

CINNo:  
U52100WB2010PTC146772DIAMOND HERITAGE,  
16 STRAND ROAD,  
10th FLOOR, UNIT NO. 1012  
KOLKATA - 700001,  
Ph: 033-6607-5556  
EMAIL: info@halderventure.in  
WEB : www.halderventure.in

EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF JDM COMMERCIAL PRIVATE LIMITED HELD AT DIAMOND HERITAGE, 16 STRAND ROAD, 10<sup>TH</sup> FLOOR, ROOM NO - 1012, KOLKATA - 700001 ON 30TH MAY, 2022. MEETING OF THE BOARD COMMENCED AT 3.45 P.M. AND CONCLUDED AT 4.45 P.M. REQUISITE QUORUM WAS PRESENT.

**ITEM NO.2****CONSIDER AND APPROVE THE DRAFT SCHEME OF AMALGAMATION OF JDM COMMERCIAL PRIVATE LIMITED, P.K.AGRI LINK PRIVATE LIMITED, P.K. CEREALS PRIVATE LIMITED, RELIABLE ADVERTISING PRIVATE LIMITED, SHRI JATADHARI RICE MILL PRIVATE LIMITED WITH HALDER VENTURE LIMITED**

The Chairman placed before the meeting draft composite Scheme for Amalgamation of JDM COMMERCIAL PRIVATE LIMITED (JDMCPL), P.K.AGRI LINK PRIVATE LIMITED (PKAGPL), P.K. CEREALS PRIVATE LIMITED (PKCPL), RELIABLE ADVERTISING PRIVATE LIMITED (RAPL), SHRI JATADHARI RICE MILL PRIVATE LIMITED (SJRML) all being Transferor Companies, with HALDER VENTURE LIMITED (HVL) being Transferee Company, for its approval by the Board of Directors. The Meeting considered and discussed in detail the Valuation Report dated May 24, 2022 issued by Mr. Vikash Goel, IBBI Registered Valuer. Mr. Vikash Goel, IBBI Registered Valuer presented a presentation to the Board to inform and educate the Directors about the procedures followed for valuation. The Chairman stated to the Board that for the purposes of better, efficient and economical management, control and running of the business of the undertakings concerned and for administrative convenience and to obtain advantage of economies of large scale and to broad base the present business, the Scheme placed before the Board was proposed to amalgamate the TRANSFEROR COMPANIES with the TRANSFEREE COMPANY.

After discussion at length the Board unanimously passed the following resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and enabling clauses of the Memorandum of Association of the Company and subject to the requisite approvals, sanctions, consent, observations, no-objection from shareholders and the creditors of the Company, Honorable National Company Law Tribunal (NCLT), or such other competent authority(ies) as may be applicable, draft Scheme for Amalgamation of JDM COMMERCIAL PRIVATE LIMITED (JDMCPL), P.K.AGRI LINK PRIVATE LIMITED (PKAGPL), P.K. CEREALS PRIVATE LIMITED (PKCPL), RELIABLE ADVERTISING PRIVATE LIMITED (RAPL), SHRI JATADHARI RICE MILL PRIVATE LIMITED (SJRML), all being Transferor Companies, with Halder Venture Limited ("HVL"), being Transferee Company and their respective shareholders and Creditors (hereinafter referred to as the "Scheme") as placed before the meeting, be and is hereby approved, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders or creditors or the National Company Law Tribunal."





**"RESOLVED FURTHER THAT** the Board do take on record the appointed date for Scheme of Amalgamation as on 1<sup>st</sup> January, 2022 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013"

**"RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies as above, the Valuation Report dated May 24, 2022 prepared and issued by Mr. Vikash Goel, IBBI Registered Valuer, as placed before the Board, be and is hereby accepted and approved."

**"RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies into Transferee Company, based on the valuation report of Mr. Vikash Goel, IBBI Registered Valuer, being valuer appointed for the purpose of the Scheme, the share exchange ratio is approved as under:

Name of Transferor Companies	Share Exchange /Entitlement Ratio(Allotment of new Shares by Halder Venture Limited
JDM COMMERCIAL	No equity shares shall be allotted to the shareholders of JDM as the entire shares of JDM are held by HVL and its nominee.
P.K. AGRI LINK	The Fair Share Exchange Ratio of 49 Equity Shares of HVL for every 100 equity shares of PKAPL fully paid up
P.K. CEREALS	The Fair Share Exchange Ratio of 37 Equity Shares of HVL for every 100 equity shares of PKCPL fully paid up
RELIABLE ADVERTISING	The Fair Share Exchange Ratio of 20 Equity Shares of HVL for every 100 equity shares of RAPL fully paid up
SHRI JATADHARI RICE MILL	The Fair Share Exchange Ratio of 17 Equity Shares of HVL for every 100 equity shares of SJRMPL fully paid up

**"RESOLVED FURTHER THAT** the certificate of statutory auditors of the Company M/s SEN & RAY Chartered Accountants, to the effect that the Scheme is in compliance with the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted."

**"RESOLVED FURTHER THAT** Shri Keshab Kumar Halder - Director or Shri Prabhat Kumar Halder - Director of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders, creditors or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting."

**"RESOLVED FURTHER THAT** Shri Keshab Kumar Halder - Director or Shri Prabhat Kumar Halder - Director of the Company, be and are severally authorised take all necessary steps:

(a) to make modifications, amendments, revisions, edits and all other act as may be required to finalize the Scheme;



- (b) to file necessary applications with the Central/State government or any other, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (c) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and for creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (d) to file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- (e) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
- (f) take all steps as may be required, including without limitation for obtaining, approvals and/or consents of the shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be applicable from time to time in that regard;
- (g) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (h) to make any alterations/changes to the Scheme as may be expedient or necessary which the Central/State Government or the NCLT or shareholders or any other authority;
- (i) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (j) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (k) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (l) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (m) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises;





- (n) Incur such expenses as may be necessary in relation to the above or the transaction;
- (o) Convening and conducting of shareholders/ creditors meetings as may be directed by the Hon'ble NCLT
- (p) Engaging and instructing advocates and if considered necessary, also engage services of counsel(s), legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including to declare and file all pleadings reports, and sign and issue public advertisements and notices;
- (q) Signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Hon'ble NCLT or any other appropriate authority, as may be required.

**"RESOLVED FURTHER THAT** the Common Seal of the Company be affixed on any documents or agreements, if required, in the manner and in accordance with the Articles of Association of the Company and the Common Seal, if required, be carried out of the Registered Office of the Company to facilitate execution of documents, papers or agreements in connection with the Scheme."

**"RESOLVED FURTHER THAT** subject to the directions of the Hon'ble NCLT, the Company do appoint Shri Keshav Kumar Halder - Director or Shri Prabhat Kumar Halder - Director of the Company or such other person as may be directed by the Hon'ble NCLT to act as the Chairman of the NCLT/Court Convened Meeting(s), if any, of the shareholders and/or creditors of the Company.

**"RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

**FOR JDM COMMERCIAL PRIVATE LIMITED**

*Keshav K. Halder*

DIRECTOR

DIN: 00574080





# P. K. AGRI LINK PRIVATE LIMITED

## HALDER

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FACTORY : VILL. SIUR, P.O. MOHUBONA, P.S. SADAIPUR, DIST. BIRBHUM, PIN - 731102  
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CIN : U15312WB2008PTC126633

REGD. OFFICE :

P.O. : AHMADPUR

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EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF P.K. AGRI LINK PRIVATE LIMITED HELD AT DIAMOND HERITAGE, 16, STRAND ROAD, 10<sup>TH</sup> FLOOR, ROOM NO 1012, KOLKATA - 700001 ON 30<sup>TH</sup> MAY, 2022. MEETING OF THE BOARD COMMENCED AT 1.15 P.M. AND CONCLUDED AT 2.15 P.M. REQUISITE QUORUM WAS PRESENT.

### ITEM NO.2

CONSIDER OF AND APPROVE THE DRAFT SCHEME OF AMALGAMATION OF JDM COMMERCIAL PRIVATE LIMITED, P.K.AGRI LINK PRIVATE LIMITED, P.K. CEREALS PRIVATE LIMITED, RELIABLE ADVERTISING PRIVATE LIMITED, SHRI JATADHARI RICE MILL PRIVATE LIMITED WITH HALDER VENTURE LIMITED

The Chairman placed before the meeting draft composite Scheme for Amalgamation of JDM COMMERCIAL PRIVATE LIMITED (JDMCPL), P.K.AGRI LINK PRIVATE LIMITED (PKAGPL), P.K. CEREALS PRIVATE LIMITED (PKCPL), RELIABLE ADVERTISING PRIVATE LIMITED (RAPL), SHRI JATADHARI RICE MILL PRIVATE LIMITED (SRMPL) all being Transferor Companies, with HALDER VENTURE LIMITED (HVL) being Transferee Company, for its approval by the Board of Directors. The Meeting considered and discussed in detail the Valuation Report dated May 24, 2022 issued by Mr. Vikash Goel, IBBI Registered Valuer. Mr. Vikash Goel, IBBI Registered Valuer presented a presentation to the Board to inform and educate the Directors about the procedures followed for valuation. The Chairman stated to the Board that for the purposes of better, efficient and economical management, control and running of the business of the undertakings concerned and for administrative convenience and to obtain advantage of economies of large scale and to broad base the present business, the Scheme placed before the Board was proposed to amalgamate the TRANSFEROR COMPANIES with the TRANSFEE COMPANY.

After discussion at length the Board unanimously passed the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and enabling clauses of the Memorandum of Association of the Company and subject to the requisite approvals, sanctions, consent, observations, no-objection from shareholders and the creditors of the Company, Honorable National Company Law Tribunal (NCLT), or such other competent authority(ies) as may be applicable, draft Scheme for Amalgamation of JDM COMMERCIAL PRIVATE LIMITED (JDMCPL), P.K.AGRI LINK PRIVATE LIMITED (PKAGPL), P.K. CEREALS PRIVATE LIMITED (PKCPL), RELIABLE ADVERTISING PRIVATE LIMITED (RAPL), SHRI JATADHARI RICE MILL PRIVATE LIMITED (SRMPL), all being Transferor Companies, with Halder Venture Limited ("HVL"), being Transferee Company and their respective shareholders and Creditors (hereinafter referred to as the "Scheme") as placed





# P. K. AGRI LINK PRIVATE LIMITED

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before the meeting, be and is hereby approved, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders or creditors or the National Company Law Tribunal."

"**RESOLVED FURTHER THAT** the Board do take on record the appointed date for Scheme of Amalgamation as on 1<sup>st</sup> January, 2022 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013"

"**RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies as above, the Valuation Report dated May 24, 2022 prepared and issued by Mr. Vikash Goel, IBBI Registered Valuer, as placed before the Board, be and is hereby accepted and approved."

"**RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies into Transferee Company, based on the valuation report of Mr. Vikash Goel, IBBI Registered Valuer, being valuer appointed for the purpose of the Scheme, the share exchange ratio is approved as under:

Name of Transferor Companies	Share Exchange /Entitlement Ratio(Allotment of new Shares by Halder Venture Limited
JDM COMMERCIAL	No equity shares shall be allotted to the shareholders of JDM as the entire shares of JDM are held by HVL and its nominee.
P.K. AGRI LINK	The Fair Share Exchange Ratio of 49 Equity Shares of HVL for every 100 equity shares of PKAPL fully paid up
P.K. CEREALS	The Fair Share Exchange Ratio of 37 Equity Shares of HVL for every 100 equity shares of PKCPL fully paid up
RELIABLE ADVERTISING	The Fair Share Exchange Ratio of 20 Equity Shares of HVL for every 100 equity shares of RAPL fully paid up
SHRI JATADHARI RICE MILL	The Fair Share Exchange Ratio of 17 Equity Shares of HVL for every 100 equity shares of SJRMPL fully paid up

"**RESOLVED FURTHER THAT** the certificate of statutory auditors of the Company M/s SEN & RAY Chartered Accountants, to the effect that the Scheme is in compliance with the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted."

"**RESOLVED FURTHER THAT** Shri Keshab Kumar Halder - Director or Shri Prabhat Kumar Halder - Director or Smt. Poulomi Halder- Director of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders, creditors or any regulatory authority provided prior approval of Board of





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Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting."

"RESOLVED FURTHER THAT Shri Keshab Kumar Halder - Director or Shri Prabhat Kumar Halder - Director or Smt. Poulomi Halder- Director of the Company, be and are severally authorised take all necessary steps:

- (a) to make modifications, amendments, revisions, edits and all other act as may be required to finalize the Scheme;
- (b) to file necessary applications with the Central/State government or any other, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (c) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and for creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (d) to file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- (e) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
- (f) take all steps as may be required, including without limitation for obtaining, approvals and/or consents of the shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be applicable from time to time in that regard;
- (g) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (h) to make any alterations/changes to the Scheme as may be expedient or necessary which the Central/State Government or the NCLT or shareholders or any other authority;
- (i) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;





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(j) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;

(k) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;

(l) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;

(m) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises;

(n) Incur such expenses as may be necessary in relation to the above or the transaction;

(o) Convening and conducting of shareholders/ creditors meetings as may be directed by the Hon'ble NCLT

(p) Engaging and instructing advocates and if considered necessary, also engage services of counsel(s), legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including to declare and file all pleadings reports, and sign and issue public advertisements and notices;

(q) Signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Hon'ble NCLT or any other appropriate authority, as may be required.

**"RESOLVED FURTHER THAT** the Common Seal of the Company be affixed on any documents or agreements, if required, in the manner and in accordance with the Articles of Association of the Company and the Common Seal, it required, be carried out of the Registered Office of the Company to facilitate execution of documents, papers or agreements in connection with the Scheme."

**"RESOLVED FURTHER THAT** subject to the directions of the Hon'ble NCLT, the Company do appoint Shri Keshab Kumar Halder - Director or Shri Prabhat Kumar Halder - Director or Smt. Poulomi Halder- Director of the Company or such other person as may be directed by the Hon'ble NCLT to act as the Chairman of the NCLT/Court Convened Meeting(s), if any, of the shareholders and/or creditors of the Company.





# P. K. AGRI LINK PRIVATE LIMITED

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"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

FOR P.K. AGRI PRIVATE LIMITED

*Kesha W. Halder*

DIRECTOR

DIN: 00574080





# P. K. CEREALS PRIVATE LIMITED

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## HALDER

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**EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF P.K. CEREALS PRIVATE LIMITED HELD AT DIAMOND HERITAGE, 16, STRAND ROAD, 10<sup>TH</sup> FLOOR, ROOM NO. 1012, KOLKATA – 700001, WEST BENGAL ON 30TH MAY, 2022. MEETING OF THE BOARD COMMENCED AT 2.30 P.M. AND CONCLUDED AT 3.30 P.M. REQUISITE QUORUM WAS PRESENT.**

### ITEM NO.2

**CONSIDER AND APPROVE THE DRAFT SCHEME OF AMALGAMATION OF JDM COMMERCIAL PRIVATE LIMITED, P.K.AGRI LINK PRIVATE LIMITED, P.K. CEREALS PRIVATE LIMITED, RELIABLE ADVERTISING PRIVATE LIMITED, SHRI JATADHARI RICE MILL PRIVATE LIMITED WITH HALDER VENTURE LIMITED**

The Chairman placed before the meeting draft composite Scheme for Amalgamation of JDM COMMERCIAL PRIVATE LIMITED (JDMCPL), P.K.AGRI LINK PRIVATE LIMITED (PKAGPL), P.K. CEREALS PRIVATE LIMITED (PKCPL), RELIABLE ADVERTISING PRIVATE LIMITED (RAPL), SHRI JATADHARI RICE MILL PRIVATE LIMITED (SJRMPL) all being Transferor Companies, with HALDER VENTURE LIMITED (HVL) being Transferee Company, for its approval by the Board of Directors. The Meeting considered and discussed in detail the Valuation Report dated May 24, 2022 issued by Mr. Vikash Goel, IBBI Registered Valuer. Mr. Vikash Goel, IBBI Registered Valuer presented a presentation to the Board to inform and educate the Directors about the procedures followed for valuation. The Chairman stated to the Board that for the purposes of better, efficient and economical management, control and running of the business of the undertakings concerned and for administrative convenience and to obtain advantage of economies of large scale and to broad base the present business, the Scheme placed before the Board was proposed to amalgamate the TRANSFEROR COMPANIES with the TRANSFEE COMPANY.

After discussion at length the Board unanimously passed the following resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and enabling clauses of the Memorandum of Association of the Company and subject to the requisite approvals, sanctions, consent, observations, no-objection from shareholders and the creditors of the Company, Honorable National Company Law Tribunal (NCLT), or such other competent authority(ies) as may be applicable, draft Scheme for Amalgamation of JDM COMMERCIAL PRIVATE LIMITED (JDMCPL), P.K.AGRI LINK PRIVATE LIMITED (PKAGPL), P.K. CEREALS PRIVATE LIMITED (PKCPL), RELIABLE ADVERTISING PRIVATE LIMITED (RAPL), SHRI JATADHARI RICE MILL PRIVATE LIMITED (SJRMPL), all being Transferor Companies, with Halder Venture Limited ("HVL"), being Transferee Company and their respective shareholders and Creditors (hereinafter referred to as the "Scheme") as placed





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before the meeting, be and is hereby approved, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders or creditors or the National Company Law Tribunal."

**"RESOLVED FURTHER THAT** the Board do take on record the appointed date for Scheme of Amalgamation as on 1<sup>st</sup> January, 2022 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013"

**"RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies as above, the Valuation Report dated May 24, 2022 prepared and issued by Mr. Vikash Goel, IBBI Registered Valuer, as placed before the Board, be and is hereby accepted and approved."

**"RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies into Transferee Company, based on the valuation report of Mr. Vikash Goel, IBBI Registered Valuer, being valuer appointed for the purpose of the Scheme, the share exchange ratio is approved as under:

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P.K. AGRI LINK	The Fair Share Exchange Ratio of 49 Equity Shares of HVL for every 100 equity shares of PKAPL fully paid up
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**"RESOLVED FURTHER THAT** the certificate of statutory auditors of the Company M/s SEN & RAY Chartered Accountants, to the effect that the Scheme is in compliance with the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted."

**"RESOLVED FURTHER THAT** Shri Keshab Kumar Halder - Director or Shri Prabhat Kumar Halder - Director or Smt. Rekha Halder – Director of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders, creditors or any regulatory authority provided prior approval of Board of





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STAR EXPORT HOUSE

## HALDER

DIAMOND HERITAGE, 16 Strand Road, 10th Floor, Unit 1012, Kolkata - 700 001  
Tel. : +91-33-6607-5556 / 7, E-mail : [exim@halderventure.in](mailto:exim@halderventure.in)

CIN : U15312WB1989PTC047131  
REGD. OFFICE & FACTORY :  
P.O. : AHMADPUR  
VILL. : ISWARPUR  
DIST. : BIRBHUM - 731201  
WEST BENGAL  
☎ : +91 8116000200  
E-MAIL : [contact@halderventure.in](mailto:contact@halderventure.in)

Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting."

"RESOLVED FURTHER THAT Shri Keshab Kumar Halder - Director or Shri Prabhat Kumar Halder - Director or Smt. Rekha Halder - Director of the Company, be and are severally authorised take all necessary steps:

- (a) to make modifications, amendments, revisions, edits and all other act as may be required to finalize the Scheme;
- (b) to file necessary applications with the Central/State government or any other, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (c) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and for creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (d) to file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- (e) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
- (f) take all steps as may be required, including without limitation for obtaining, approvals and/or consents of the shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be applicable from time to time in that regard;
- (g) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (h) to make any alterations/changes to the Scheme as may be expedient or necessary which the Central/State Government or the NCLT or shareholders or any other authority;
- (i) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;





# P. K. CEREALS PRIVATE LIMITED

A GOVT. CERTIFIED



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## HALDER

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E-MAIL : [contact@halderventure.in](mailto:contact@halderventure.in)

(j) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;

(k) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;

(l) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;

(m) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises;

(n) Incur such expenses as may be necessary in relation to the above or the transaction;

(o) Convening and conducting of shareholders/ creditors meetings as may be directed by the Hon'ble NCLT

(p) Engaging and instructing advocates and if considered necessary, also engage services of counsel(s), legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including to declare and file all pleadings reports, and sign and issue public advertisements and notices;

(q) Signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Hon'ble NCLT or any other appropriate authority, as may be required.

**"RESOLVED FURTHER THAT** the Common Seal of the Company be affixed on any documents or agreements, if required, in the manner and in accordance with the Articles of Association of the Company and the Common Seal, it required, be carried out of the Registered Office of the Company to facilitate execution of documents, papers or agreements in connection with the Scheme."

**"RESOLVED FURTHER THAT** subject to the directions of the Hon'ble NCLT, the Company do appoint Shri Keshab Kumar Halder - Director or Shri Prabhat Kumar Halder - Director or Smt. Rekha Halder - Director of the Company or such other person as may be directed by the Hon'ble NCLT to act as the Chairman of the NCLT/Court Convened Meeting(s), if any, of the shareholders and/or creditors of the Company.





# P. K. CEREALS PRIVATE LIMITED

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## HALDER

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CIN : U15312WB1989PTC047131

REGD. OFFICE & FACTORY :

P.O. : AHMADPUR

VILL. : ISWARPUR

DIST. : BIRBHUM - 731201

WEST BENGAL

☎ : +91 8116000200

E-MAIL : sjrm@halderventure.in

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

FOR P.K. CEREALS PRIVATE LIMITED

*Kesav K. Halder*  
DIRECTOR



DIN: 00574080



EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF RELIABLE ADVERTISING PRIVATE LIMITED HELD AT DIAMOND HERITAGE, 16 STRAND ROAD, 10<sup>TH</sup> FLOOR, ROOM NO - 1012, KOLKATA - 700001 ON 30<sup>TH</sup> MAY, 2022. MEETING OF THE BOARD COMMENCED AT 10.45 A.M. AND CONCLUDED AT 11.45 A.M. REQUISITE QUORUM WAS PRESENT.

## ITEM NO.2

CONSIDER OF AND APPROVE THE DRAFT SCHEME OF AMALGAMATION OF JDM COMMERCIAL PRIVATE LIMITED, P.K.AGRI LINK PRIVATE LIMITED , P.K. CEREALS PRIVATE LIMITED, RELIABLE ADVERTISING PRIVATE LIMITED, SHRI JATADHARI RICE MILL PRIVATE LIMITED WITH HALDER VENTURE LIMITED

The Chairman placed before the meeting draft composite Scheme for Amalgamation of JDM COMMERCIAL PRIVATE LIMITED (JDMCPL), P.K.AGRI LINK PRIVATE LIMITED (PKAGPL), P.K. CEREALS PRIVATE LIMITED (PKCPL) , RELIABLE ADVERTISING PRIVATE LIMITED(RAPL), SHRI JATADHARI RICE MILL PRIVATE LIMITED(SJRMPL) all being Transferor Companies, with HALDER VENTURE LIMITED (HVL) being Transferee Company, for its approval by the Board of Directors. The Meeting considered and discussed in detail the Valuation Report dated May 24, 2022 issued by Mr. Vikash Goel, IBBI Registered Valuer. Mr. Vikash Goel, IBBI Registered Valuer presented a presentation to the Board to inform and educate the Directors about the procedures followed for valuation. The Chairman stated to the Board that for the purposes of better, efficient and economical management, control and running of the business of the undertakings concerned and for administrative convenience and to obtain advantage of economies of large scale and to broad base the present business, the Scheme placed before the Board was proposed to amalgamate the TRANSFEROR COMPANIES with the TRANSFEREE COMPANY.

After discussion at length the Board unanimously passed the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and enabling clauses of the Memorandum of Association of the Company and subject to the requisite approvals, sanctions, consent, observations, no-objection from shareholders and the creditors of the Company, Honorable National Company Law Tribunal (NCLT), or such other competent authority(ies) as may be applicable, draft Scheme for Amalgamation of JDM COMMERCIAL PRIVATE LIMITED (JDMCPL), P.K.AGRI LINK PRIVATE LIMITED (PKAGPL), P.K. CEREALS PRIVATE LIMITED(PKCPL) , RELIABLE ADVERTISING PRIVATE LIMITED(RAPL), SHRI JATADHARI RICE MILL PRIVATE LIMITED (SJRMPL), all being Transferor Companies, with Halder Venture Limited ("HVL"), being Transferee Company and their respective shareholders and Creditors (hereinafter referred to as the "Scheme") as placed before the meeting, be and is hereby approved, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders or creditors or the National Company Law Tribunal."





CINNo:  
U22130WB1997PTC086067

DIAMOND HERITAGE,  
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EMAIL: info@halderventure.in  
WEB : www.halderventure.in

**"RESOLVED FURTHER THAT** the Board do take on record the appointed date for Scheme of Amalgamation as on 1<sup>st</sup> January, 2022 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013"

**"RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies as above, the Valuation Report dated May 24, 2022 prepared and issued by Mr. Vikash Goel, IBBI Registered Valuer, as placed before the Board, be and is hereby accepted and approved."

**"RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies into Transferee Company, based on the valuation report of Mr. Vikash Goel, IBBI Registered Valuer, being valuer appointed for the purpose of the Scheme, the share exchange ratio is approved as under:

Name of Transferor Companies	Share Exchange /Entitlement Ratio(Allotment of new Shares by Halder Venture Limited
JDM COMMERCIAL	No equity shares shall be allotted to the shareholders of JDM as the entire shares of JDM are held by HVL and its nominee.
P.K. AGRI LINK	The Fair Share Exchange Ratio of 49 Equity Shares of HVL for every 100 equity shares of PKAPL fully paid up
P.K. CEREALS	The Fair Share Exchange Ratio of 37 Equity Shares of HVL for every 100 equity shares of PKCPL fully paid up
RELIABLE ADVERTISING	The Fair Share Exchange Ratio of 20 Equity Shares of HVL for every 100 equity shares of RAPL fully paid up
SHRI JATADHARI RICE MILL	The Fair Share Exchange Ratio of 17 Equity Shares of HVL for every 100 equity shares of SJRMPL fully paid up

**"RESOLVED FURTHER THAT** the certificate of statutory auditors of the Company M/s SEN & RAY Chartered Accountants, to the effect that the Scheme is in compliance with the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted."

**"RESOLVED FURTHER THAT** Smt. Rekha Halder - Director - Director or Shri Prabhat Kumar Halder - Director of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders, creditors or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting."

**"RESOLVED FURTHER THAT** Smt. Rekha Halder - Director or Shri Prabhat Kumar Halder - Director of the Company be and are severally authorised take all necessary steps:





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WEB : www.halderventure.in

- (a) to make modifications, amendments, revisions, edits and all other act as may be required to finalize the Scheme;
- (b) to file necessary applications with the Central/State government or any other, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (c) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and for creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (d) to file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- (e) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
- (f) take all steps as may be required, including without limitation for obtaining, approvals and/or consents of the shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be applicable from time to time in that regard;
- (g) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (h) to make any alterations/changes to the Scheme as may be expedient or necessary which the Central/State Government or the NCLT or shareholders or any other authority;
- (i) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (j) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (k) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (l) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (m) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises;





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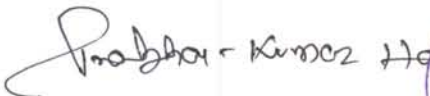
- (n) Incur such expenses as may be necessary in relation to the above or the transaction;
- (o) Convening and conducting of shareholders/ creditors meetings as may be directed by the Hon'ble NCLT
- (p) Engaging and instructing advocates and if considered necessary, also engage services of counsel(s), legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including to declare and file all pleadings reports, and sign and issue public advertisements and notices;
- (q) Signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Hon'ble NCLT or any other appropriate authority, as may be required.

**"RESOLVED FURTHER THAT** the Common Seal of the Company be affixed on any documents or agreements, if required, in the manner and in accordance with the Articles of Association of the Company and the Common Seal, if required, be carried out of the Registered Office of the Company to facilitate execution of documents, papers or agreements in connection with the Scheme."

**"RESOLVED FURTHER THAT** subject to the directions of the Hon'ble NCLT, the Company do appoint Smt. Rekha Halder - Director or Shri Prabhat Kumar Halder - Director of the Company or such other person as may be directed by the Hon'ble NCLT to act as the Chairman of the NCLT/Court Convened Meeting(s), if any, of the shareholders and/or creditors of the Company.

**"RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

**FOR RELIABLE ADVERTISING PRIVATE LIMITED**

  
DIRECTOR



DIN: 02009423





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CIN : U15312WB2009PTC135394  
REGD. OFFICE & FACTORY :  
P.O. : AHMADPUR  
VILL. : ISWARPUR  
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WEST BENGAL  
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E-MAIL : sjrm@halderventure.in

**EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF SHRI JATADHARI RICE MILL PRIVATE LIMITED HELD AT DIAMOND HERITAGE, 16, STRAND ROAD, 10<sup>TH</sup> FLOOR, ROOM NO 1012, KOLKATA - 700001 ON 30<sup>TH</sup> MAY, 2022. MEETING OF THE BOARD COMMENCED AT 12.00 P.M. AND CONCLUDED AT 1.00 P.M. REQUISITE QUORUM WAS PRESENT.**

**ITEM NO.2**

**CONSIDER OF AND APPROVE THE DRAFT SCHEME OF AMALGAMATION OF JDM COMMERCIAL PRIVATE LIMITED, P.K.AGRI LINK PRIVATE LIMITED, P.K. CEREALS PRIVATE LIMITED, RELIABLE ADVERTISING PRIVATE LIMITED, SHRI JATADHARI RICE MILL PRIVATE LIMITED WITH HALDER VENTURE LIMITED**

The Chairman placed before the meeting draft composite Scheme for Amalgamation of JDM COMMERCIAL PRIVATE LIMITED (JDMCPL), P.K.AGRI LINK PRIVATE LIMITED (PKAGPL), P.K. CEREALS PRIVATE LIMITED (PKCPL), RELIABLE ADVERTISING PRIVATE LIMITED (RAPL), SHRI JATADHARI RICE MILL PRIVATE LIMITED (SJRMPL) all being Transferor Companies, with HALDER VENTURE LIMITED (HVL) being Transferee Company, for its approval by the Board of Directors. The Meeting considered and discussed in detail the Valuation Report dated May 24, 2022 issued by Mr. Vikash Goel, IBBI Registered Valuer. Mr. Vikash Goel, IBBI Registered Valuer presented a presentation to the Board to inform and educate the Directors about the procedures followed for valuation. The Chairman stated to the Board that for the purposes of better, efficient and economical management, control and running of the business of the undertakings concerned and for administrative convenience and to obtain advantage of economies of large scale and to broad base the present business, the Scheme placed before the Board was proposed to amalgamate the TRANSFEROR COMPANIES with the TRANSFEE COMPANY.

After discussion at length the Board unanimously passed the following resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and enabling clauses of the Memorandum of Association of the Company and subject to the requisite approvals, sanctions, consent, observations, no-objection from shareholders and the creditors of the Company, Honorable National Company Law Tribunal (NCLT), or such other competent authority(ies) as may be applicable, draft Scheme for Amalgamation of JDM COMMERCIAL PRIVATE LIMITED (JDMCPL), P.K.AGRI LINK PRIVATE LIMITED (PKAGPL), P.K. CEREALS PRIVATE LIMITED (PKCPL), RELIABLE ADVERTISING PRIVATE LIMITED (RAPL), SHRI JATADHARI RICE MILL PRIVATE LIMITED (SJRMPL), all being Transferor Companies, with Halder Venture Limited ("HVL"), being Transferee Company and their respective shareholders and Creditors (hereinafter referred to as the "Scheme") as placed





# SHRI JATADHARI RICE MILL PVT. LTD.

## HALDER

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E-MAIL : sjrm@halderventure.in

before the meeting, be and is hereby approved, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders or creditors or the National Company Law Tribunal."

**"RESOLVED FURTHER THAT** the Board do take on record the appointed date for Scheme of Amalgamation as on 1<sup>st</sup> January, 2022 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013"

**"RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies as above, the Valuation Report dated May 24, 2022 prepared and issued by Mr. Vikash Goel, IBBI Registered Valuer, as placed before the Board, be and is hereby accepted and approved."

**"RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies into Transferee Company, based on the valuation report of Mr. Vikash Goel, IBBI Registered Valuer, being valuer appointed for the purpose of the Scheme, the share exchange ratio is approved as under:

Name of Transferor Companies	Share Exchange /Entitlement Ratio(Allotment of new Shares by Halder Venture Limited
JDM COMMERCIAL	No equity shares shall be allotted to the shareholders of JDM as the entire shares of JDM are held by HVL and its nominee.
P.K. AGRI LINK	The Fair Share Exchange Ratio of 49 Equity Shares of HVL for every 100 equity shares of PKAPL fully paid up
P.K. CEREALS	The Fair Share Exchange Ratio of 37 Equity Shares of HVL for every 100 equity shares of PKCPL fully paid up
RELIABLE ADVERTISING	The Fair Share Exchange Ratio of 20 Equity Shares of HVL for every 100 equity shares of RAPL fully paid up
SHRI JATADHARI RICE MILL	The Fair Share Exchange Ratio of 17 Equity Shares of HVL for every 100 equity shares of SJRMPL fully paid up

**"RESOLVED FURTHER THAT** the certificate of statutory auditors of the Company M/s SEN & RAY Chartered Accountants, to the effect that the Scheme is in compliance with the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted."

**"RESOLVED FURTHER THAT** Shri Keshab Kumar Halder - Director or Shri Prabhat Kumar Halder - Director or Smt. Poulomi Halder - Director of the Company, for the purpose of giving effect to this





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resolution, be and are hereby severally authorized to make such alterations and/or changes in the scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by

NCLT, shareholders, creditors or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting."

"RESOLVED FURTHER THAT Shri Keshab Kumar Halder - Director or Shri Prabhat Kumar Halder - Director or Smt. Poulomi Halder - Director of the Company, be and are severally authorised take all necessary steps:

(a) to make modifications, amendments, revisions, edits and all other act as may be required to finalize the Scheme;

(b) to file necessary applications with the Central/State government or any other, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;

(c) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and for creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;

(d) to file petitions for confirmation of the Scheme with the NCLT or such other competent authority;

(e) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;

(f) take all steps as may be required, including without limitation for obtaining, approvals and/or consents of the shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be applicable from time to time in that regard;

(g) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;





# SHRI JATADHARI RICE MILL PVT. LTD.

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(h) to make any alterations/changes to the Scheme as may be expedient or necessary which the Central/State Government or the NCLT or shareholders or any other authority;

(i) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;

(j) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;

(k) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;

(l) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;

(m) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises;

(n) Incur such expenses as may be necessary in relation to the above or the transaction;

(o) Convening and conducting of shareholders/ creditors meetings as may be directed by the Hon'ble NCLT

(p) Engaging and instructing advocates and if considered necessary, also engage services of counsel(s), legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including to declare and file all pleadings reports, and sign and issue public advertisements and notices;

(q) Signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Hon'ble NCLT or any other appropriate authority, as may be required.

**"RESOLVED FURTHER THAT** the Common Seal of the Company be affixed on any documents or agreements, if required, in the manner and in accordance with the Articles of Association of the Company and the Common Seal, it required, be carried out of the Registered Office of the Company to facilitate execution of documents, papers or agreements in connection with the Scheme."



# SHRI JATADHARI RICE MILL PVT. LTD.

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E-MAIL : sjrm@halderventure.in

"RESOLVED FURTHER THAT subject to the directions of the Hon'ble NCLT, the Company do appoint Shri Keshab Kumar Halder - Director or Shri Prabhat Kumar Halder - Director or Smt. Poulomi Halder - Director of the Company or such other person as may be directed by the Hon'ble NCLT to act as the Chairman of the NCLT/Court Convened Meeting(s), if any, of the shareholders and/or creditors of the Company.

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

FOR SHREE JATADHARI RICE MILL PRIVATE LIMITED

Keshab K. Halder

DIRECTOR

DIN: 00574080





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EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF HALDER VENTURE LIMITED HELD AT ITS REGISTERED OFFICE AT DIAMOND HERITAGE, 16 STRAND ROAD, 10<sup>TH</sup> FLOOR, ROOM NO – 1012, KOLKATA - 700001 ON 30<sup>TH</sup> MAY, 2022. MEETING OF THE BOARD COMMENCED AT 5.00 P.M. AND CONCLUDED AT 6.00 P.M. REQUISITE QUORUM WAS PRESENT.

**ITEM NO.2**

**CONSIDER AND APPROVE THE DRAFT SCHEME OF AMALGAMATION OF JDM COMMERCIAL PRIVATE LIMITED, P.K.AGRI LINK PRIVATE LIMITED, P.K. CEREALS PRIVATE LIMITED, RELIABLE ADVERTISING PRIVATE LIMITED AND SHRI JATADHARI RICE MILL PRIVATE LIMITED WITH HALDER VENTURE LIMITED**

The Chairman placed before the meeting draft composite Scheme for Amalgamation of JDM COMMERCIAL PRIVATE LIMITED (JDMCPL), P.K.AGRI LINK PRIVATE LIMITED (PKAGPL), P.K. CEREALS PRIVATE LIMITED (PKCPL), RELIABLE ADVERTISING PRIVATE LIMITED (RAPL), SHRI JATADHARI RICE MILL PRIVATE LIMITED (SJRMPL) all being Transferor Companies, with HALDER VENTURE LIMITED (HVL) being Transferee Company, for its approval by the Board of Directors. The Meeting considered and discussed in detail the Valuation Report dated May 24, 2022 issued by Mr. Vikash Goel, IBBI Registered Valuer and Fairness Opinion Report dated May 24, 2022 issued by Finshore Management Services Limited, SEBI Regd. CAT - 1 Merchant Banker. Mr. Vikash Goel, IBBI Registered Valuer presented a presentation to the Board to inform and educate the Directors about the procedures followed for valuation. The Chairman stated to the Board that for the purposes of better, efficient and economical management, control and running of the business of the undertakings concerned and for administrative convenience and to obtain advantage of economies of large scale and to broad base the present business, the Scheme placed before the Board was proposed to amalgamate the TRANSFEROR COMPANIES with the TRANSFEE COMPANY.

The Chairman stated that the Audit Committee had examined all aspects of the Scheme and recommended it. After discussion at length the Board unanimously passed the following resolution:

**"RESOLVED THAT** based on the recommendations of the Audit Committee of the Board and pursuant to the provisions of Section 230 Section to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and enabling clauses of the Memorandum of Association of the Company and subject to the requisite approvals, sanctions, consent, observations, no-objection from the shareholders and the creditors of the Company, Securities and Exchange Board of India (SEBI), BSE Limited (BSE), Competition Commission of India (if required), Honourable National Company Law Tribunal (NCLT) or such other competent authority(ies) as may be applicable, draft Scheme for Amalgamation of JDM COMMERCIAL PRIVATE LIMITED (JDMCPL), P.K.AGRI LINK PRIVATE LIMITED (P.K. AGPL), P.K. CEREALS PRIVATE LIMITED (P.K. CPL), RELIABLE ADVERTISING PRIVATE LIMITED (RAPL), SHRI JATADHARI RICE MILL





PRIVATE LIMITED (SJRMPL), all being Transferor Companies, with Halder Venture Limited ("HVL"), being Transferee Company and their respective shareholders and Creditors (hereinafter referred to as the "Scheme") as placed before the meeting, be and is hereby approved, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders or creditors or the National Company Law Tribunal."

**"RESOLVED FURTHER THAT** the Board do take on record the appointed date for Scheme of Amalgamation as on 1<sup>st</sup> January, 2022 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013".

**"RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies as above, the Valuation Report dated May 24, 2022 prepared and issued by Mr. Vikash Goel, IBBI Registered Valuer, as placed before the Board, be and is hereby accepted and approved."

**"RESOLVED FURTHER THAT** for the purposes of amalgamation of the Transferor Companies into Transferee Company, based on the valuation report of Mr. Vikash Goel, IBBI Registered Valuer, being valuer appointed for the purpose of the Scheme, the share exchange ratio is approved as under:

Name of Transferor Companies	Share Exchange /Entitlement Ratio(Allotment of new Shares by Halder Venture Limited
JDM COMMERCIAL	No equity shares shall be allotted to the shareholders of JDM as the entire shares of JDM are held by HVL and its nominee.
P.K. AGRI LINK	49:100 (Allotment of 49 fully paid up Equity Shares of Rs. 10/- each for every 100 equity shares of Rs. 10/- each fully paid up held in PKAPL).
P.K. CEREALS	37:100 (Allotment of 37 fully paid up Equity Shares of Rs. 10/- each for every 100 equity shares of Rs. 10/- each fully paid up held in PKCPL).
RELIABLE ADVERTISING	20:100 (Allotment of 20 fully paid up Equity Shares of Rs. 10/- each for every 100 equity shares of Rs. 10/- each fully paid up held in RAPL).
SHRI JATADHARI RICE MILL	17:100 (Allotment of 17 fully paid up Equity Shares of Rs. 10/- each for every 100 equity shares of Rs. 10/- each fully paid up held in SJRMPL).

**"RESOLVED FURTHER THAT** the Fairness Opinion dated May 24, 2022 prepared and Issued by Finshore Management Services Limited, SEBI Regd. CAT-1 Merchant Banker, as placed before the Board, be and is hereby approved."

**"RESOLVED FURTHER THAT** the certificate of statutory auditors of the Company M/s SEN & RAY CHARTERED ACCOUNTANTS, to the effect that the Scheme is in compliance with the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted."





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**"RESOLVED FURTHER THAT** Report of Audit Committee dated May 30, 2022 recommending the draft Scheme, taking into consideration, inter alia, the valuation report, fairness opinion and aforesaid certificates from Statutory Auditors, as placed before the Board be and is hereby accepted and approved.

**"RESOLVED FURTHER THAT** the Company hereby chooses the BSE Limited as the designated stock exchange for the purpose of coordinating with the Securities and Exchange Board of India ("the SEBI") in connection with aforesaid Scheme."

**"RESOLVED FURTHER THAT** Shri Keshab Kumar Halder - Managing Director or Smt. Poulomi Halder-Director or Shri Abhishek Pal - Company Secretary, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders, creditors or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting."

**"RESOLVED FURTHER THAT** Shri Keshab Kumar Halder - Managing Director or Smt. Poulomi Halder-Director or Shri Abhishek Pal - Company Secretary, be and are severally authorised take a necessary steps:

- (a) to make modifications, amendments, revisions, edits and all other act as may be required to finalize the Scheme;
- (b) to file necessary applications with the Central/State government, Securities and Exchange Board of India (SEBI), Stock Exchanges or anybody, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (c) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and for creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (d) to file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- (e) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;



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- (f) take all steps as may be required, including without limitation for obtaining, approvals and/or consents of the shareholders, creditors, banks, financial institutions, Stock Exchanges, SEBI and other regulatory authorities or entities or agencies as may be applicable from time to time in that regard;
- (g) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (h) to make any alterations/changes to the Scheme as may be expedient or necessary which the Central/State Government or the NCLT or shareholders or by the Stock Exchanges where the shares of the Company are listed or any other authority;
- (i) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (j) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (k) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (l) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (m) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises;
- (n) Incur such expenses as may be necessary in relation to the above or the transaction;
- (o) Convening and conducting of shareholders/ creditors meetings as may be directed by the Hon'ble NCLT;
- (p) Engaging and instructing advocates and if considered necessary, also engage services of counsel(s), legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including to declare and file all pleadings reports, and sign and issue public advertisements and notices;
- (q) Signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Hon'ble NCLT or any other appropriate authority, as may be required.

**"RESOLVED FURTHER THAT** the Common Seal of the Company be affixed on any documents or agreements, if required, in the manner and in accordance with the Articles of Association of the





Company and the Common Seal, if required, be carried out of the Registered Office of the Company to facilitate execution of documents, papers or agreements in connection with the Scheme."

"**RESOLVED FURTHER THAT** Shri Keshab Kumar Halder - Managing Director or Smt. Poulomi Halder-Director or Shri Abhishek Pal - Company Secretary of the Company be and are hereby severally authorised to sign, certify and authenticate documents, affidavits, undertakings., certificates and all other documents as required in terms of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017; Securities Contracts (Regulation) Act, 1956 and rules made thereunder; the applicable provisions of the Companies Act, 2013 and rules made thereunder and all other applicable laws, rules and regulations."

"**RESOLVED FURTHER THAT** subject to the directions of the Hon'ble NCLT, the Company do appoint Shri Keshab Kumar Halder - Managing Director or Smt. Poulomi Halder- Director or Shri Abhishek Pal - Company Secretary of the Company or such other person as may be directed by the Hon'ble NCLT to act as the Chairman of the NCLT/Court Convened Meeting(s), if any, of the shareholders and/or creditors of the Company.

"**RESOLVED FURTHER THAT** any Director or the Secretary of the Company be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

**FOR HALDER VENTURE LIMITED**

*Keshab K. Halder*

DIRECTOR

DIN: 00574080

