



## NOTICE

**NOTICE** is hereby given that the Extra Ordinary General Meeting (Sr. No. EGM/03/2023-2024) of the Shareholders of **KEVENTER AGRO LIMITED** will be held on Friday, 29<sup>th</sup> March, 2024 at 02:30 P.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 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 Sections 149 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) ("**Companies Act**"), and pursuant to the provisions of the Articles of Association of the Company, Mr. Sanjeev Chopra (DIN: 02459186), who has signified his consent to act as an independent director of the Company, if appointed, and submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act, 2013 and who has been appointed as Additional Director (Category : Independent) on 09<sup>th</sup> March, 2024 and who holds office upto the expiry of forthcoming Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an independent director of the Company."

**"RESOLVED FURTHER THAT** Mr. Sanjeev Chopra (DIN: 02459186) shall hold office for a period of 5 (five) consecutive years from 09<sup>th</sup> March, 2024 to 08<sup>th</sup> March, 2029 and shall not be liable to retire by rotation and shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated 09<sup>th</sup> March, 2024 issued to Dr. Sanjeev Chopra, as may be determined by the Board from time to time."

**"RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby severally authorized to file necessary forms with the Registrar of Companies, West Bengal at Kolkata, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and other applicable provisions of Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the Members of the Company be and is hereby accorded for re-appointment of Ms. Shruti Swaika, (DIN: 07659238) who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 18<sup>th</sup> April, 2019 to 17<sup>th</sup> April, 2024 (both days inclusive) and who, being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., 18<sup>th</sup> April, 2024 to 17<sup>th</sup> April, 2029 (both days inclusive).

### **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





**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded for increase in remuneration of Mr. Mayank Jalan, Managing Director of the Company from Rs. 75.07 Lacs per annum to Rs. 86.80 Lacs per annum with effect from 1<sup>st</sup> April, 2024 till the remaining period of his tenure i.e. upto 31<sup>st</sup> March, 2027.

**"RESOLVED FURTHER THAT** the proposed remuneration payable to Mr. Mayank Jalan, Managing Director is given below:

**(a) Basic Salary:** 4,50,000/- per month

In addition to the above, the Managing Director would be eligible for the following benefits:

- (i) House Rent Allowance: 40% of Basic Salary.
- (ii) LTA will be paid Rs. 1,50,000/- per annum.
- (iii) Leave encashment equivalent to 20 days of Basic pay for each completed year of service.
- (iv) Children Education allowance @ Rs 5400/- per year will be reimbursed.
- (v) Ex-Gratia will be paid Rs 16,800/- per annum as per prevailing rule as amended from time to time.
- (vi) Gratuity and Provident Fund as per the rules and regulations of the company.

**(b) Perquisites/Allowances:** In addition to the Salary as outlined above, the Managing Director shall be entitled to perquisites/allowances as under:

- (i) **Club Fees:** Payment/reimbursement of club fees for clubs in India.
- (ii) **Personal Accident Insurance Premium:** As per rules of the Company.
- (iii) **Commission/Incentive:** Mr. Mayank Jalan will be paid Commission/ Incentives @ 1% of net profits of the company.
- (iv) **Mediclaim:** As per the rules of the company.
- (v) **Sitting Fees:** The Managing Director shall not be paid sitting fees for attending the meetings of the Board of Directors and Committee thereof, as payable to other Directors.
- (vi) **Car/Communication Facilities:** The following shall not be included in the computation of perquisites –
  - (a)** Provision of Company's car with reimbursement for driver for official use together with the running, maintenance and fuel expenses on actual basis.
  - (b)** Provision of telephone(s) and/or other communication facilities or reimbursement of mobile telephone/communication expenses including payment of local calls and long distance official calls for the business of the Company.

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**Explanation(s):**

(i) The said perquisites and allowances shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per the Income Tax Act, 1961 or any rules thereunder as are in force from time to time. The above remuneration shall be subject to statutory deductions, tax deduction at source, as the case may be.

(ii) The Company shall bear/reimburse all travelling, entertainment and other out-of-pocket business promotion expenses actually and properly incurred by the Managing Director in the course of the legitimate business of the Company in accordance with rules and regulations of the Company in force from time to time. Expenses relating to spouse accompanying on any official domestic and overseas trip or other facilities, if any, shall be dealt with in accordance with the practices and policies of the Company as applicable from time to time.

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the remuneration payable to Mr. Mayank Jalan, Managing Director (DIN: 00598842) by way of salary, commission, variable pay, perquisites and allowances shall be governed by the provisions prescribed in section 196 and 197, but in case of no profit or inadequate profit, subject to the limits mentioned in Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Managing Director, also the Board of Directors be and hereby authorized to make such modification's on the terms and conditions including tenure and remuneration as it may decide from time to time with the provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Mayank Jalan, Managing Director (DIN: 00598842) be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to approve the supplemental agreement to be executed between the Company and Mr. Mayank Jalan, Managing Director.

**RESOLVED FURTHER THAT** the Board and/or Company Secretary and/ or Chief Financial Officer of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

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

**"RESOLVED THAT** pursuant to notice of conversion dated 22<sup>nd</sup> March, 2024 received from Speedage Trade Limited and in compliance with the terms of issue of 10% Compulsory Convertible Debentures read with the variations made thereunder and the relevant provisions of Companies Act, 2013, the consent of the members be and is hereby accorded for conversion of 3,50,000 (Three Lakhs Fifty Thousand) nos. of 10% Compulsory Convertible Debentures (including accumulated interest) into 14,95,419 (Fourteen Lacs Ninety Five Thousand Four Hundred and Nineteen) equity shares of INR 5 (Rupees Five Only) each fully paid- up of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company and Company Secretary of the Company be and are hereby severally authorised to (i) undertake all necessary actions and sign such documents in relation to the conversion of 10% Compulsory Convertible Debentures into equity shares of the Company; (ii) passing of requisite board and shareholders' resolutions; (iii) undertake filing of Form MGT-14 and Form PAS-3 or any other necessary forms/intimation with ROC; (iv) make necessary entries in the Register of Members; iv) undertake all necessary actions to

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ensure timely credit of new equity shares to the demat account of the respective CCPs holder; and (vi) do all such acts, deeds, matters and things as it may deem necessary for the purpose of giving effect to the above resolution.”

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

**Dated: 27<sup>th</sup> day of March, 2024**

**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. 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. 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. 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.
5. The requisite document(s) as may be required under Companies Act, 2013 and rules made thereunder are available for inspection at the Registered Office of the Company upto the date of Extra Ordinary General Meeting during working hours.
6. 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.
7. 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.
8. 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.
9. 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".



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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 09<sup>th</sup> March, 2024 has appointed Mr. Sanjeev Chopra (DIN: 02459186) as Additional Director (Category: Independent) in the Company subject to approval of shareholders in General meeting.

Mr. Sanjeev Chopra (born 3 March 1961) is a retired IAS officer of the 1985 batch. Mr. Sanjeev Chopra holds a PhD in Management, besides degrees in Law, History and Literature. He has written extensively on policy issues in governance and development interventions in rural development, agriculture, marketing reforms, co-operatives, and farmer organizations. He has been invited to deliver lectures and talks at IIMs, ASCI, FRI, IGNOU and at symposia and conferences across the country. He has also written books/articles on emerging issues of the country. He has also delivered keynotes at International Cooperative Alliance conferences at Beijing, Abu Dhabi, and Ho Chi Minh City. Mr. Sanjeev Chopra has served as Mission Director under Government of India for National Horticulture Mission and the National Mission on Micro Irrigation from 2010 to 2015. He has also served as Managing Director in National Agricultural Cooperative Marketing Federation of India Ltd. and National Horticulture Board from 2010 to 2015. He has served in various other government positions at prestigious levels across the country (both State and Central) since 2002 to 2021, as detailed in his profile. At present, he curates a Literature and Arts festival, 'Valley of Words' at Dehradun in November every year.

Mr. Sanjeev Chopra (DIN: 02459186) is proposed to be designated as Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and any amendment thereof. In this regard, the Board is of the opinion that Mr. Sanjeev Chopra fulfils the criteria for being appointed as independent directors, as set out in the Companies Act, 2013, and he is independent of the management of the Company.

The Board recommends the resolution set out at Item No. 1 of the accompanying Notice for your approval as Special resolution.

The Appointment letter, setting the terms and conditions of his appointment as Independent Director of the Company is available for inspection during business hours of the Company at its Registered Office till the date of Extra Ordinary General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

**Item No. 2**

Ms. Shruti Swaika, (DIN: 07659238) is an Independent Director on the Board of Keventer Agro Limited. She joined the Board of Directors (the "Board") of the Company on April 18, 2019 for a term of 5 (five) years from 18<sup>th</sup> April, 2019 up to 17<sup>th</sup> April, 2024. Therefore the term of Ms. Shruti Swaika as an Independent Director of the Company will expire on 17<sup>th</sup> April, 2024.

Ms. Shruti Swaika is a senior associate of Fox & Mandal. Shruti enrolled as an Advocate in 2011, did her law at Symbiosis Law School, Pune and before that, completed her schooling from Loreto House, Kolkata. She is enrolled with the West Bengal Bar Council and is a member of the Incorporated Law Society of the High Court at Calcutta. She is a member of the ICC National Expert Committee on Corporate and Legal Affairs. She is also a member of Young Indians, the youth wing of the Confederation of Indian Industries and of Young FICCI Ladies Organization, a wing of Federation of Indian Chambers of Commerce and Industry. She is also a Partner at Fox & Mandal, LLP.

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In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

The Company has received from Ms. Shruti Swaika her consent letter for her re- appointment as Independent Director of the Company along with a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Ms. Shruti Swaika, as Independent Director for a second term.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, re-appointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution. Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

In the opinion of the Board, Ms. Shruti Swaika fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company. Copy of the draft letter of appointment of Ms. Shruti Swaika as Independent Director, setting out applicable terms and conditions, is available for inspection during business hours of the Company at its Registered Office till the date of Extra Ordinary General Meeting.

Except for Ms. Shruti Swaika to whom the resolution relates and her relatives, none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

### **Item No. 3**

Mr. Mayank Jalan is the Managing Director of the Company since last 25 years. His core strength is managing strategic growth while ensuring a level of profitability essential for generation of internal funds that fuel rapid growth. During his term, Mr. Mayank Jalan has excellent leadership skills and has led the Company and its employees towards the attainment of goals of the Company.

In view of his untiring contribution and efforts, the Board of Directors, on recommendation of Nomination and Remuneration Committee, proposed to increase the remuneration of Mr. Mayank Jalan from Rs. 75.07 Lacs to Rs. 86.80 Lacs with effect from 1<sup>st</sup> April, 2024 till the remaining period of his tenure i.e. upto 31<sup>st</sup> March, 2027, leading to 15.6% increase in his remuneration.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

The draft of the supplementary Agreement to be executed between the Company and Mr. Mayank Jalan will be available for inspection during business hours of the Company at its Registered Office till the date of Extra Ordinary General Meeting.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Mayank Jalan, himself, and Mrs. Parvana Mayank Jalan being relative of Mr. Mayank Jalan are concerned and/or interested in the said resolution.

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**Information Pursuant to Part II Section II of Schedule V of the Companies Act, 2013**

**I. General Information**

**1) Nature of Industry:** Agro based Food processing.

**2) Date of Commencement of Commercial Production:** 3<sup>rd</sup> April, 1989

**3) Financial Performance: (Audited Figs.)**

Particulars	(Rs. In Millions)
	Year Ended March 31, 2023
Revenue from operations (net)	12313.79
Other Income	57.38
Gross Income	<b>12371.17</b>
Total Expenses	<b>14009.97</b>
Profit/Loss before Taxation	(1638.80)
Less: Tax including Deferred Tax(Net)	236.58
Profit/Loss after Tax	(1402.22)
Other Comprehensive Income	5.03
Net Profit/Loss	<b>(1397.19)</b>

**4) Export Performance and Net Foreign Exchange Collaborations:** The total Export turnover of the company was Rs. 799.54 million for the Year Ended 31<sup>st</sup> March, 2023. The Company does not have any Foreign Exchange collaborations.

**5) Foreign Investments and Collaborators:** The Company does not have any Foreign Investments or collaborations.

**II) Information about Mr. Mayank Jalan**

**1) Background Details:** Mr. Mayank Jalan is the Managing Director of the Company. A first-class degree holder in Mechanical Engineering from University College London, he also has a degree in Business Finance from the prestigious London School of Economics. His core strength is managing strategic growth while ensuring a level of profitability essential for generation of internal funds that fuel rapid growth. His proficiency in managing a complex supply chain has delivered steady top-line increments as well as bottom-line accruals. Mr. Jalan's all-encompassing interest in markets and brands, and products and processes has led him to create a team of competent professionals who direct and operate the vital functions at the Keventer Group. This young but wise leader has been successfully steering the Keventer Group, one of the fastest growing groups in eastern India that has been making game-changing forays into several spaces - edibles, exports and real estate.

**2) Past Remuneration:** Mr. Mayank Jalan was entitled to a consolidated remuneration of Rs. 75.07 Lacs (approx.) from Keventer Agro Limited as its Managing Director plus perquisites as approved by the shareholders.

**3) Recognition or Awards:** Mr. Mayank Jalan ranked 2<sup>nd</sup> in the Department of Engineering. He won UCL departmental scholarship for the year 2000-2003. He was awarded 1<sup>st</sup> Class Honours Degree in Bachelor of Engineering (Business Finance). He has done Course on Bargaining and Negotiation from London School of Economics and was awarded A+ grade in the same. He has served as the President of the Indian Chamber of Commerce, Calcutta in Fiscal 2020 and also chaired the Federation of Indian Chambers of Commerce and Industry, West Bengal State Council.

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He is also the co-chairperson of the CII National Committee on Food Processing and the CII National Committee on Fisheries, Animal Husbandary and Dairy Committee for the year 2021-2022. He was awarded the Hurun Next Gen Leader award in 2018 by Barclays, the visionary leader, Men of the Year award by Times in 2019, top 40 under 40 award by the Economic Times in 2019 and the CMA management excellence for being the emerging leader in the year 2016

**4) Job Profile and Suitability:** Mr. Mayank Jalan has experience in Economics, Marketing, Business Finance and Mechanical Engineering. Subject to the supervision and control of the Board of Directors Mr. Mayank Jalan is in overall in-charge of running the affairs of the Company including Budgeting, Strategising, Manufacturing, Finance, Marketing. He is a dynamic new generation industrialist. As a Managing Director he has played a key role in the growth of the Company.

**5) Pecuniary Relationships-** Mr. Mayank Jalan is holding 4157122 equity shares consisting of 10.23% of the paid-up equity capital of the Company. Mr. Mayank Jalan is the husband of Mrs. Parvana Mayank Jalan, Director of the Company.

### **III Other Information**

**1) Reasons for loss or inadequate profit-** The Company has suffered loss in the last fiscal year. This is mainly because of the increase in raw material prices across the globe and the loss on fair valuation of 0.01% Compulsory Convertible Preference Shares.

**2) Steps taken/proposed to be taken for improvement-** The Company has recently launched its milk products in the market. The other existing divisions like beverage, frozen are also generating good revenue. The Company is also expecting that the prices of raw material will fall leading to increase in margins.

**3) Expected increase in productivity and profits in measurable terms-** In view of recessionary trends which continued globally and in certain domestic business, it is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that the productivity and profitability should improve and would be comparable with the industry average.

### **IV Disclosures under Corporate Governance**

Not Applicable

#### **Item No. 4**

Your Company has issued and allotted 3,50,000 nos. of 10% Compulsory Convertible Debentures (CCD) of Rs. 1000/- each to Speedage Trade Limited in two tranches. In this regard, your Company has received request letter from Speedage Trade Limited to convert 3,50,000 nos. of CCD (including accumulated interest) into equity shares within 31<sup>st</sup> March, 2024.

The conversion of CCD into equity shares is subject to the determination of the conversion price through a valuation process conducted in accordance with applicable laws.

The valuation report has determined the value of each equity share at Rs. 254.80, based on which the number of equity shares to be issued upon the conversion of CCD has been calculated.

The details regarding the number of CCD held by Speedage Trade Limited and the corresponding number of equity shares to be issued post-conversion are as follows:

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Sr. No.	Name of CCPS holder	No. of CCD held (of Rs. 1000/- each)	Value of CCD (including accrued interest upto the conversion date) (in Rs.)	No. of equity shares issued upon conversion* (of Rs. 5/- each)
1	Speedage Trade Limited	3,50,0000	38,10,32,787	14,95,419

\*including accumulated interest

The Board recommends the resolution set out at Item No. 4 of the accompanying Notice for your approval as a Special resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

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

**Dated: 27<sup>th</sup> day of March, 2024**



**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. 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:**

**Details of Directors seeking appointment/ re-appointment at the Extra Ordinary General Meeting**

<b>Name of Director</b>	<b>Ms. Shruti Swaika (DIN: 07659238)</b>	<b>Mr. Sanjeev Chopra (DIN: 02459186)</b>
Date of Birth	09/07/1986	03/03/1961
Qualifications	LLB	IAS, PhD in Management, degrees in Law, History and Literature
Brief resume and expertise in specific functional area	Ms. Shruti Swaika is a senior associate of Fox & Mandal. Shruti enrolled as an Advocate in 2011, did her law at Symbiosis Law School, Pune and before that, completed her schooling from Loreto House, Kolkata. She is enrolled with the West Bengal Bar Council and is a member of the Incorporated Law Society of the High Court at Calcutta. She is a member of the ICC National Expert Committee on Corporate and Legal Affairs. She is also a member of Young Indians, the youth wing of the Confederation of Indian Industries and of Young FICCI Ladies Organization, a wing of Federation of Indian Chambers of Commerce and Industry.	Mr. Sanjeev Chopra holds a PhD in Management, besides degrees in Law, History and Literature. He has written extensively on policy issues in governance and development interventions in rural development, agriculture, marketing reforms, co-operatives, and farmer organizations. He has been invited to deliver lectures and talks at IIMs, ASCI, FRI, IGNTA and at symposia and conferences across the country. He has also written books/articles on emerging issues of the country. He has also delivered keynotes at International Cooperative Alliance conferences at Beijing, Abu Dhabi, and Ho Chi Minh City. Mr. Sanjeev Chopra has served as Mission Director under Government of India for National Horticulture Mission and the National Mission on Micro Irrigation from 2010 to 2015. He has also served as Managing Director in National Agricultural Cooperative Marketing Federation of India Ltd. and National Horticulture Board from 2010 to 2015. He has served in various other government positions at prestigious levels across the country (both State and Central) since 2002 to 2021, as detailed in his profile. At present, he curates a Literature and Arts festival, 'Valley of Words' at Dehradun in November every year.
Date of appointment on the Board	18-04-2019	09-03-2024
Directorships held in other companies as on 09.03.2024	1. Bengal NRI Complex Limited 2. Kanco Tea & Industries Limited 3. Rangoli Sarees Limited 4. Fox & Mandal LLP	Nil
Membership/ Chairmanship of Committees of Board of Directors of the Company as on 09.03.2024	1. Nomination & Remuneration Committee – Member	Nil
Membership/ Chairmanship of	Member of Audit Committee & CSR Committee in Bengal NRI Complex	Nil

Committees of other companies as on 09.03.2024	Limited Member of Nomination & Remuneration Committee and Share Transfer Committee in Kanco Tea & Industries Limited	
Shareholding in the Company	Nil	Nil
Relationship with other Directors/ KMP	Nil	Nil
No. of Board Meetings attended during FY 2023-24	9	2
Terms and conditions of Appointment or Re-appointment	Appointed as Independent Director not liable to retirement by rotation	Appointed as Independent Director not liable to retirement by rotation
Details of Remuneration sought to be paid and the Remuneration last drawn	Ms Shruti Swaika is entitled to sitting fees for attending meetings of the Board and committees thereof.	Mr. Sanjeev Chopra is entitled to sitting fees for attending meetings of the Board and committees thereof.

**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: Friday, 29<sup>th</sup> day of March, 2024 at 02:30 p.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/03/2023-2024) of the Company, to be held on Friday, 29<sup>th</sup> day of March, 2024 at 02:30 p.m. at 34/1, D.H. Road, Kolkata-700 027 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)	Vote	
		For	Against
<b>SPECIAL BUSINESS</b>			
Resolution 1.	Conversion of 10% Compulsory Convertible Debentures into Equity Shares.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024

Affix  
Revenue  
Stamp

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

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

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 - 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/03/2023-24)**  
**Friday, 29th day of March, 2024 at 02:30 p.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/03/2023-24**) of the Company, to be held on **Friday, 29th day of March, 2024 at 02:30 p.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/03/2023-24)**

