

HALDER VENTURE LIMITED

ANNUAL REPORT

2016-2017

Regd. Office:

Diamond Heritage, 16, Strand Road,
10TH Floor, Room No-1012,
KOLKATA- 700001

CONTENTS

| | Page No |
|--|---------|
| ✓ Notice | 1-10 |
| ✓ Directors' Report | 11-17 |
| ✓ Annexure to Directors' Report | 18-31 |
| ✓ Management Discussion and Analysis | 32-32 |
| ✓ MD & CFO Certification | 33-33 |
| ✓ Auditors' Report on Corporate Governance | 34-34 |
| ✓ Corporate Governance Report | 35-47 |
| ✓ Standalone Financial Statements | |
| ✓ Independent Auditors' Report | 48-56 |
| ✓ Balance Sheet | 57-57 |
| ✓ Statement of Profit and Loss | 58-58 |
| ✓ Cash Flow Statement | 59-59 |
| ✓ Notes Forming Part of the Standalone Financial Statements | 60-68 |
| ✓ Consolidated Financial Statements | |
| ✓ Independent Auditors' Report | 69-74 |
| ✓ Consolidated Balance Sheet | 75-75 |
| ✓ Consolidated Statement of Profit and Loss | 76-76 |
| ✓ Consolidated Cash Flow Statement | 77-77 |
| ✓ Consolidated Notes Forming Part of the Standalone Financial Statements | 78-86 |

HALDER VENTURE LIMITED

Regd. Office: Diamond Heritage, 16, Strand Road, 10TH Floor
Room No-1012, KOLKATA- 700001, Ph: 033 6607-5556/5557
Email id: info@halderventure.in, Website: www.halderventure.in
CIN: L74210WB1982PLC035117

NOTICE

Notice is hereby given that 35th Annual General Meeting of the members of Halder Venture Limited will be held on Saturday, 23RD September, 2017 at 11.30 A.M. at the registered office of the Company at Diamond Heritage, 16, Strand Road, 10th Floor, Room No-1012, Kolkata - 700001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt -
 - a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Directors and Auditors thereon and
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.
2. To re-appoint the director Mr. Prabhat Halder who retires by rotation and being eligible to offer himself for re- appointment.
3. To appoint auditors of the Company and to fix their remuneration and to pass, with or without modification(s) the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendation of audit committee of the Board, the Company hereby ratifies the appointment of M/s Sen & Ray Chartered Accountant as Auditors of the company to hold Office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2021 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

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

“**RESOLVED THAT** Mr. Pronoy Bhattacharya (DIN NO 06700764) who was appointed as an additional director by the board of directors of the Company w-e-f 20.12.2016 pursuant to the provisions of sections 149 & 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and who holds office

upto the date of this AGM in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of director be and is hereby appointed as an Independent director on the Board of Directors of the Company to hold office upto 5 consecutive years upto 19th December, 2021 not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized file relevant e-forms with the ROC and to execute all such papers, deeds and things, as may be required in connection to the above all resolutions.”

Place: Kolkata
Date: 11th August, 2017

By Order of the Board
For Halder Venture Limited

Sd/-
Keshab Kumar Halder
Managing Director
DIN: 00574080

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. Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., Maheshwari Datamatics Pvt Ltd at 23, R.N Mukherjee Road, 5th Floor,, Kolkata – 700001

- a. Email Id
 - b. PAN No
 - c. Unique Identification No.
 - d. Mother's Name
 - e. Occupation
 - f. In case of a minor (Guardian's Name and date of birth of the Member)
 - g. CIN (In case the member is a body corporate)
4. All the registers and 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 Annual General Meeting.
 5. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
 6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
 7. Distribution of Gifts: In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.
 8. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.
 9. Electronic copy of the notice of the 35th Annual General Meeting (AGM) 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.
 10. 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.

11. 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.
12. 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 AGM.
13. Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz Maheshwari Datamatics Private Limited at 23, R. N Mukherjee Road, 5th floor, Kolkata-700001, E-Mail: mdpldc@yahoo.com
14. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed from September 17th, 2017 to September 23rd, 2017 (both days inclusive).
15. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting. If a member casts votes by both the modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
16. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 4th August, 2017.
17. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM, remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 20th September, 2017 (9:00 am) and ends on 22nd September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- i) Open email and open PDF file viz. **HALDER VENTURE LTD** remote e- voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the 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. 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 new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii) Select “EVEN” (E -Voting Event Number) of HALDER VENTURE LTD
 - viii) Now you are ready for remote 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer on or before 22nd September, 2017 through e-mail to rinkujain20@gmail.com with a copy marked to evoting@nsdl.co.in.

B. 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 and Annual Report, the following steps may be noted:

i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number) **USER ID** **PASSWORD**

ii) Please follow all steps from Sr. No. (i) to Sr. No. (x) of (A) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mrs. Rinku Jain, Practicing Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting through ballot paper at the AGM in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of **Ballot Paper** for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated **scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or** a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.halderventure.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.
- XVII. The Results shall also be simultaneously forwarded to the Stock Exchanges.

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

The following explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

ITEM NO:4

Mr. Pronoy Bhattacharya (DIN NO 06700764) was appointed as an additional director by the board of directors of the Company w-e-f 20.12.2016. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Pronoy Bhattacharya will hold office upto the date of ensuing AGM.

The Company has received from Mr. Pronoy Bhattacharya (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Pronoy Bhattacharya as an Independent Director of the Company upto 19th December, 2021 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

The Directors recommend the approval of the ordinary resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. Pronoy Bhattacharya is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Place: Kolkata

Date: 11th August, 2017

**By Order of the Board
For Halder Venture Limited**

Sd/-

**Keshab Kumar Halder
Managing Director
DIN: 00574080**

Details of Directors Proposed to be appointed /re-appointed at the Annual General Meeting

| | |
|--|---|
| Name of Director | Prabhat Kumar Halder |
| Qualification | He is a graduate and having experience of over 5 years in the field of finance, Administration and Management |
| Date of Appointment on the Board | 27/09/2013 |
| Directorships held in other public companies (excluding foreign companies and Section 8 companies) | NIL |
| Chairman/Member of the committee(s) of the Board of Directors of the Company | Stakeholder Relationship Committee-Member Nomination and Remuneration Committee-Member |
| Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.) | NIL |
| Shareholding in the company | 150,400 Equity shares (4.76 %) |

| | |
|--|---|
| Name of Director | Pronoy Bhattacharya |
| Age | 25 years |
| Qualification | He has done M.A in Economics |
| Date of Appointment on the Board | 20/12/2016 |
| Directorships held in other public companies (excluding foreign companies and Section 8 companies) | NIL |
| Chairman/Member of the committee(s) of the Board of Directors of the Company | Audit Committee-Member Stakeholder Relationship Committee-Chairman Nomination and Remuneration Committee-Chairman |
| Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.) | NIL |
| Shareholding in the company | NIL |