

Annexure - XII

REPORT OF THE MEETING OF COMMITTEE OF INDEPENDENT DIRECTORS OF HALDER VENTURE LIMITED RECOMMENDING THE REVISED 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 AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS AT ITS MEETING HELD ON WEDNESDAY, 20TH DAY OF JULY, 2022 AT DIAMOND HERITAGE, 16 STRAND ROAD, 10TH FLOOR, ROOM NO- 1012, KOLKATA- 700001.

The following Independent Directors were present:

1. Mr. Debasis Saha
2. Mrs. Arpita Das

Background

1.1 A meeting of the Committee of independent Directors of HALDER VENTURE LIMITED ("Company" or "Transferee Company") was held on Wednesday, July 20, 2022 to inter alia consider and recommend the proposed revised draft Scheme of Amalgamation between JDM Commercial Private Limited (Transferor Company No. 1), P. K. Agri Link Private Limited (Transferor Company No. 2), P. K. Cereals Private Limited (Transferor Company No. 3), Reliable Advertising Private Limited (Transferor Company No. 4) and Shri Jatadhari Rice Mill Private Limited (Transferor Company No. 5) (together referred to as the "Transferor Companies") with Halder Venture Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act").

1.2. The Company is a public company incorporated under the provisions of the Companies Act, 1956. The equity shares of the Company are listed on BSE Limited.

1.3. The Transferor Company No.1 is a private company incorporated under the provisions of the Companies Act, 1956 and it is a wholly owned subsidiary of the Transferee Company.

1.4. The Transferor Company No.2 is a private company incorporated under the provisions of the Companies Act, 1956.



1.5. The Transferor Company No.3 is a private company incorporated under the provisions of the Companies Act, 1956.

1.6. The Transferor Company No.4 is a private company incorporated under the provisions of the Companies Act, 1956.

1.7. The Transferor Company No.5 is a private company incorporated under the provisions of the Companies Act, 1956.

1.8. This report of the Committee of Independent Directors is made to comply with the requirements of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") and Clause 2 (i) of Para A of Part 1 of the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 November 2021 ("SEBI Master Circular") and as amended from time to time.

1.9. The following documents, duly initialed by the Mr. Keshab Kumar Halder Managing Director of the Company for the purpose of identification, were placed before and noted by the Committee of Independent Directors:

(a) Draft Scheme;

(b) Revised Share Entitlement Ratio Report dated July 20, 2022 issued by Mr. Vikash Goel (IBBI/RV/01/2018/10339), Registered Valuer ("Share Entitlement Ratio Report"), describing the methodology adopted by them in arriving at the share entitlement ratio;

(c) Revised Fairness Opinion Report dated July 20, 2022 issued by Finshore Management Services Limited (Registration No. INM000012185), an Independent SEBI registered Merchant Banker ("Fairness Opinion"), providing its opinion on the share entitlement ratio specified in the revised Share Entitlement Ratio Report;

(d) Certificate dated May 30, 2022, issued by M/s. Sen & Ray, Chartered Accountants (ICAI Firm Registration No. 303047E), the Statutory Auditors of the Company, confirming the accounting treatment prescribed in the Scheme.



2. Proposed Scheme

2.1. RATIONALE OF THE SCHEME

- a) The amalgamation would bring into existence a single entity with a larger size Capital by consolidating the Companies in the group on account of
 - a. Promoters of the Transferee Company are the Promoters of the Transferor Company NO.2, Transferor Company NO 3 and Transferor Company No 5.
 - b. The Transferor Company NO 4 is an associate of Transferee Company.
 - c. The Transferor Company No 1 is a wholly Owned Subsidiary of Transferee Company.
 - d. The Transferee Company NO 2 is an Associate Company of the Transferor Company No 5.
 - e. The Transferee Company NO 3 is an Associate Company of the Transferor Company No 5.
 - d. The Transferee Company NO 5 is a Associate Company of the Transferor Company No 4.
- b) The business carried on by the Transferee Company and Transferor Companies are almost similar. The Transferee Company is engaged in the manufacturing, processing and selling of Rice and by products produced from Rice under its own brand. The Transferor Companies are also into manufacturing, processing and trading of Rice and by products produced from Rice including trading in paddy. Thus the business carried on by the Transferee Company and Transferor Companies are common and can be easily combined for better utilization and enhancement of capacity.
- c) The Amalgamation of Transferor Company with the Transferee Company will result into enlarged combined assets base and will also provide an opportunity for the merged entity to leverage on such assets;
- d) Greater integration and greater financial strength and flexibility for the Transferee Company, which would result in maximizing overall shareholders value, and will improve the competitive position of the merged entity.
- e) The proposed amalgamation would help in enhancing the scale of operations, reduction in overheads, including administrative, statutory compliances, managerial and other expenditure, operational rationalization, organizational



- efficiency, and optimal utilization of resources by avoiding duplication of efforts;
- f) Taking into consideration the above synergies, the merged entity would result in better profitability and EBITDA margins. Accordingly the stronger financials will provide a better opportunity in terms of better trade credits, financial resources and in negotiations for prices and suppliers credit terms for the merged entity.
- g) The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Companies.

2.2. SYNERGIES OF BUSINESS OF THE COMPANIES INVOLVED IN THE SCHEME

The background and information of the Transferor Companies and the Transferee Company is, inter-alia, as under:

- (a) The Transferor Company No.1 is engaged in trading of Paddy.
- (b) The Transferor Company No.2 is engaged in manufacturing of crude and refined Rice bran oil.
- (c) The TRANSFEROR COMPANY NO.3 is engaged in the processing of rice, manufacture of grain mill products, starches and starch products.
- (d) The TRANSFEROR COMPANY NO.4 is engaged in trading of paddy.
- (e) The TRANSFEROR COMPANY NO.5 is engaged in processing and trading of rice.
- (f) The Transferee Company is engaged in the trading activity (including export) with products being Parboiled Rice, Puffed rice, Rice Bran Oil, De-oil rice bran, Lecithin and Raw cashew nut in shell.

Upon Amalgamation, the benefits and synergies as mentioned in Para 2.1 above shall be derived by the Company.

2.3. IMPACT OF THE SCHEME ON THE COMPANY AND ITS SHAREHOLDERS

- (a) Pursuant to the Scheme, it is proposed to transfer and vest the Undertaking (as defined in the Scheme) from the Transferor Companies into the Transferee Company, on a going concern basis and the Scheme will result in benefits and/or synergies to the Company as listed in paragraph 2.1 and 2.2 of this report;
- (b) Further, in consideration for the transfer and vesting of the Undertaking of the Transferor Companies to the Transferee Company, all the equity shareholders of the Transferor Companies, as on the Record Date (as defined in the Scheme) shall receive equity shares of the Transferee Company; and



(c) After the effectiveness of the Scheme and subject to receipt of regulatory approvals, the equity shares of the Transferee Company issued pursuant to the Scheme, shall be listed on BSE Limited.

2.4. COST BENEFIT ANALYSIS OF THE SCHEME

Although the Scheme would lead to incurring of some costs towards its implementation, it is expected to provide an opportunity to improve the economic scenario for the Companies and their stakeholders on account of benefits and synergies as mentioned earlier. Therefore, the benefits of the Scheme over a longer period would far outweigh such costs for the stakeholders of the Company.

3. **Recommendation of the Committee of Independent Directors:**

The Committee of Independent Directors, after due deliberations and detailed discussions, and inter alia taking into consideration the draft Scheme, Share Entitlement Ratio Report, Fairness Opinion and certificate(s) issued by Statutory Auditors of the Company, have noted the rationale, benefits and the impact of the Scheme on shareholders and other concerned. Based on the foregoing, the Committee of Independent Directors is of the informed opinion that the Scheme is not detrimental to the shareholders of the Company, and hereby recommends the draft Scheme to the Board of Directors of the Company, BSE, SEBI and other appropriate authorities for its consideration and approval.

By Order of the Committee of Independent Directors



Chairman

DIN: 01561230

Date: 20/07/2022.

Place: Kolkata



CINNO:
U62100WB2010PTC146772DIAMOND HERITAGE,
16 STRAND ROAD,
10th FLOOR, UNIT NO. 1012
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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, 10TH FLOOR, ROOM NO - 1012, KOLKATA - 700001 ON 20TH JULY, 2022. MEETING OF THE BOARD COMMENCED AT 5:00 P.M. REQUISITE QUORUM WAS PRESENT.

ITEM NO.2

CONSIDER AND APPROVE THE REVISED 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 revised 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, 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 revised Valuation Report dated July 20, 2022. 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."



"RESOLVED FURTHER THAT the Board do take on record the appointed date for revised Scheme of Amalgamation as on 1st June, 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 and revised Valuation Report dated July 20, 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 48 Equity Shares of HVL for every 100 equity shares of PKAPL fully paid up
P.K. CEREALS	The Fair Share Exchange Ratio of 38 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 21 Equity Shares of HVL for every 100 equity shares of SJRMPL fully paid up

"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



JDM COMMERCIAL PRIVATE LIMITED

CIN No:
U52100WB2010PTC146772

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

(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



RELIABLE ADVERTISING PRIVATE LIMITED

CINNo:
U22130WB1997PTC086067

DIAMOND HERITAGE,
16 STRAND ROAD,
18TH FLOOR, UNIT NO. 1012
KOLKATA - 700001,
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EMAIL: info@halderventure.in
WEB: www.halderventure.in

EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF RELIABLE ADVERTISING PRIVATE LIMITED HELD AT DIAMOND HERITAGE, 16 STRAND ROAD, 10TH FLOOR, ROOM NO - 1012, KOLKATA - 700001 ON 20TH JULY, 2022. MEETING OF THE BOARD COMMENCED AT 5:00 P.M. REQUISITE QUORUM WAS PRESENT.

ITEM NO.2

CONSIDER OF AND APPROVE THE REVISED 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 revised 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 (SJMPL) 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 revised Valuation Report dated July 20, 2022. 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 (SJMPL), 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."



RELIABLE ADVERTISING PRIVATE LIMITED

CIN No:
U22130WB1997PTC088067

DIAMOND HERITAGE,
16 STRAND ROAD,
10th FLOOR, UNIT NO. 1013
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"RESOLVED FURTHER THAT the Board do take on record the appointed date for revised Scheme of Amalgamation as on 1st June, 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 and revised Valuation Report dated July 20, 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 48 Equity Shares of HVL for every 100 equity shares of PKAPL fully paid up
P.K. CEREALS	The Fair Share Exchange Ratio of 38 Equity Shares of HVL for every 100 equity shares of PKCPL fully paid up
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SHRI JATADHARI RICE MILL	The Fair Share Exchange Ratio of 21 Equity Shares of HVL for every 100 equity shares of SJRMPL fully paid up

"RESOLVED FURTHER THAT Smt. Rekha Halder - Director - Director or Shri Prabhat Kumar Haldar- 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 Haldar- 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;



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(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



RELIABLE ADVERTISING PRIVATE LIMITED

CIN No:
U22130WB1997PTC086067

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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

Prabhat Kumar Halder


P. K. CEREALS PRIVATE LIMITED

A GOVT. CERTIFIED



STAR EXPORT HOUSE

HALDER

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VILL. : ISWARPUR
DIST. : BIRBHUM - 731201
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☎ : + 91 8116000200
E-MAIL : sjrm@halderventure.in

EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF P.K. CEREALS PRIVATE LIMITED HELD AT DIAMOND HERITAGE, 16, STRAND ROAD, 10TH FLOOR, ROOM NO. 1012, KOLKATA – 700001, WEST BENGAL ON 20TH JULY, 2022. MEETING OF THE BOARD COMMENCED AT 5:00 P.M. REQUISITE QUORUM WAS PRESENT.

ITEM NO.2

CONSIDER AND APPROVE THE REVISED 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 revised 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, 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 revised Valuation Report dated July 20, 2022. 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



P. K. CEREALS PRIVATE LIMITED

A GOVT. CERTIFIED



STAR EXPORT HOUSE

HALDER

DIAMOND HERITAGE, 16 Strand Road, 10th Floor, Unit 1012, Kolkata - 700 001
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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

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 revised Scheme of Amalgamation as on 1st June, 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 and revised Valuation Report dated July 20, 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 48 Equity Shares of HVL for every 100 equity shares of PKAPL fully paid up
P.K. CEREALS	The Fair Share Exchange Ratio of 38 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 21 Equity Shares of HVL for every 100 equity shares of SJRMPL fully paid up

"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 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;



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- (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;



P. K. CEREALS PRIVATE LIMITED

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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 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.

"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

Keshab Kumar Halder

DIRECTOR

DIN: 00574080



P. K. AGRI LINK PRIVATE LIMITED

HALDER

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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, 10TH FLOOR, ROOM NO 1012, KOLKATA - 700001 ON 20TH JULY, 2022. MEETING OF THE BOARD COMMENCED AT 5:00 P.M. REQUISITE QUORUM WAS PRESENT.

ITEM NO.2

CONSIDER OF AND APPROVE THE REVISED 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 revised 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, 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 revised Valuation Report dated July 20, 2022. 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



P. K. AGRI LINK PRIVATE LIMITED

HALDER

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CIN : U15312WB2008PTC126633

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"RESOLVED FURTHER THAT the Board do take on record the appointed date for revised Scheme of Amalgamation as on 1st June, 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 and revised Valuation Report dated July 20, 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 48 Equity Shares of HVL for every 100 equity shares of PKAPL fully paid up
P.K. CEREALS	The Fair Share Exchange Ratio of 38 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 21 Equity Shares of HVL for every 100 equity shares of SJRMPL fully paid up

"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 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;



P. K. AGRI LINK PRIVATE LIMITED

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- (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;



P. K. AGRI LINK PRIVATE LIMITED

HALDER

A GOVT. CERTIFIED STAR EXPORT HOUSE



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(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.

"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

Keshab Kumar Halder

DIRECTOR

DIN: 00574080





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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, 10TH FLOOR, ROOM NO 1012, KOLKATA - 700001 ON 20TH JULY, 2022. MEETING OF THE BOARD COMMENCED AT 5:00 P.M. REQUISITE QUORUM WAS PRESENT.

ITEM NO.2

CONSIDER OF AND APPROVE THE REVISED 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 revised 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, 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 revised Valuation Report dated July 20, 2022. 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





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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 revised Scheme of Amalgamation as on 1st June, 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 and revised Valuation Report dated July 20, 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 48 Equity Shares of HVL for every 100 equity shares of PKAPL fully paid up
P.K. CEREALS	The Fair Share Exchange Ratio of 38 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 21 Equity Shares of HVL for every 100 equity shares of SJRMPL fully paid up

"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 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:





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- (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;





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CIN : U15312WB2009PTC135394
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P.O. : AHMADPUR
VILL. : ISWARPUR
DIST. : BIRBHUM - 731201
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☎ : +91 8116000200
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(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 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


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, 10TH FLOOR, ROOM NO - 1012, KOLKATA - 700001 ON 20TH JULY, 2022. MEETING OF THE BOARD COMMENCED AT 5.00 P.M. REQUISITE QUORUM WAS PRESENT.

ITEM NO.2

CONSIDER AND APPROVE THE REVISED 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 revised 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, 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 revised Valuation Report dated July 20, 2022 and Fairness Opinion Report dated May 24, 2022 issued by Finshore Management Services Limited and revised Fairness Report dated July 20, 2022, 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 (SIRMPL), 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 revised Scheme of Amalgamation as on 1st June, 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 and revised Valuation Report dated July 20, 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	48:100 (Allotment of 48 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	38:100 (Allotment of 38 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	21:100 (Allotment of 21 fully paid up Equity Shares of Rs. 10/- each for every 100 equity shares of Rs. 10/- each fully paid up held in SIRMPL).

"RESOLVED FURTHER THAT the Fairness Opinion dated May 24, 2022 and revised Fairness Opinion dated July 20, 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 Revised report of Audit Committee dated July 20, 2022 recommending the draft revised Scheme, taking into consideration, inter alia, the valuation report, fairness opinion, as placed before the Board be and is hereby accepted and approved.

"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;
- (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;



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(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



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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


DIRECTOR

DIN: 00574080

