



NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (Sr. No. EGM/02/2022-2023) of the Shareholders of **KEVENTER AGRO LIMITED** will be held on Tuesday, **19th Day of July, 2022 at 9:30 A.M.** via Video Conferencing (VC) or Other Audio Visual Means (OAVM) at shorter notice, to transact the following business:

SPECIAL BUSINESS:

1. To approve providing security in connection with loan to Edward Keventer Private Limited.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant Section 185 and Section 186 of the Companies Act, 2013 and other applicable rules under the Companies Act, 2013 including statutory modification(s), amendment(s) or re-enactment thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time, and in accordance with the terms and conditions of the memorandum and articles of association of the Company, the consent of the members be and is hereby given to the Company to accept the Sanction Letter bearing No. AFL/CO/2021-22/December/682 dated December 10, 2021 ("**Sanction Letter**") issued by Axis Finance Limited ("**Lender**") for granting credit facilities upto an amount of Rs. INR 8.18 Crores (Rupees Eight Crores and Eighteen Lacs Only) ("**GECL Facility**") to Edward Keventer Private Limited and to provide the following security and/or contractual comfort, in favour of Lender to secure the GECL Facility.

-Second ranking charge on property at A-6, Hasting Park Road, PO & PS Alipore, Kolkata on the land admeasuring 11 Cottas 10 Chittacks and 10 sq.ft. of the project 'The Crosswinds' ("Property"), which has already been provided as security for securing the existing facility availed by the Borrower from the Lender amount aggregating to INR 90.00 Crores (Rupees Ninety Crores only) sanctioned vide sanction letter ref. no. AFL/CO/2019-20/Feb/4779 dated February 21, 2019 (as amended from time to time) which shall rank pari passu with the existing GECL facility availed by the Company from the Lender amount aggregating to INR 16.37 Crores (Rupees Sixteen Crores and Thirty-seven Lakhs Only) sanctioned vide sanction letter ref. no. AFL/CO/2020-21/December/2638-Cr dated December 7, 2020 and addendum sanction letter ref. no. AFL/CO/2020-21/Dec/2696 dated December 17, 2020 (as amended from time to time) ("**Existing GECL Facility**"). The Property was sold by the Company to the aforesaid Borrower earlier but has not yet been conveyed in favour of the Borrower. Therefore the Company is the registered owner of the Company.

"RESOLVED FURTHER THAT the drafts of the Indenture of Mortgage/mortgage deed(s)/deeds of hypothecation required to be executed by the Company in connection with the Loan(s) ("Security Documents") in its capacity of security provider (copy whereof has been placed on the table at the meeting and initialed by the Chairman) be and is hereby approved and accepted and that the Company shall have no obligation or liability in connection with the repayment or servicing or any other terms of the said Loan(s), save and

Keventer Agro Limited

Registered Office: 34/1 D.H. Road, Kolkata - 700027, West Bengal, India. **Ph:** +91 33 35036200/6201

Website: www.keventer.com | **CIN Number:** U15419WB1986PLC040729 | **E-mail:** keventerho@keventer.com





except the obligation of the Company, being the security provider in relation to the Property, for securing the due repayment of the said Loan(s), until such time the title of the said Property is conveyed to the Borrower by the Company or the Loans are fully repaid to the satisfaction of the Lender, whichever is earlier."

"RESOLVED FURTHER THAT Mr. Sanjay Gupta, Chief Financial Officer, Mr. Sashank Shah, Mr. Radhe Shyam Khetan, Mr. Vivek Khemka and Mr. Binod Kumar Khandelwal, Authorised Signatories of the Company be and are hereby severally authorised to execute on behalf of the Company the above Security Documents."

"RESOLVED FURTHER THAT Mr. Sanjay Gupta, Chief Financial Officer, Mr. Sashank Shah, Mr. Radhe Shyam Khetan and Mr. Binod Kumar Khandelwal, Authorised Signatories of the Company be and are hereby severally authorized to file, admit execute, present for registration and/or deliver all documents/forms as may be required in connection with the creation of the security pertaining to the Property in favour of the Lender(s)."

"RESOLVED FURTHER THAT the common seal of the Company may be affixed, if required, on any of the Security Documents in this regard, in presence of any one of the Director of the Company and countersigned by Mr. Sanjay Gupta, Chief Financial Officer or Ms. Swagatam Khandelwal, Company Secretary."

"RESOLVED FURTHER THAT a certified true copy of this Resolution be furnished to Lender and/or such persons/entities as may be deemed fit by Lender."

**Regd. Office:
34/1, D. H. Road
Kolkata -700027**

Dated: 16th July, 2022

**By Order of the Board of Directors
Keventer Agro Limited**

Swagatam Khandelwal

**Swagatam Khandelwal
Company Secretary
Membership No. A25602**



Keventer Agro Limited

Registered Office: 34/1 D.H. Road, Kolkata - 700027, West Bengal, India. **Ph:** +91 33 35036200/6201

Website: www.keventer.com | **CIN Number:** U15419WB1986PLC040729 | **E-mail:** keventerho@keventer.com



NOTES:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated 8th December, 2021 has extended the time for holding Extra Ordinary General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members at a common venue till 30th September, 2022. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the EGM of the Company is being held through VC / OAVM on Tuesday, **19th Day of July, 2022 at 9:30 A.M.** The deemed venue for the EGM will be the Registered Office at 34/1, D. H. Road, Kolkata 700027.

IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
4. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
5. The Company shall provide the required link to attend the EGM of the Company at their registered email address / at the email address of the authorized representative, as the case may be, before the meeting, which would facilitate the Members/Authorized Representative, as the case may be, to attend the EGM via VC or OAVM. In case, any Members/Authorized Representative, as the case may be, need any assistance with using the technology, can contact the Company at following email id: swagatamkhandelwal@keventer.com or call during the business hours at +91 3371056200.
6. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
7. Members are requested to notify immediately any change of address to the Company at its registered office in respect of their share, if any quoting their folio number.
8. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the EGM, members are requested to convey their vote by e-mail.
9. The requisite document(s) as may be required under Companies Act, 2013 and rules made thereunder are available for inspection by the Shareholders in electronic mode upon request.
10. Notice of the EGM along Explanatory Statement is being sent by electronic mode to all the Members at their email addresses as registered with the Company.
11. Members are requested to provide their consent beforehand for calling the Extra Ordinary General Meeting of the Company at a shorter notice pursuant to Proviso of Clause(ii)(a) of Section 101(1) of the Companies Act, 2013. The form of consent letter forms part of the Notice.

Keventer Agro Limited

Registered Office: 34/1 D.H. Road, Kolkata - 700027, West Bengal, India. Ph: +91 33 35036200/6201

Website: www.keventer.com | CIN Number: U15419WB1986PLC040729 | E-mail: keventerho@keventer.com





STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1

As per Section 185(2) of the Companies Act, 2013 a Company may advance loan including any loan represented by book debt, or give any guarantee, or provide any security in connection with any loan to any Company in whom any of the Director of the Company is interested, subject to the condition that:

- a) A Special Resolution is passed in General Meeting
- b) The loans are utilized by borrowing company for its principal business activities.

The members of the Company are being informed that the Company proposes to grant following security in connection with the financial assistance of an amount aggregating to INR 8.18 Crores (Rupees Eight Crores and Eighteen Lakhs only) ("GECL Facility") to M/s. Edward Keventer Private Limited from Axis Finance Limited to Edward Keventer Private Limited, for the purpose of utilization towards its principal business activities.

In this respect the Company is requested to provide following security:

Second ranking charge on the property located at A-6, Hasting Park Road, PO & PS Alipore, Kolkata on the land admeasuring 11 Cottas 10 Chittacks and 10 sq.ft. of the project 'The Crosswinds', which has already been provided as security for securing the existing facility availed by the Borrower from the Lender amount aggregating to INR 90.00 Crores (Rupees Ninety Crores only) sanctioned vide sanction letter ref. no. AFL/CO/2019-20/Feb/4779 dated February 21, 2019 (as amended from time to time) which shall rank *pari passu* with the existing GECL facility availed by the Company from the Lender amount aggregating to INR 16.37 Crores (Rupees Sixteen Crores and Thirty-seven Lakhs Only) sanctioned vide sanction letter ref. no. AFL/CO/2020-21/December/2638-Cr dated December 7, 2020 and addendum sanction letter ref. no. AFL/CO/2020-21/Dec/2696 dated December 17, 2020 (as amended from time to time).

The Property was sold by the Company to the aforesaid Borrower earlier but has not yet been conveyed in favour of the Borrower. Therefore the Company is the registered owner of the Company. Hence the Company is required to execute Mortgage Deed / Deed of Hypothecation in favor of the said Lender.

Mr. Mayank Jalan holds 100% equity shares in Keventer Global Pvt Ltd and Keventer Global Pvt Ltd holds 83.69% equity shares of Edward Keventer Private Limited. By virtue of this, Mr. Mayank Jalan who is a Managing Director and shareholder of the Company is holding indirectly more than 25% voting rights in Edward Keventer Private Limited. Therefore the Company is proposing to provide security in connection with loan to a Company in whom one of the director of the Company is interested, thereby falling under the purview of Section 185(2) of the Companies Act, 2013.

Hence, the Board recommends a Special Resolution to be passed for approval of members under item No. 1 of the notice.



Keventer Agro Limited

Registered Office: 34/1 D.H. Road, Kolkata - 700027, West Bengal, India. **Ph:** +91 33 35036200/6201

Website: www.keventer.com | **CIN Number:** U15419WB1986PLC040729 | **E-mail:** keventerho@keventer.com



All the relevant documents can be inspected during the office hours of the Company on working days at the Registered Office of the Company at 34/1 D.H. Road, Kolkata -700027.

Except Mr. Mayank Jalan, Managing Director and Mrs. Parvana Mayank Jalan, Director of the Company, none of the Directors are concerned or interested financially or otherwise in respect of passing of the above resolution.

Regd. Office:
34/1, D. H. Road
Kolkata -700027

Dated: 16th July, 2022



By Order of the Board of Directors
Keventer Agro Limited

Swagatam Khandelwal

Swagatam Khandelwal
Company Secretary
Membership No. A25602

Keventer Agro Limited

Registered Office: 34/1 D.H. Road, Kolkata - 700027, West Bengal, India. **Ph:** +91 33 35036200/6201

Website: www.keventer.com | **CIN Number:** U15419WB1986PLC040729 | **E-mail:** keventerho@keventer.com

THE COMPANIES ACT, 2013

Consent by Shareholder for shorter notice
[Pursuant to Section 101(1)]

To,
The Board of Directors
Keventer Agro Limited
34/1, D.H. Road,
Kolkata-700027,

Subject: Consent to hold Extraordinary General Meeting at Shorter Notice

I, _____, S/o _____, residing at _____, holding _____ equity shares of Rs. 10/- each in the Company in our own name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extra Ordinary General Meeting of the Company on _____ at shorter notice.



Signature

(Name :)

Date: