



## **NOTICE**

**NOTICE** is hereby given that the Extra Ordinary General Meeting (Sr. No. EGM/02/2023-2024) of the Shareholders of **KEVENTER AGRO LIMITED** will be held on Thursday, **23<sup>rd</sup> Day of November, 2023** at 11:00 A.M. at the registered office of the company at 34/1, D.H. Road, Kolkata – 700027 at shorter notice, to transact the following business:

### **SPECIAL BUSINESS:**

1. To approve alteration in Articles of Association of the Company

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

**"RESOLVED THAT** pursuant to provisions of Section 14 of the Companies Act, 2013 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of members be and is hereby accorded for alteration in the Articles of Association of the Company in the following manner:

- a. **Deletion of following paragraph appearing at the commencement of the Articles of the Company:**

This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of the Keventer Agro Limited (the "**Company**") held on July 31, 2021. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

The Articles of Association of the Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the commencement of the listing of equity shares of the Company pursuant to the initial public offering of the equity shares of the Company (the "**Qualified Listing**" of the "**Equity Shares**" of the Company). In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable. All articles of Part B shall automatically terminate, without any further corporate or other action by the Company or by its shareholders, and cease to have any force and effect from the date of listing and trading of Equity Shares of the Company on a recognized stock Exchange in India pursuant to the Qualified Listing and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

- b. **Deletion of word "PART A" appearing at the commencement of the Articles of the Company**

- c. **Deletion of entire "PART B" of the Articles of the Company**

**"RESOLVED FURTHER THAT** the Board of Directors of the Company of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally 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."

### **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





2. To approve variation in terms of 0.001% of Compulsory convertible Debentures

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

**"RESOLVED THAT** pursuant to Section 48 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the consent received from debenture holder, consent of the members be and are hereby accorded to vary the following terms of issue of 3,50,000 (Three Lacs Fifty Thousand) nos. of 0.001% Compulsory Convertible Debentures (CCDs) of Rs. 1000/- each:

**Interest:** The holder of each CCD shall be entitled to an interest at the rate of 10 % per annum from the date of allotment till such time that the CCDs are outstanding. The total cumulative interest shall also be converted into equity shares at the time of conversion.

**Conversion:** The CCDs shall be convertible into Equity Shares in accordance with these terms, at the option of the holders, at any time, but not later than 31<sup>st</sup> March, 2024.

**RESOLVED FURTHER THAT** all other terms and conditions as provided in the CCD Subscription Agreement executed between the Company and Speedage Trade Limited, remains unaltered."

**RESOLVED FURTHER THAT** Board of Directors of the Company and the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

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

**Dated:** 20<sup>th</sup> November 2023



**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. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE EXTRA ORDINARY GENERAL MEETING.

As per Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as a Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.

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. Members are requested to bring their attendance slip to the Meeting.
4. 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 Extra Ordinary General Meeting.
5. A route map showing directions to reach the venue of the Extra Ordinary General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".



**Keventer Agro Limited**

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

**Website:** [www.keventer.com](http://www.keventer.com) | **CIN Number:** U15419WB1986PLC040729 | **E-mail:** [keventerho@keventer.com](mailto:keventerho@keventer.com)



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

**Item No. 1**

The Member is being informed that consequent to exit of Mandala Swede SPV (upon sale of shares) and termination of Restated Share Subscription & Shareholders' Agreement dated 9<sup>th</sup> May 2017, there is a requirement to alter the Articles of Association of the Company to delete the "Part B" of Articles of Association of the Company and to make some non- material alterations.

The Board of Directors in its meeting held on 20<sup>th</sup> November, 2023 has approved few alterations in the Articles of Association of the Company as given below:

<b>Proposed alteration</b>	<b>Reason for alteration</b>
Deletion of paragraph appearing at the commencement of the Articles of the Company	The stated paragraph holds no significance since the Company has not proceeded for the listing of its equity shares
Deletion of word "PART A" appearing at the commencement of the Articles of the Company	Since the word "PART A" will not hold any meaning upon deletion of "PART B", hence it is proposed to delete the same.
Deletion of entire "PART B" of the Articles of the Company	Due to exit of Mandala Swede SPV (upon sale of shares) and termination of Restated Share Subscription & Shareholders' Agreement dated 9 <sup>th</sup> May 2017, there is a requirement to delete the "Part B" of Articles of Association of the Company.

The proposed change of Articles of Association requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 14 of the Companies Act, 2013. Hence the Board seek Members' approval for the same for the above change.

A copy of the proposed set of Articles of Association of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM.

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

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 upto the date of the Extra Ordinary General Meeting.

None of the Directors are concerned or interested financially or otherwise in respect of passing of the above resolution.

**Item No. 2**

The Member is being informed that the Company has received request letter from Speedage Trade Limited for change in terms of issue of 0.001% Compulsory Convertible Debentures (CCDs) which was noted in the Board Meeting dated 28<sup>th</sup> September, 2023. In this regard, the members is

**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





further being informed that Mandala Swede SPV's 100% exit from the Company has been completed on 13<sup>th</sup> November, 2023.

Sr. No.	Particulars	Existing Term	Proposed Term
1	Interest	The holder of each CCD shall be entitled to an interest at the rate of 0.001 % per year for all the CCDs till such time that the CCDs are outstanding, which will be payable only post Mandala Swede SPV's 100% exit from the Company.	The holder of each CCD shall be entitled to an interest at the rate of 10 % per annum from the date of allotment till such time that the CCDs are outstanding. The total cumulative interest shall also be converted into equity shares at the time of conversion
2	Conversion	The CCDs shall be convertible into Equity Shares in accordance with these terms, at the option of the holders, at any time only after completion of Mandala Swede SPV's 100% exit from the Company and before expiry of the Term. It is being agreed that the holders of CCDs shall not be entitled to convert the CCDs into Equity Shares any time before completion of Mandala Swede SPV's 100% exit from the Company ("Non-Conversion Period").	The CCDs shall be convertible into Equity Shares in accordance with these terms, at the option of the holders, at any time, but not later than 31 <sup>st</sup> March, 2024.

Hence, the Board recommends the Special Resolution to be passed for approval of members under item No. 2 of the notice.

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 upto the date of the Extra Ordinary General Meeting.

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: 20<sup>th</sup> November 2023**



**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



**Proxy Form**

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

Venue of the meeting: 34/1, D.H. Road, Kolkata -700027  
Date & Time: Thursday, 23<sup>rd</sup> day of November, 2023 at 11.00 a.m.

CIN :	U15419WB1986PLC040729
Name of the Company :	<b>KEVENTER AGRO LIMITED</b>
Registered Office :	34/1, D.H. Road, Kolkata-700 027
Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No. / Client ID :	

I/We, being the member(s) holding \_\_\_\_\_ (number) shares of the above named company, hereby appoint:

Name :	E-mail Id:
Address:	
Signature of Proxy:	

OR FAILING HIM

Name :	E-mail Id:
Address:	
Signature of Proxy:	

OR FAILING HIM

Name :	E-mail Id:
Address:	
Signature of Proxy:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting (Sr. No. EGM/02/2023-2024) of the Company, to be held on Thursday, 23<sup>rd</sup> day of November, 2023 at 11.00 a.m. at 34/1, D.H. Road, Kolkata-700 027 and at any adjournment thereof in respect of such resolutions as are indicated below:

**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





Sl. No.	Resolution(s)	Vote	
		For	Against
<b>SPECIAL BUSINESS</b>			
Resolution 1.	Alteration in Articles of Association of the Company.		
Resolution 2.	Variation in terms of 0.001% of Compulsory convertible Debentures		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Affix  
Revenue  
Stamp

Note:

1. 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.
2. The Proxy need not be a member of the Company.



**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

**KEVENTER AGRO LIMITED**

Registered office: 34/1, D.H. Road, Kolkata - 700 027  
Phn: 033 3503 6200/01; Email: [keventerho@keventer.com](mailto:keventerho@keventer.com)  
CIN: U15419WB1986PLC040729

**ATTENDANCE SLIP**

**EXTRA ORDINARY GENERAL MEETING (SR.NO. EGM/02/2023-24)**  
**Thursday, 23<sup>rd</sup> day of November 2023 at 11.00 a.m.**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Folio No. / DP ID* / Client ID* :
Serial No.:
Shares:
Name:
Name(s) of joint Holder(s), if any:
Address:

\*Applicable for shares held In electronic form

I/We hereby record my/our presence at the Extra Ordinary General Meeting **(SR.NO. EGM/02/2023-24)** of the Company, to be held on **Thursday, 23<sup>rd</sup> day of November 2023 at 11.00 a.m.**

.....  
Name of Member/Proxy (in BLOCK LETTERS)

.....  
Signature of Member/Proxy Present



**KEVENTER AGRO LIMITED**

Registered office: 34/1, D.H. Road, Kolkata - 700 027  
Phn: 033 3503 6200/01; Email: [keventerho@keventer.com](mailto:keventerho@keventer.com)  
CIN: U15419WB1986PLC040729

**Route Map for Extra Ordinary General Meeting (Sr. No. EGM/02/2023-24)**



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. 5/- 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:**