointment of a person on the Board of Directors, as an Independent Director, within a period of three months from the date of appointment, through a Special Resolution. The Company has received Notice in writing from a member under Section 160 of the Act, proposing the candidature of Ms. Sarkar to the office of Independent Directorship under the Act and SEBI Listing Regulations.

Ms. Pritha Sarkar is a Chartered Accountant with over 31 years of valuable experience in executing statutory audits, internal audit, internal controls and risk management, business process reviews etc. She was associated with PricewaterhouseCoopers as a Director in the Assurance Practice up to April 2018. Currently she is the sole proprietor of P Sarkar & Associates a Chartered Accountants Firm engaged in audit and assurance work and a partner in Amit Patni & Associates. She is also a registered valuer of Securities and Financial Assets duly registered with IBBI.

The Company has received a notice from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company. Ms. Sarkar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act 2013 and the SEBI Listing Regulations. She has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties as an Independent Director. Further, she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs. The Board is of the opinion that Ms. Sarkar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI Listing Regulations for her appointment as an Independent Director and is eligible to be appointed as an Independent Director.

Further, having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association would be of immense benefit to the Company and hence, it is desirable to appoint her as an Independent Director for a period of consecutive 5 years with effect from 19<sup>th</sup> March, 2025.

The Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard issued by the Institute of Company Secretaries of India are set out in the **Annexure 3** to the Explanatory Statement.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members on the website of the Company at www.halderventure.in.

The Board recommends passing of Special Resolution set out at Item No. 7 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs are in any way concerned or interested or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

### ANNEXURE 1

Annexure Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Director proposed to be appointed through the Postal Ballot process are given below:

Sr, No	Particulars		
1.	Name	Keshab Kumar Halder	
2.	Category/Designation	Managing Director	
3.	Director Identification Number (DIN)	00574080	
4.	Age	54	
5.	Date of Birth	04-08-1970	
6.	Experience	39 years	
7.	Original Date of Appointment	27-09-2013	
8.	Qualifications	Graduate	
9.	Name of listed entities from which the	Nil	
	person has resigned in the past three years		
10.	Directorship in other Companies	Intellect Buildcon Private Limited, Prakruti	
		Commosale Private Limited, Halder	
		Greenfuel Industries Limited	
11.	Chairmanship / Membership of	Nil	
	Committees in other Companies*		
12.	Shareholding in the Company	13,64,984 equity shares	
13.	Relationship between Directors inter-se;	Son of Mr. Prabhat Kumar Haldar and	
	with other Directors and Key Managerial	,	
	Personnel of the Company		
14.	Terms and conditions of appointment	As per explanatory statement for item no 3	
		of the notice.	
15.	Remuneration last drawn (in FY 2023-24),	Nil.	
	if applicable		
16.	Remuneration sought to be paid	Rs. 2,00,00,000 per annum	
17.	Number of Meetings of the Board attended	14	
	during the year 2024-25		
18.	Brief Resume	As per explanatory statement attached	
19.	Nature of expertise in specific functional		
	areas		

### ANNEXURE 2

Annexure Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Director proposed to be appointed through the Postal Ballot process are given below:

Sr, No	Particulars			
1.	Name	Mr. Prabhat Kumar Haldar	Mrs. Poulomi Halder	
2.	DIN	02009423	02224305	
3.	Category/Designation	Non-Executive Director	Non-Executive Director	
4.	Date of Birth	01-08-1941	03-11-1978	
5.	Age	83	47	
6.	Qualification	Graduate	Graduate	
7.	Experience	55 years	22 years	
8.	Last drawn remuneration	N.A.	N.A.	
9.	Remuneration sought to be paid	0.5% of the Net Profit of the previous financial year calculated as per Section 198 of the Companies Act, 2013	0.5% of the Net Profit of the previous financial year calculated as per Section 198 of the Companies Act, 2013	
10.	Date of first appointment	27/09/2017	27/09/2017	
11.	Shareholding in the company	5,64,896 equity shares	4,28,856 equity shares	
12.	RelationshipwithotherDirectors,ManagerandotherKeyManagerialPersonnelofthecompany	Father of Mr. Keshab Kumar Halder and husband of Mrs. Poulomi Halder	Wife of Mr. Keshab Kumar Halder and daughter-in-law of Mr. Prabhat Kumar Haldar	
13.	Number of Meetings of the Board attended during F.Y. 2024-25	14	14	
14.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil	Nil	

### ANNEXURE 3

Annexure Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Director proposed to be appointed through the Postal Ballot process are given below:

Sr, No	Particulars		
1.	Name	Kumar Shankar Datta	Pritha Sarkar
2.	Category/ Designation	Non-Executive Independent	Non-Executive
		Director	Independent Director
3.	Director Identification Number (DIN)	07248231	10960432
4.	Age	69	56
5.	Date of Birth	05-07-1955	06-03-1969
6.	Original Date of Appointment	19-03-2025	19-03-2025
7.	Qualifications	Chartered Accountant, Cost Accountant and MCom	Chartered Accountant
8.	Name of listed entities from which the person has resigned in the past three years*	Nil	Nil
9.	Directorship in other Companies*	ShristiInfrastructureDevelopmentCorporationLimited, SencoGold Limited,AingeniousConsulting PrivateLimited,ScmcoreSolutionsPrivatePrivateLimited,GrowthopsConsulting(OPC)PrivateLimited	Nil
10.	Chairmanship / Membership of Committees in other Companies	<ol> <li>Senco Gold Limited         <ul> <li>Audit Committee:</li> <li>Chairperson</li> <li>Nomination and</li> <li>Remuneration Committee:</li> <li>Chairperson</li> <li>Cstakeholders Relationship</li> <li>Committee: Member</li> <li>Risk Management</li> <li>Committee: Member</li> <li>CSR Committee: Member</li> </ul> </li> <li>Shristi Infrastructure         <ul> <li>Development Corporation</li> <li>Limited</li> <li>Audit Committee: Member</li> <li>Nomination and</li> <li>Remuneration Committee:</li> <li>Member</li> <li>Stakeholders Relationship</li> </ul> </li> </ol>	Nil
11.	Number of Equity Shares held in the Company	Committee: Member Nil	Nil

12.	Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil	Nil
13.	Relationship between Directors inter- se; with other Directors and Key Managerial Personnel of the Company	NA	NA
14.	Terms and conditions of appointment	Appointed as an Independent Director not liable to retire by rotation for 5 consecutive years with effect from 19th March, 2025	Appointed as an Independent Director not liable to retire by rotation for 5 consecutive years with effect from 19th March, 2025
15.	Remuneration last drawn (in FY 2023- 24), if applicable	N.A.	N.A.
16.	Remuneration proposed to be paid	N.A.	N.A.
17.	Number of Meetings of the Board attended during the year 2024-25	N.A.	N.A.
18.	Justification for choosing the appointee for appointment as Independent Director	His in-depth practical experience and extensive knowledge in the areas of, finance, planning, strategy, compliance, governance, etc. as well as his educational background, enable him to provide the Board with valuable insights and guidance across extensive issues in business and governance matters of the Company	Her valuable experience in executing statutory audits, internal audit, internal controls and risk management, business process reviews shall enable her to provide the Board with valuable insights and guidance across extensive issues in business and governance matters of the Company
19.	Skills and capabilities required for the role and the manner in which the proposed person meets such	Please refer Explanatory Stateme Postal Ballot Notice.	ent forming a part of this
	requirements		
20.	Brief Resume		
21.	Nature of expertise in specific functional areas		

Date: 18.03.2025 Place: Kolkata By the Order of the Board HALDER VENTURE LIMITED Sd/-AYANTI SEN COMPANY SECRETARY ACS: A61796