



SEN & RAY
CHARTERED ACCOUNTANTS

To,
The Board of Directors,
Halder Venture Limited,
Diamond Heritage, 16 Strand Road
10th Floor, Room No- 1012
Kolkata - 700001.

Independent Auditors' Certificate on Pre-Scheme net worth of Halder Venture Limited ("the Company")

1. This certificate is issued in accordance with the request letter dated May 18, 2022 of Halder Venture Limited, having its registered office Diamond Heritage, 16 Strand Road, 10th Floor, Room No- 1012, Kolkata - 700001 and for the purposes of Scheme of Amalgamation of JDM Commercial Private Limited ("JDM" or "Transferor Company No. 1"), P.K. Agri Link Private Limited ("PKALPL" or "Transferor Company No. 2"), P.K. Cereals Private Limited ("PKACPL" or "Transferor Company No. 3"), Reliable Advertising Private Limited ("RAPL" or "Transferor Company No. 4") and Shri Jatadhari Rice Mill Private Limited ("SJRML" or "Transferor Company No. 5") with Halder Venture Limited ("HVL" or "Transferee Company") and their respective Shareholders and Creditors (hereinafter referred to as "the Scheme").

2. A statement containing details of net worth as mentioned below, duly signed by the authorized signatory of the Company ("the Statement") is annexed, which we have initialed for identification purposes only:

• The Pre-scheme net worth of the Company as at 31st December, 2021;

Management's Responsibility

3. The preparation of the Statement is responsibility of the Management of the Company including the Preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Company's Management is also responsible for ensuring that the Company complies with the requirements of the Stock Exchanges and provide them with all relevant information and ensuring adherence that the details in the Statement are correct.

5. The pre-scheme net worth of the Company has been traced from and calculated based on the Audited Financial Statements of the Company for the period ended 31st December, 2021. The Computation of Pre-Scheme Net-worth is arithmetically correct.

Auditor's Responsibility

6. It is our responsibility to provide reasonable assurance that the pre-scheme net worth of the Company as referred to in the Statement have been correctly extracted from the Audited Financial Statements for the period ended 31 December, 2021 prepared in accordance with Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS).

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Astra Tower, ASO 501, Action Area II-C, New Town, Kolkata-700161 West Bengal	154/3, R.N. Tagore Road, Berhampore, Murshidabad-742101 West Bengal	C-170, Golf View Apartment, Saket, New Delhi-110017	322, V Mall, Near Sai Dham Temple Thakur Complex Kandivali East Mumbai, Maharashtra-400101	Flat 3A, Amethyst, Olympia Opaline Navalur OMR, Chennai-600130 Tamil Nadu	Ikeva, 14/2, Rajesh Chambers, Brunton Road, Ashok Nagar, MG Road, Craig Park Layout, Bengaluru-560025	305, University Plaza, University Road, Near Vijay Cross Road, Navrangpura, Ahmedabad-380009 Gujarat



7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. The audited financial statements referred above, have been audited by M/s Sen & Ray Chartered Accountants (Firm Regn. **303047E**). The audits of these financial statements were required to be conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that they should plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

Opinion

10. Based on the information and explanations given to us and our examinations and we are of the opinion that the amounts in the Statement in respect of pre-scheme net worth of the Company has been correctly extracted from the Audited Financial Statements for the period ended 31st December, 2021 prepared in accordance with Ind AS.

Restriction on Use

11. This Certificate is provided at the specific request of the Company in connection with the above Scheme and for the purpose of onward submission to the Stock Exchanges and/or other regulatory authorities including Securities and Exchange Board of India. Our certificate should not to be used for any other purpose or by any person other than the addressees of this report. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Sen & Ray
Chartered Accountants
FRN-303047E

Binod K. Mahato


Binod Kumar Mahato
Partner
Membership No-313822
UDIN No:- 22313822AKUNMS8278
Date: May 30, 2022
Place: Kolkata

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A. Statement of Net Worth of HALDER VENTURE LIMITED ("the Company")

1. Net Worth: - The computation of pre-scheme net-worth of the Company has been reproduced below:

Particulars	Pre Scheme Net Worth as on 31st December, 2021
Equity Share Capital	Rs. 3,16,07,000/-
Securities Premium	-
General Reserve	-
Statutory Reserve	-
Retained Earning	(Rs.22,99,075/-)
Capital Reserve	-
Deferred Tax Assets	(Rs. 3,69,773/-)
NET WORTH	Rs.2,89,38,152/-

Notes:

The figures have been arrived on the basis of figures extracted from audited financial statements for the period ended 31st December, 2021 prepared in accordance with Accounting Standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS).

For the purpose of above calculation, following definition of "net worth" as defined in check list of BSE Limited in respect of list of documents to be submitted for obtaining approval under Regulation 37 of the SEBI (Listing Obligation and Disclosure Regulation) 2015, as amended, has been considered:

"Net worth" means the aggregate value of the paid up share capital and all reserves created out of profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation;

For Sen & Ray
Chartered Accountants
FRN-303047E

Binod K. Mahato

Binod Kumar Mahato
Partner
Membership No-313822
UDIN No:- 22313822AKUNMS8278
Date: May 30, 2022
Place: Kolkata



For HALDER VENTURE LIMITED



Abhishek Pal

ABHISHEK PAL
COMPANY SECRETARY
Place: Kolkata
Date: 30-05-2022



To,
 The Board of Directors,
 Halder Venture Limited,
 Diamond Heritage, 16 Strand Road
 10th Floor, Room No- 1012
 Kolkata - 700001.

Independent Auditors' Certificate on Post-Scheme Provisional Net Worth of Halder Venture Limited ("the Company")

1. This certificate is issued in accordance with the request letter dated May 18, 2022 of Halder Venture Limited, having its registered office Diamond Heritage, 16 Strand Road, 10th Floor, Room No- 1012, Kolkata – 700001 and for the purposes of Scheme of Amalgamation of JDM Commercial Private Limited ("JDM" or "Transferor Company No. 1"), P.K. Agri Link Private Limited ("PKALPL" or "Transferor Company No. 2"), P.K. Cereals Private Limited ("PKACPL" or "Transferor Company No. 3"), Reliable Advertising Private Limited ("RAPL" or "Transferor Company No. 4") and Shri Jatadhari Rice Mill Private Limited ("SJRML" or "Transferor Company No. 5") with Halder Venture Limited ("HVL" or "Transferee Company") and their respective Shareholders and Creditors (hereinafter referred to as "the Scheme").

2. A statement containing details of post scheme provisional net worth as at 31.12.2021 duly signed by the authorized signatory of the Company ("the Statement") is annexed, which we have initialed for identification purposes only:

Management's Responsibility

3. The accompanying Statement, including the creation and maintenance of all accounting and other records supporting its contents, is solely the responsibility of the Management of the Company. The Company's Management is responsible for the designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Company's Management is also responsible for ensuring that the Company complies with the requirements of the Stock Exchanges and provide them with all relevant information.

5. The post-scheme net worth of the Company is calculated by the Management after giving effect to the proposed accounting treatment prescribed in the Clause 17 of the Scheme on the assumption that the Scheme would be approved by the National Company Law Tribunal (NCLT).




Auditor's Responsibility

6. It is our responsibility to provide reasonable assurance whether:

- the amount in the Statement that form part of the post-Scheme provisional net worth computation have been extracted from the Audited Financial Statements for the period ended 31st December, 2021 prepared in accordance with Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS) and correctly determined considering the proposed accounting treatment and Share Entitlement Ratio specified in the Scheme and as per Independent Valuer's report; and
- the computation of the post-Scheme provisional net worth is arithmetically correct and is in accordance with the basis of computation set out in the Statement.

7. We have performed the following procedures in respect of the Statement:

- We have been provided by the Company's management with a certified true copy of the Scheme, proposed to be filled by the Company with the National Company Law Tribunal and other regulatory authorities including Securities and Exchange Board of India and Stock Exchanges and we have read the same and noted the impact of the proposed accounting treatment mentioned in Clause 17 of the said Scheme and we have not performed any other procedures in this regard;
- The amounts in the computation of the post-scheme provisional net worth of the Company has been verified after considering the impact of the proposed accounting treatment mentioned in Clause 17 of the Scheme and based on the Share Entitlement Ratio as per the said Scheme and Independent Valuer's Report; and
- We have verified that the computation of post-Scheme provisional net worth is arithmetically correct and is in accordance with the basis of computation set out in the Statement.

8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



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Opinion

10. Based on the information and explanations given to us and our examinations and we are of the opinion that the amounts in the Statement in respect of post-scheme provisional net worth computation have been extracted from Audited Financial Statements for the period ended 31st December, 2021 prepared in accordance with Ind AS and correctly determined considering the proposed accounting treatment and Share Entitlement Ratio specified in the Scheme and as per independent valuer's report. Further, the computation of the post -Scheme provisional net worth as defined in section 2(57) of the Companies Act, 2013 is arithmetically correct and is in accordance with the basis of computation set out in the statement.

Restriction on Use

11. This Certificate is provided at the specific request of the Company in connection with the above Scheme and for the purpose of onward submission to the Stock Exchanges and/or other regulatory authorities including Securities and Exchange Board of India. Our certificate should not to be used for any other purpose or by any person other than the addressees of this report. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Sen & Ray
 Chartered Accountants
 FRN-303047E

Binod kr. Mahato

Binod Kumar Mahato
 Partner

Membership No-313822

UDIN No:- 22313822AKUMUD5732

Date: May 30, 2022

Place: Kolkata



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A. Statement of Post Amalgamation Provisional Net Worth of HALDER VENTURE LIMITED ("the Company"):

1. Net Worth: - The computation of post- Amalgamation provisional net-worth of the Company has been reproduced below:

Particulars	Post Amalgamation provisional Net Worth of Halder Venture Ltd.
Equity Share Capital	Rs. 4,10,43,490/-
Securities Premium	Rs. 45,66,03,230/-
General Reserve	Rs. 47,35,514/-
Statutory Reserve	-
Retained Earning	Rs. 53,30,28,663/-
Capital Reserve	-
Deferred Tax Assets	(Rs. 11,04,283/-)
NET WORTH	Rs.1,03,43,06,614/-

Notes:

The figures have been arrived on the basis of figures extracted from audited financial statements for the period ended 31st December, 2021 prepared in accordance with Accounting Standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS).

For the purpose of above calculation, following definition of "net worth" as defined in check list of BSE Limited in respect of list of documents to be submitted for obtaining approval under Regulation 37 of the SEBI (Listing Obligation and Disclosure Regulation) 2015, as amended, has been considered:

"Net worth" means the aggregate value of the paid up share capital and all reserves created out of profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation;

For Sen & Ray
Chartered Accountants
FRN-303047E

Binod kr. Mahato

Binod Kumar Mahato
Partner
Membership No-313822
UDIN No:- 22313822AKUMUD5732
Date: May 30, 2022
Place: Kolkata



For HALDER VENTURE LIMITED



Abhishek Pal

ABHISHEK PAL
COMPANY SECRETARY
Place: Kolkata
Date: 30.05.2022