

HALDER VENTURE LIMITED

CIN No. : L74210WB1982PLC035117

HALDER

DIAMOND HERITAGE
16, Strand Road, 10th Floor
Unit 1012, Kolkata - 700 001
☎ : +91-33-6607-5556
+91-33-6607-5557
E-MAIL : info@halderventure.in
WEB : www.halderventure.in

Date :-16.08.2022

To
Corporate Relationship Manager
Bombay Stock Exchange Limited
Floor 25, P J Towers,
Dalal Street, Mumbai- 400 001
INDIA
Scrip Code: 539854

Sub:- Submission of Revised Documents pertaining to proposed scheme of arrangement - Reg 37 of SEBI (LODR).2015

Kind Attention: - Mr Prasad Bhide - Manager (Listing Department)
Tanmayi Lele - Assistant manager (Listing Operations)

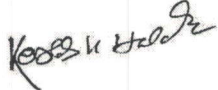
Sir,

Under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed 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, we hereby submit revised documents as per your query sheet for the necessary consideration and approval /observation thereon.

You are requested to revert us for further requirements if any.

Thanking you,

FOR HALDER VENTURE LIMITED



KESHAB KUMAR HALDER
DIRECTOR
DIN: 00574080



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Sl No.	Remarks on the Revised Scheme	REPLY
1	a) On page 19- cross holding of shares held by Halder Ventures of 24300 shares in TC2 (PK Agri) is missing in clause 3B of the scheme. b) On page 20- The capital of the TC5 (Sri Jatadhari) is mentioned as 28,69,957 shares as on 31.05.2022. Whereas, capital mentioned in the cross holding working provided is 25,93,957 shares. Kindly clarify,	Inserted in the Scheme of Amalgamation Earlier it was not updated now the updated sheet has been attached
2	Valuation report calculation of valuation of market approach has been considering the relevant date (31.05.2022), the 90 trading days should be preceding the relevant date. Kindly clarify. The valuation as per 90 trading days should be preceding the relevant date comes to Rs. 485.3877833 as against Rs. 484.5651077 as per valuation report.	Earlier we had taken 18th January,2022 for arriving at 90trading days considering 31st May,2022. Now we have shifted the date from 18th January,2022 to 17th January,2022 and to 30th May,2022 instead of 31st May,2022. In the said process the said value of Rs 485.39 has been arrived
3	Annexure 1 as per the format of the checklist is not found in the valuation report.	Annexuere I has been included in the Valuation Report.(RELEVANT PAGE IS ANNEXED)
4	Shareholding pattern (pre and post, with PAN and without PAN) as per Regulation 31 of SEBI LODR - Kindly provide a readable copy.	Readable copy has been attached
5	Annexure IV- Kindly submit the revised Annexure IV considering the audited financials as on 31.05.2022 having financial summary of standalone and consolidated financials of the listed and unlisted entities involved in the scheme.	Revised Annexure IV considering the audited financials as on 31.05.2022 having financial summary of standalone and consolidated financials of the listed and unlisted entities involved in the scheme has been attached.
6	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of SEBI ICDR Regulations.: kindly clarify the non-applicability of the pricing certificate as unlisted companies are present in the scheme- not found.	kindly refer to the clause no. 10 (b) of Part IV of the Scheme of Amalgamation.(RELEVANT PAGE ATTACHED)
7	Compliance report- kindly submit the latest dated report considering the revised scheme and valuation.	Attached
8	Complaints report- kindly submit the latest dated report considering the revised scheme and valuation.	Attached



9	Capital evolution details- what is the current capital of jatadhari? Is it 2593957 shares? Kindly incorporate the details.	The details have been incorporated .
10	Statutory Auditor's Certificate confirming the compliance of the accounting treatment- Whether there will be any impact here due to the revised scheme?	Please refer to the Statutory Auditor's Certificate attached herewith
11	Annual reports- Document is not readable. Kindly submit the latest audited financials of last 3 Financials years for all unlisted companies involved in the scheme. Kindly submit the same in the folders compressed in zip file.	Attached
12	Kindly provide calculation of SEBI fees.	Attached
13	Brief particulars- kindly rectify post scheme capital of halder and pre scheme capital of jatadhari. Promoters are not mentioned.	Rectification as pointed out has been carried out .
14	No objection certificate (NOC) from lending scheduled commercial banks/ financial institutions/ debenture- trustees: Kindly provide clarity on NOCS from financial institutions and debenture trustees. Kindly confirm whether the revised scheme is circulated to all the lenders.	The revised scheme has been circulated to all the lenders.



Hundred) Equity Shares of Rs.10/- each fully paid-up held by such Equity Shareholder in TRANSFEROR COMPANY NO.5.



- b) For arriving at the Share exchange ratio as outlined above, the Companies have considered the valuation Report submitted by Shri Vikash Goel (Registered Valuer, IBBI, Reg No. IBBI/RV/01/2018/10339)

The Rules for Preferential issue are not applicable where further shares are allotted in pursuance to merger and amalgamation scheme approved by the High Court. Further the equity shares of the Transferee Company are infrequently traded, hence pricing certificate is not applicable in its case.



- c) The new equity shares issued and allotted by the TRANSFEE COMPANY in terms of this Scheme shall be subject to the provisions of the Memorandum and Articles of Association of the TRANSFEE COMPANY and shall *inter-se* rank *paripassu* in all respects with the existing equity shares of the TRANSFEE COMPANY, including in respect of dividend, if any, that may be declared by the TRANSFEE COMPANY on or after the Effective Date.



FRACTIONAL ENTITLEMENTS

- d) To ease all practical difficulties in allotment of shares, fractional shares, if any, resulting in the process of allotment of shares by the Transferee Company to the Shareholders of the Transferor Companies involved in the Scheme of Amalgamation based on the Swap Ratio recommended by the Registered Valuer, such fractional shares shall be rounded off to the immediate next higher integer and the Transferee Company shall accordingly allot shares to those shareholders who become entitled to fractional shares;

