



**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, 09/2024 dated 19th September 2024 and General Circular No. 03/2025 dated 22nd September, 2025 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. INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to Sections 13, 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and Rules framed thereunder, applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Articles of Association of the Company and provisions of any other applicable laws, or any amendment or modifications or any re-enactment thereof, approval of the Members of the Company be and is hereby accorded for increasing the authorised share capital of the Company from Rs. 13,42,50,000/- (Rupees Thirteen Crore Forty-Two Lakh Fifty Thousand Only) divided into 1,34,25,000 (One Crore Thirty-Four Lakh Five Thousand Only) equity shares of Rs. 10/- each (Rupees Ten Only) Rs. 18,42,50,000/- (Rupees Eighteen Crore Forty-Two Lakhs Fifty Thousand Only) divided into 1,84,25,000 (One Crore Eighty-Four Lakh Fifty Thousand Only) equity shares of Rs. 10/- each (Rupees Ten Only) by creation of additional 50,00,000 (Fifty Lakh only) equity shares of

Rs. 10/- each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new Clause V

*“V. The Share Capital of the Company is Rs. 18,42,50,000/- (Rupees Eighteen Crore Forty-Two Lakhs Fifty Thousand Only) divided into 1,84,25,000 (One Crore Eighty-Four Lakh Fifty Thousand Only) equity shares of Rs. 10/- each (Rupees Ten Only) each with power to increase and reduce the capital of the Company and to divide the shares into several classes and to attach thereto respectively such preferential rights, privilege or conditions as may be determined or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privilege or conditions in such manner as may for the time being be provided by the regulations of the Company.”*

**RESOLVED FURTHER THAT** Mr. Keshab Kumar Halder (DIN: 00574080), Managing Director or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as they may deem fit and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

## **2. ISSUANCE OF FULLY CONVERTIBLE WARRANTS INTO EQUITY SHARES ON A PREFERENTIAL BASIS TO THE PERSON BELONGING TO NON PROMOTER CATEGORY**

To consider and, if thought fit, to pass with or without modifications the following resolution as a **SPECIAL RESOLUTIONS:**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital & Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) enactment(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 [‘SEBI (ICDR) Regulations’] read with applicable rules and regulations thereunder, as amended from time to time, and other applicable provisions of the rules, regulations and guidelines issued by the Ministry of Corporate Affairs (‘MCA’), Securities and Exchange Board of India (‘SEBI’), Government of India (‘Gol’), Stock Exchanges and / or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’), from time to time, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to create, issue, offer and allot 7,93,650 (Seven Lakh Ninety Three Thousand Six Hundred Fifty) Convertible Warrants of the Company of face value of Rs. 10/- each carrying an entitlement to subscribe for equivalent number of fully paid-up Equity Shares of the Company, in dematerialized form, on Preferential allotment basis to non-promoters in one or more tranches, at a price of Rs. 315/- (Rupees Three Hundred Fifteen Only) per warrant [including premium of (Rupees 305/- per warrant) or at such higher price as determined in accordance with of Chapter V of ICDR Regulations, as may be modified or re-enacted from time to time, to the following persons, for consideration in cash, aggregating to Rs. 24,99,99,750/- (Rupees Twenty Four Crore Ninety Nine Lakh Ninety Nine Thousand Seven Hundred Fifty Only), and to issue fresh Equity Shares on the conversion of Warrants and on such other terms and conditions that the Board may deem appropriate in its which is not less than the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations (hereinafter referred to as the ‘Floor Price’) for cash to the

Proposed Allottees, on such further terms and conditions as mentioned hereunder, in the explanatory statement and as deemed fit by the Board.

The details of the allottee ('Proposed Allottee') and the maximum number of Convertible Warrants of the Company proposed to be allotted are set forth in the below table:

Sr.No	Name and address of the Proposed Allottee	No. of Convertible warrants to be allotted
1.	P.K. Bio Link Pvt. Ltd.	7,93,650

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the Preferential Issue of Warrants be and is hereby fixed as 30<sup>th</sup> March, 2026.

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 in terms of section 247 of the Companies Act, 2013 read with applicable rules. Further, assuming 100% conversion of the Convertible Warrants into Equity Shares, the proposed allotment is of more than five (5) percent of the Post Issue Fully Diluted Share Capital of the Company to the proposed allottee, therefore, a Valuation Report from an Independent Registered Valuer is obtained pursuant to Regulation 166A of the SEBI (ICDR) Regulations. 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](https://backend.halderventure.in/uploads/convertible-share-warrants/HVL_ValuationReport.pdf). The minimum price as determined through the Valuation Report is Rs. 314.79/- per Equity Share. The Shareholders hereby approve the exercise price for the Preferential Issue of Equity Shares at Rs. 315/- (Rupees Three Hundred Fifteen Only).

**RESOLVED FURTHER THAT** the minimum price of the Warrants so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue.

**RESOLVED FURTHER THAT** without prejudice to the generality of the foregoing resolution the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1(one) equity share against each Warrant;
- b) the Warrant Holder shall, on or prior to the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price per Warrant shall be payable by the Warrant Holder at the time of exercise of the Warrants conversion in to equity shares;
- c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or

permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;

d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;

e) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;

f) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("Conversion Date"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder.

g) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company alongwith the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;

h) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

i) the entire pre-preferential allotment equity shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

j) The respective Warrant holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders shall be received from the bank account of the person whose name appears first in the application.

k) Until the Warrants are transferred, the Company shall treat Warrant holders as the absolute owner for all purposes without being affected by any notice to the contrary;

l) Equity Shares so allotted upon conversion of the Warrants shall be listed and traded on BSE Limited and The National Stock Exchange of India Limited (NSE) (hereinafter collectively referred as the "Stock Exchanges"), i.e. the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**RESOLVED FURTHER THAT** the Board be and hereby severally authorizes Mr. Keshab Kumar Halder (DIN: 00574080), Managing Director and the Company Secretary to make an offer to the Proposed Allottee through private placement offer letter in Form PAS-4 as prescribed under the Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited, and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Keshab Kumar Halder (DIN: 00574080), Managing Director and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as consider necessary to the issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members; including but not limited to making application to Stock Exchange(s) for obtaining of approvals, listing and trading of shares post conversion, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** all actions taken by the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

By the Order of the Board  
HALDER VENTURE LIMITED

Sd/-

AYANTI SEN  
COMPANY SECRETARY  
ACS: A61796

Date: 26.03.2026

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") and National Stock Exchange of India ("NSE") ("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 Tuesday, March 31, 2026 at 10.00 A.M. (IST) and will end on Wednesday, April 29, 2026 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, March 27 2026 (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, March 27, 2026 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:

*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>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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-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.</li><li>2. 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</li></ol>

	<p>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.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 “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-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.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="798 1070 1305 1377" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>

	<p>2. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>3. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

**B) Login Method for 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - 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 password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:shawmanoj2003@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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, Deputy 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 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 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 [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:**

Presently, the Authorised Share Capital of the Company is Rs. 13,42,50,000/- (Rupees Thirteen Crore Forty-Two Lakh Fifty Thousand Only) divided into 1,34,25,000 (One Crore Thirty-Four Lakh Five Thousand Only) equity shares of Rs. 10/- each (Rupees Ten Only).

The Company is planning to raise funds through issue of Convertible warrants. Since the warrants, upon conversion, will result in the issuance of equity shares, the existing authorised share capital of the Company may not be sufficient to accommodate such conversion. Accordingly, it is proposed to increase the authorised share capital of the Company to facilitate the conversion of the warrants into equity shares and to provide adequate headroom for future capital requirements of the Company. Considering the same, the Board of Directors at its meeting held on March 26, 2026, have recommended to increase the Authorised Share Capital to Rs. 18,42,50,000/- (Rupees Eighteen Crore Forty Two Lakhs Fifty Thousand Only) by creation of additional 50,00,000 (Fifty Lakh only) equity shares of ₹ 10/- (Rupees Ten only).

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Postal Ballot Notice.

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 Ordinary 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:**

The Board of Directors of the Company at its meeting held on March 26, 2026, subject to the approval of the members by Special Resolution and subject to other necessary approval(s), as may be required, have approved to create, issue, offer and allot 7,93,650 (Seven Lakh Ninety-Three Thousand Six Hundred Fifty) Convertible Warrants of the Company of face value of Rs. 10 each carrying an entitlement to subscribe for equivalent number of fully paid-up Equity Shares of the Company, in dematerialized form, on Preferential allotment basis to non-promoters in one or more tranches, at a price of Rs. 315/- (Three Hundred Fifteen Only) per warrant [including premium of Rs. 305/- (Rupees Three Hundred Five per warrant) or at such higher price as determined in accordance with of Chapter V of ICDR Regulations, as may be modified or re-enacted from time to time, on preferential basis in

compliance with the Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Rules made there under and the SEBI ICDR Regulations.

The details of the Warrants and other particulars and relevant disclosures as, inter alia, required under of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, under Regulation 163 of the SEBI ICDR Regulations and other applicable provisions are set out below:

### **1. Particulars of the offer including date of passing of Board resolution:**

The Board of Directors at its meeting held on 26<sup>th</sup> March, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to create, issue, offer and allot 7,93,650 (Seven Lakh Ninety Three Thousand Six Hundred Fifty) Convertible Warrants of the Company of face value of Rs. 10 each carrying an entitlement to subscribe for equivalent number of fully paid-up Equity Shares of the Company, in dematerialized form, on Preferential allotment basis to non-promoters in one or more tranches, at a price of Rs. 315/- (Three Hundred Fifteen Only) per warrant [including premium of Rs. 305/- (Rupees Three Hundred Five per warrant), for cash consideration, by way of a preferential issue on a private placement basis.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

### **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.

#### **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.

### **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:

<b>SN</b>	<b>Particulars</b>	<b>Total estimated amount * (in Rs.)</b>	<b>Tentative Timeline for Utilization of Issue Proceeds</b>
1.	Capital Expansion and Expenditure	12,49,99,875	Within 6 months from receipt of the Issue Proceeds (as set out herein)
2.	Augmentation of Working Capital	12,49,99,875	

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

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.

#### **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.

#### **5. Maximum Number of specified securities to be issued:**

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.

#### **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](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.

#### **7. Adjustments for Warrants:**

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

#### **8. Name and address of valuer who performed valuation:**

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).

#### **9. Amount which the company intends to raise by way of such securities:**

Upto 24,99,99,750/- (Twenty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred Fifty Rupees only). (assuming full exercise of rights attached to all Warrants).

#### **10. Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date is 30<sup>th</sup> March, 2026 being the date which is 30 days prior to the last date for remote e-voting for Postal Ballot (on

which date this resolution, if approved by the requisite majority, will be deemed to be passed i.e. 29<sup>th</sup> April, 2026).

#### **11. Material terms of Issue of Warrants:**

The issue of Warrants shall be subject to the following terms and conditions:

- a) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of 10/- each to the Warrant holders within 15 days from the date of such exercise by the Warrant holder.
- b) An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Issue Price shall be payable by the Warrant holder against each Warrant on or before the allotment of Equity Shares pursuant to exercise of the right attached to Warrant(s) to subscribe to Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- c) In the event that, the Warrant holder does not exercise the right attached to Warrant(s) within a period of 18 (Eighteen) months from the date of allotment of such Warrant(s), the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- d) The Warrants by themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholder(s) of the Company, except to the extent stated in clause (h) below.
- e) The Company shall apply for the listing and trading approvals for the Equity Shares to be issued and allotted upon exercise of the Warrants from the relevant Stock Exchange(s) in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).
- f) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, and voting rights with the then existing Equity Shares of the Company.
- g) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.
- h) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.

12. **Principle terms of assets charged as securities:** Not Applicable.

13. **The Company has not made any other allotment on preferential basis during the current financial year.**

14. **Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:**

None of the Promoters / Promoter Group / Directors / Key Managerial Personnel or Senior Management of the Company intends to subscribe to the shares warrants pursuant to the aforementioned offer.

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 Equity Shares, there shall not be any change in control or change in management of the Company

16. **Shareholding pattern of the Company before and after the preferential issue:**

The shareholding pattern before and after the proposed preferential issue to Promoter, Promoter Group and Non-promoters are as follows

Sr. No.	CATEGORY	PRE ISSUE AS ON DECEMBER 31, 2025		POST ISSUE (Proposed)*	
		NO. OF SHARES	%	NO. OF SHARES	%
<b>A. PROMOTER AND PROMOTER GROUP</b>					
1	INDIAN				
a)	Individual	83,43,165	67.09	83,43,165	63.05
b)	Others HUF				
c)	Bodies Corporate	8,22,654	6.61	8,22,654	6.22
	<b>SUB TOTAL (A)(1)</b>	<b>91,65,819</b>	<b>73.70</b>	<b>91,65,819</b>	<b>69.28</b>
2	Foreign	-	-	-	
	<b>SUB TOTAL (A)(2)</b>	<b>91,65,819</b>	<b>73.70</b>	<b>91,65,819</b>	<b>69.28</b>
	<b>Total Promoter Shareholding (A) = (A)(1)+(A)(2)</b>	<b>91,65,819</b>	<b>73.70</b>	<b>91,65,819</b>	<b>69.28</b>
<b>B. NON-PROMOTER GROUP</b>					

1	Institutions				
a)	Institutional Investors Domestic	-	-	-	-
b)	Institutional Investors Foreign	-	-	-	-
	<b>SUB TOTAL (B)(1)</b>	-	-	-	-
2	Non-institutions				
a)	Individuals	31,00,922	24.93	31,00,922	23.43
b)	Bodies Corporate	17,920	0.14	8,11,570	6.13
c)	HUF	15,534	0.13	15,534	0.12
d)	Other (Including NRIs, Clearing Member & IEPF, etc.)	1,37,940	1.10	1,37,940	1.04
	<b>SUB TOTAL (B)(2)</b>	<b>32,72,316</b>	<b>26.30</b>	<b>40,65,966</b>	<b>30.72</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>				
	<b>Total (A+B)</b>	<b>1,24,38,135</b>	<b>100</b>	<b>1,32,31,785</b>	<b>100</b>

\*The above Shareholding pattern assumes allotment of 7,93,650 Equity Shares including the Equity Shares to be issued and allotted upon exercise of rights attached to all the Warrants, if any. In the event, right for allotment of Share against all or any of the Warrant(s) are not exercised, the Shareholding Pattern shall change correspondingly.

*Note: The above shareholding pattern has been prepared on the basis of the latest shareholding pattern as on 20.03.2026.*

#### **17. Time frame within which the preferential issue shall be completed:**

The allotment of the Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the Members, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

#### **18. Undertaking to re-compute price and payment of same:**

The Company undertakes to re-compute the price of the Warrants in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so and that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Warrants shall continue to be locked-in till the time such amount is adjusted by the allottee.

#### **19. Lock-in Period:**

The Warrants and the Equity Shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations

#### **20. Pending Preferential Issue:**

Presently, there is no preferential issue pending or in process except as proposed in the accompanying Notice.

#### **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/Compliance\\_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.

**22. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

None.

**23. Dues toward SEBI, Stock Exchange or Depositories:**

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories.

**24. The allotment of the equity shares is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.**

The Proposed Allottee(s) do not hold any shares in the Company.

**25. Undertaking:**

- Neither the Company nor its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.
- As per the information available with the Company and confirmed by the Promoters; none of them are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

The Board of Directors accordingly recommends the passing of the proposed Special 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: 26.03.2026

Place: Kolkata