



# Hem Securities Ltd.

Building Your Wealth Through Values

Member: BSE, MSEI, CDSL-DP  
Category 1 Merchant Banker  
Sebi Regd. No. : IN DP CDSL-83-2000  
Sebi Regd. No. : BSE/MSEI-INZ000168034, M.B.-INM000010981  
CIN: U67120RJ1995PLC010390

[www.hemsecurities.com](http://www.hemsecurities.com)

Date: January 14, 2019

## BSE Limited

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Ref: Public Offer to acquire upto 15,79,086 fully paid-up equity shares of Rs. 10/- each at an Offer Price of Rs. 10.50 per fully paid up equity share of Rs 10/- each payable of Halder Venture Limited

### Sub: Submission of Pre Open Advertisement of Halder Venture Limited

Dear Sir,

In relation to the captioned offer, we, Hem Securities Limited, Manager to the proposed Open Offer, herewith enclosed copies of Pre Open Advertisement, which appeared on Monday, January 14, 2019 in *Business Standard (English-All editions)*, *Business Standard (Hindi - All editions)*, *Mumbai Mitra (Mumbai - Marathi Edition)* and *Ek Din (Kolkata - Bengali Edition)* in compliance to Regulation 18(7) of Securities and Exchange Board Of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Please take it on your record.

Thanking You,

Yours faithfully,

For Hem Securities Limited

Adarsh Chawla  
(Assistant General Manager)



Encl: a/a

PRE-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(7) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

# HALDER VENTURE LIMITED

Registered Office: 10th Floor, Room No. 1012 Diamond Heritage, 16 Strand Road, Kolkata – 700 001, West Bengal  
Tel: 033-6607 5556/6607 5557 | E-mail: info@halderventure.in | Website: www.halderventure.in  
CIN: L74210WB1982PLC035117

This Advertisement ("Pre-Offer Advertisement") is being issued by Hem Securities Limited (the "Manager to the offer"), on behalf of Mr. Prabhat Kumar Halder ("Acquirer 1"), Mr. Keshab Kumar Halder ("Acquirer 2"), Mrs. Poulomi Halder ("Acquirer 3"), Mrs. Rekha Halder ("Acquirer 4"), Mr. Koustuv Halder ("Acquirer 5"), collectively referred to as the Acquirers along with Ms. Shrestha Halder ("PAC") in her capacity as Person Acting in Concert with the Acquirers pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("SEBI (SAST) Regulations") in respect of the Open Offer (the "Offer") to acquire up to 15,79,086 equity shares of ₹ 10 each from equity shareholders of Halder Venture Limited ("HVL" or "the Target Company" or "TC") representing 49.96 % of the fully paid equity shares capital of the Target Company as of the 10th working day from the closure of the tendering period.

The Detailed Public Statement (the "DPS") with respect to the Offer was made on October 30, 2018 in i) Business Standard (English) (all editions), ii) Business Standard (Hindi) (all editions) iii) Ek Din (Bengali-Kolkata Edition) and iv) Mumbai Mitra (Marathi-Mumbai edition). This Pre-Offer Advertisement is being issued in all the newspapers in which the DPS was published. Capitalized terms used but not defined in this Pre-Offer Advertisement shall have the meanings assigned to such terms in the PA ("Public Announcement"), Corrigendum to the PA, the DPS, Corrigendum to the DPS, Draft Letter of Offer (DLOF) and the Letter of Offer (LOF).

- Offer Price:** The Offer Price of ₹ 10.50 (Rupees Ten and Paise Fifty Only/-) per equity share of ₹ 10 each is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011.
- Recommendations of the Committee of Independent Directors:** A Committee of Independent Directors of the Target Company (the "IDCL") published its recommendation on the Offer on January 11, 2019 in i) Business Standard (English) (all editions), ii) Business Standard (Hindi) (all editions) iii) Ek Din (Bengali-Kolkata Edition) and iv) Mumbai Mitra (Marathi-Mumbai edition). The IDCL is of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable and is in line with SEBI (SAST) Regulations, 2011.
- This Offer is not a competing offer in terms of Regulation 20 of the SEBI Takeover Regulations. There has been no competitive bid to the Offer.
- The dispatch of Letter of Offer was completed by January 08, 2019, to all the Eligible Shareholders of HVL, whose names appear in its Register of Members as on the Identified Date.
- Please note that a copy of the Letter of Offer (including Form of Acceptance-cum-Acknowledgement) is also available on SEBI's website (<http://www.sebi.gov.in/>) and Eligible Shareholders can also apply by downloading such form from SEBI's website. Further, in case of non-receipt/non-availability of the Form of Acceptance-cum-Acknowledgement, the application can be made on plain paper along with the following details:
  - In case of Equity Shares held in physical form:** Shareholders holding Equity Shares in physical form may participate in the Offer by approaching their broker and providing the following details: Name(s) and address(es) of sole/joint holder(s) (if any), number of Equity Shares held, number of Equity Shares tendered, distinctive numbers, folio number, self-attested PAN card copy, self-attested copy of address proof consisting of any one of the following documents: Aadhar card, Voter Identity card, Passport or Driving license, Original Share Certificate(s), Original broker contract note of a registered broker (in case of unregistered shareholders) and valid share transfer form(s) duly filled and signed by the transferors. The details of the Acquirer should be kept blank.
  - In case of Equity Shares held in dematerialised form:** Shareholders holding Equity Shares in dematerialised form may participate in the Offer by approaching their broker indicating the details of Equity Shares they intend to tender in the Offer. The resident Shareholders (other than the non-resident Shareholders) holding Equity Shares in dematerialised form are not required to fill any Form of Acceptance-cum-Acknowledgement. The non-resident Shareholders may participate in the Offer by providing their application in plain paper in writing signed by all Shareholders, stating names of all shareholders, address, client ID number, DP name, DP ID number, number of Equity Shares tendered, investment status (i.e. FDI route or PIS route) and enclosing documents such as statutory approval(s), if any.
- In terms of regulations 16 (1) of the SEBI (SAST) Regulations, the Draft Letter of Offer was submitted to SEBI on Friday, November 02, 2018 and all the observations suggested by SEBI vide their letter no. SEBI/HQ/CFD/DCR1/DW/P/35658/1 dated December 28, 2018 have been duly incorporated in the LOF.
- There have been no material changes in relation to the Offer since the date of the PA, save as otherwise disclosed in the corrigendum to the PA, DPS, corrigendum to the DPS and the LOF.
- As on the date of this Advertisement, there are no statutory approvals required to implement the Open Offer and for the Acquisition of Equity shares to be tendered under the Open Offer. If any statutory approvals are required or become applicable prior to the completion of the Open Offer, the Open Offer would also be subject to the receipt of such statutory approvals.

## 9. Revised Schedule of Activities:

Nature of Activity	Original Schedule (Day and Date)	Revised Schedule (Day and Date)
Date of Public Announcement	Wednesday, October 24, 2018	Wednesday, October 24, 2018
Date of publication of the DPS	Tuesday, October 30, 2018	Tuesday, October 30, 2018
Last date of filing Draft Letter of Offer with SEBI	Tuesday, November 06, 2018	Tuesday, November 06, 2018
Last date for a competing offer	Monday, November 26, 2018	Monday, November 26, 2018
Identified Date*	Monday, December 03, 2018	Tuesday, January 01, 2019
Date by which Final Letter of offer will be dispatched to the Shareholders	Monday, December 10, 2018	Tuesday, January 08, 2019
Last date for upward revision of Offer Price and/or Offer Size	Friday, December 14, 2018	Monday, January 14, 2019
Last date by which Board of the Target Company shall give its recommendation	Thursday, December 13, 2018	Friday, January 11, 2019
Offer Opening Public Announcement	Friday, December 14, 2018	Monday, January 14, 2019
Date of Commencement of Tendering Period (Offer Opening Date)	Monday, December 17, 2018	Tuesday, January 15, 2019
Date of Closing of Tendering Period (Offer Closing Date)	Monday, December 31, 2018	Monday, January 28, 2019
Date by which all requirements including payment of consideration would be completed	Monday, January 14, 2019	Monday, February 11, 2019
Last date for issue of post-offer advertisement	Monday, January 21, 2019	Monday, February 18, 2019

\*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer shall be sent.

- The Acquirers and PAC jointly and severally accept full responsibility for the information contained in this Advertisement and also for the obligation of the Acquirers and PAC as prescribed under SEBI (SAST) Regulations.
- A copy of this Pre-Offer Advertisement is expected to be available on the SEBI website at <http://www.sebi.gov.in>
- The Open Offer will be implemented by the Acquirers and PAC through stock exchange mechanism made available by BSE in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations, 2011 and SEBI circulars CIR/CFD/POLICY/CELL/1/2015, dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and BSE notice no. 20170202-34 dated February 2, 2017 and notice no. 20170210-16 and 20170210-23 dated February 10, 2017.

## ISSUED BY THE MANAGER TO THE OFFER

**HEM SECURITIES LIMITED**  
SEBI Registration No. INM000010981 | CIN: U67120RJ1995PLC010390  
904, A wing, 9th Floor, Naman Midtown, Senapati Bapat Marg,  
Elphinstone Road, Lower Parel, Mumbai - 400 013  
Tel: +91-22-49060000 | Fax No.: +91-22-22620061  
Email: [ib@hemsecurities.com](mailto:ib@hemsecurities.com) | Website: [www.hemsecurities.com](http://www.hemsecurities.com)  
Contact Person: Mr. Anil Bhargava

For and on behalf of the Acquirers and the PAC  
Sd/-

Place: Kolkata  
Date: January 14, 2019

Mr. Prabhat Kumar Halder, Mr. Keshab Kumar Halder, Mrs. Poulomi Halder,  
Mrs. Rekha Halder, Mr. Koustuv Halder, Ms. Shrestha Halder