



NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting (Sr. No. EGM/03/2022-2023) of the Shareholders of **KEVENTER AGRO LIMITED** will be held on Tuesday, **28th Day of March, 2023 at 02:00 P.M.** via Video Conferencing (VC) or Other Audio Visual Means (OAVM) at shorter notice, to transact the following business:

SPECIAL BUSINESS:

1. **To approve issue of 0.001% Compulsory Convertible Debenture.**

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

"RESOLVED THAT pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 ('the Act'), read with relevant Rules and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the CCD Subscription Agreement executed between Keventer Agro Limited and Speedage Trade Limited and subject to any approvals, consents, permissions and sanctions of any other authorities/ institutions, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (which term shall be deemed to include any Committee constituted by the Board for this purpose), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches upto 3,50,000 (Three Lakhs Fifty Thousand) nos. of 0.001% Compulsory Convertible Debentures of Rs. 1000/- (Rupees One Thousand only) each at par aggregating upto Rs. 35,00,00,000/- (Rupees Thirty-Five Crores only) to Speedage Trade Limited, on the terms and conditions as given below:

Nature of Instrument and Pricing	
Issue of upto 3,50,000 nos. of 0.001% Compulsory Convertible Debentures (CCD) of Rs. 1000/- each at par aggregating upto Rs. 35,00,00,000/- to Speedage Trade Limited as mentioned above.	
Essential Terms	
Allotment in DEMAT Form	In terms of the provisions of Companies Act, 2013, the allotment of CCDs shall be made in DEMAT form only.
Mode of issuance	Issue to be made on private placement basis.
Coupon Rate	The holder of each CCD shall be entitled to an interest at the rate of 0.001 % per annum for all the CCDs till such time that the CCDs are outstanding, which will be payable only post 100% Exit of Mandala Swede SPV from the Company.
Lock-in-Period	The CCD shall not be converted at any time before the 100% Exit of Mandala Swede SPV from the Company.
Term of CCD	The CCD shall have a term of 10 (ten) years from Completion Date (as defined in CCD Subscription Agreement).
Terms of Conversion	<ul style="list-style-type: none">• The CCDs shall be convertible into Equity Shares in accordance with these terms, at the option of the holders, any time after completion of 100% Exit of Mandala Swede SPV from the Company and before expiry of the Term on the basis of valuation to be determined at the time of conversion

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



	<p>as per applicable Laws;</p> <ul style="list-style-type: none"> • Upon expiry of the Term, the CCDs shall compulsorily and mandatorily convert into the Equity Shares on the basis of valuation to be determined at the time of conversion as per applicable Laws; • The Equity Shares issued on conversion of the CCDs shall (a) rank pari passu with the other outstanding Equity Shares, (b) be duly authorized, validly issued, fully paid up and non-assessable and (c) be issued free of Encumbrances, except as provided in the Articles of Association.
Register of Debenture Holders	The Company shall maintain the Register and Index of Debenture Holders in terms of section 88 of the Companies Act, 2013.
Transferability	The CCD shall be transferrable at the option of the CCD holder to its affiliates.
Variation in terms/ conditions	The terms of the CCDs shall not be amended, supplemented and/or terminated without Mandala Swede SPV's prior written consent. However, post 100% Exit of Mandala Swede SPV from the Company, the Company and the Investing Promoter(s) will have the right to change the terms of the CCDs or amend, supplement and/or terminate this Agreement.
Voting rights and resolutions of the Debenture Holder	The Debenture Holder shall be entitled to be present at the meeting of Debenture Holders and vote on any resolution which affects the rights and interests of the Debenture Holders. All questions affecting the rights and interest of the Debenture Holders shall be decided by vote of the majority in value outstanding on the date of the resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to file necessary forms along with related documents with Registrar of Companies and to perform all such acts, deeds, matter which are incidental thereto and to take all necessary steps in this regard."

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

Dated: 24th March, 2023



By Order of the Board of Directors
Keventer Agro Limited

Swagatam Khandelwal

Swagatam Khandelwal
Company Secretary
Membership No. A25602

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 11/2022 dated 28th December 2022, read with General Circular NO. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 8th December 2021 and General Circular No. 3/2022 dated 5th May 2022 (collectively referred to as 'MCA Circulars'), the Company is being permitted for convening the Extra-ordinary General Meeting ("EGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act"), the EGM of the Company is being held through VC / OAVM on Tuesday, 28th, Day of March, 2023. 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. The 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. Dispatch of EGM Notice through Electronic Mode: In compliance with the MCA Circulars Notice of the EGM along with Annexures is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants.
4. 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.
5. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. 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.
7. 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 33 35036200.
8. 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.
9. 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.

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10. 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.
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.

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

Item No. 1

The Board of Directors in their meeting dated 24th day of March, 2023 has approved issue of upto 3,50,000 nos. of 0.001% Compulsory Convertible Debentures (CCD) aggregating upto Rs. 35,00,00,000 (Rupees Thirty-Five Crore Only) for meeting fund requirement of the Company and for general purpose on private placement basis to Speedage Trade Limited, Investing Promoter. The terms and conditions of issue of CCD are pursuant to the CCD Subscription Agreement dated 24th March, 2023, entered between the Company and Speedage Trade Limited.

Section 42 of the Companies Act, 2013, requires a Company to get prior approval of members of the Company in General Meeting by Special Resolution before making any issue and allotment of securities. Accordingly, consent of the Members is sought in connection with the aforesaid issue of 0.001% Compulsory Convertible Debentures on private placement basis upto Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) as stipulated above.

Hence, the Board recommends a 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.

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: 24th Day of March, 2023



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

Swagatam Khandelwal

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

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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 Tuesday, 28th day of March, 2023 at 2:00 P.M. at shorter notice.

Signature

(Name:)

Date:

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