

HALDER VENTURE LIMITED
(Formerly Known as Vineet Engineering & Trading Co. Limited
1, Shakespeare Sarani, Block- 6F, 6th Floor, Kolkata, Pin- 700071
Phone No. – 033-22885556
Website: www.halderventure.in Email Id: info@halderventure.in
CIN: L74210WB1982PLC035117

Notice is hereby given that an Extra Ordinary General Meeting (EGM) of the Shareholders of the Company will be held at registered office of the Company at **1, SHAKESPEAR SARANI, 6TH FLOOR BLOCK-6F, Kolkata-700071** on Monday, February 29, 2016 at 11.30 A.M to transact the following business:

SPECIAL BUSINESS

1. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203 of the Companies Act 2013 read with Schedule V of the said Act (including any amendment, modification, variation or re-enactment thereof), and subject to approval of the Central Government, if any, the approval of the members be and is hereby accorded to the appointment of Mr. Keshab Kumar Halder (Din 00574080) as the Managing Director of the Company for a period of five years effective from 31st March, 2015 to 30th March, 2020 as per terms & conditions including remuneration as set out in the draft agreement to be executed between him and the Company.

RESOLVED FURTHER THAT subject to provision of section 197, 198 & schedule V & other applicable provisions of the companies act, 2013, the managerial remuneration is stated below:

- A. Remuneration payable to any one Managing Director or Whole time Director or Manager shall not exceed 5% of the Net Profit of the Company in respect of any financial year before deducting such managerial remuneration and tax & the Board of Directors be authorized to determine the remuneration and grant such increases from time to time within the limits of Schedule V of the Companies Act 2013.
- B. If more than one Managing Director or Whole time Director or Manager (if any) are appointed, remuneration payable shall not exceed 10% of the Net Profit to all such directors and managers in aggregate.
- C. In the event of inadequacy or absence of profits during the period of the agreement, the managing director shall not be entitled to remuneration subject to the provisions of Schedule V.
- D. The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committees thereof from the date of his appointment however he shall be entitled to reimbursement of expenses in connection with the business of the company."

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Place: Kolkata
Dated: 06.11.2015

By Order of the Board of Directors
Sd/

Prabhat Kumar Haldar
Director & Chief Financial Officer
Din: 02009423

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY SO APPOINTED NEED NOT TO BE MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed there under, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.

1. The Member /Proxies should bring the Attendance Slip Sent herewith duly filled for attending the Meeting.
2. An Explanatory Statement as required under section 102 of the Companies Act 2013 in respect of the business specified above is annexed hereto.
3. All the relevant documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 11.00 A.M – 1.00 P.M up to the date of Extra-Ordinary General Meeting.
4. Electronic copy of the notice of the Extra-Ordinary General Meeting (EGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip will be send to the members whose email-id is registered with the Company/ Depository Participant for communication

purposes. However, the members who have not registered their email address shall be furnished with physical copy of the same in the permitted mode.

5. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip and DP ID for easy identification of attendance at the meeting.
6. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
7. Corporate shareholders intending to send their authorized representatives are requested to serve a duly certified copy of the Boards Resolution authorizing their representatives to attend and vote at the EGM.
8. Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz., Maheshwari Datamatics Pvt Ltd, 6 Mangoe Lane, Kolkata-700001, Email id- mdpldc@yahoo.com

9. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice. The Company has availed e-voting services as provided by National Securities Depository Limited (NSDL).

The Company has appointed Mrs. Rekha Agarwal, Practicing Company Secretary, as Scrutinizer for conducting the e-voting process in a fair and transparent manner. The instructions of e-voting are detailed hereunder:

- A. Members whose Shareholding is in dematerialized form and whose email addresses are registered with the Company/Depository Participant(s) will receive an e-mail from NSDL informing the User-ID and Password.
 - i. Open e-mail and open PDF file viz. Halder Venture Ltd Notice with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing following URL: <https://www.evoting.nsdl.com>
 - iii. Click on “Shareholder Login”.
 - iv. Put User ID and Password as initial password noted in step (i) above and Click Login.
 - v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. We strongly

recommend that you should not share your new password with any other persons and take utmost care to keep your password confidential.

- vi. Home page of “e-voting” opens. Click on – Voting – Active Voting Cycles.
 - vii. Select “EVEN” (E -Voting Event Number) of Halder Venture Ltd.
 - viii. Now you are ready for e-voting as “Cast Vote” page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer on or before 28th February, 2016 (5.00 p.m) on e-mail id: **acsrekha@gmail.com** with a copy marked to e-voting@nsdl.com
 - xiii. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice, the following instructions may be noted:
 - i. Initial password is provided at the bottom of the Attendance Slip for the EGM.
 - ii. Please follow all steps from SI. No. (ii) to SI. No. (xii) above, to cast vote.
- B. The e-voting period commences on Friday, 26th February, 2016 (9.00 a.m.) and ends on Sunday, 28th February, 2016 (5.00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd February, 2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- C. The voting rights of Members through electronic means shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the cut-off date of 22nd February, 2016.
- D. The notice of Extra Ordinary General Meeting will be send to the members, whose names appears in the register of members / depositories as at closing hours of business, on 22nd January, 2016
- E. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folio/demat accounts.
- F. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the

employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- G. The Results shall be declared on or after the EGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.halderventure.in and on the website of NSDL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the Stock Exchanges.
- H. Poll will also be conducted at the Extra Ordinary General Meeting and members who have not cast his/her vote through e-voting facility may attend the Extra Ordinary General Meeting and cast his/her vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Mr. Keshab Kumar Halder has vast experience and knowledge in the field of export and import of agro products which has played an instrumental role in the exponential growth and success of the Company. He has been associated with the family business of rice milling. He is a Promoter of the Company.

He brings with himself very well rounded capabilities in the area of "Operations" by virtue of his exposure to sourcing Agro commodities, Packing Material, Supply Chain and Factory management.

Subject to the approval of the members at the Extra Ordinary General Meeting to be held on 29th February, 2016 the Board of Directors of the Company ("Board") at its meeting appointed Mr. Keshab Kumar Halder as Managing Director of the Company for a period of 5 years from 31st March, 2015 on the terms of remuneration as set out in the Agreement entered into between him and the Company.

Mr. Keshab Kumar Halder shall carry out such duties and exercise such powers as may be entrusted to him from time to time by the Board.

Other than Mr. Keshab Kumar Halder, no Director of the Company is concerned or interested in the Resolution.

Your Directors recommend the resolution for your approval.

Place: Kolkata
Dated: 06.11.2015

By Order of the Board of Directors
Sd/

Prabhat Kumar Halder
Director & Chief Financial Officer
Din: 02009423

HALDER VENTURE LIMITED
(Formerly Known as Vineet Engineering & Trading Co. Limited)
1, Shakespeare Sarani, Block- 6F, 6th Floor, Kolkata, Pin- 700071
Phone No – 033-22885556
Website: www.halderventure.in Email Id: info@halderventure.in
CIN: L74210WB1982PLC035117

ATTENDANCE SLIP

Name and Address of Shareholder-

Folio No./ DP ID No & Client ID No:-

I certify that I am a Shareholder / Proxy for the Shareholder holding _____ shares.

Please ✓ in the box

☐

Member

☐

Proxy

Name of the Proxy in Block Letters

Signature of Member / Proxy attending

NOTES:

- i) Member / Proxy attending the Extra Ordinary General Meeting (EGM) must bring his / her Admission Slip to the EGM which should be signed and deposited at the entrance of the Meeting Hall.
- ii) Duplicate Admission Slip will not be issued at the venue.

VOTING BY ELECTRONIC MEANS

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions proposed at the EGM will be transacted through remote e-voting.

Your remote e-voting user ID and password are provided below:

Electronic Voting Event Number (EVEN)	User ID	Password
103761		

(Please read carefully the instructions given at the Notice of the Extra Ordinary General Meeting before voting electronically)

The e-Voting facility will be available during the following voting period:

Commencement of e-voting: 26/02/2016, Friday at 9.00 A.M

End of e-voting: 28/02/2016, Sunday at 5.00 P.M

HALDER VENTURE LIMITED
(Formerly Known as Vineet Engineering & Trading Co. Limited)
1, Shakespeare Sarani, Block- 6F, 6th Floor, Kolkata, Pin- 700071
Phone No. – 033-22885556
Website: www.halderventure.in Email Id: info@halderventure.in
CIN: L74210WB1982PLC035117

PROXY FORM
MGT-11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the shareholder:

Registered address:

E-mail ID:

Folio No. / Client ID:

DP ID:

I / we, being the shareholder(s) of shares of the above named company, hereby appoint

Name _____	Address _____
Email Id _____	Signature _____ or failing him
Name _____	Address _____
Email Id _____	Signature _____ or failing him
Name _____	Address _____
Email Id _____	Signature _____

as my / our proxy to attend and vote for me / us and on my / our behalf, if not already voted by me / us through remote e-voting, at the Extra Ordinary General Meeting (EGM) of the Company to be held on Monday the 29th day of February, 2016 at 11.30 a.m. at the registered office of the Company and at any adjournment thereof in respect of the resolutions indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
1.	Appointment of Mr. Keshav Kumar Halder as Managing Director of the Company		

Signed thisday of2016

Member's Folio /DP ID & Client ID No.....

Signature of Shareholder(s).....

Signature of Proxy holder (s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.