



NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (Sr. No. EGM/01/2023-2024) of the Shareholders of **KEVENTER AGRO LIMITED** will be held on Monday, **30th Day of October, 2023** at 11:00 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 conversion of 0.01% Compulsory Convertible Preference Shares into Equity shares

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 terms of the share purchase agreement dated 19th October, 2023 and the notice of conversion dated 25th October, 2023 received from the holder of 0.01% Compulsory Convertible Preference Shares (CCPS), namely, Mandala Swede SPV and in compliance with the terms of issue of CCPS recorded under the Restated Share Subscription and Shareholders Agreement dated 9th May, 2017 and the relevant provisions of Companies Act, 2013, the consent of the Company be and is hereby accorded for conversion of 1,53,51,861 (One Crore Fifty-Three Lakhs Fifty-One Thousand Eight Hundred and Sixty-One) nos. of 0.01% CCPS into 91,51,678 (Ninety-One Lacs Fifty-One Thousand Six Hundred and Seventy-Eight) equity shares of INR 5 (Rupees Five Only) each fully paid- up of the Company.

RESOLVED FURTHER THAT pursuant to the terms of the share purchase agreement dated 19th October, 2023 and the notice of conversion dated 25th October, 2023 received from the holder of CCPs, namely, Speedage Trade Limited, and in compliance with the terms of issue of CCPS recorded under the Restated Share Subscription and Shareholders Agreement dated 9th May, 2017 and the relevant provisions of Companies Act, 2013, the consent of the Company be and is hereby accorded for conversion of 88,14,466 (Eighty Eight Lacs Fourteen Thousand Four Hundred and Sixty Six) nos. of 0.01% CCPS into 52,54,552 (Fifty Two Lacs Fifty Four Thousand Five Hundred and Fifty Two) equity shares of INR 5 (Rupees Five Only) each fully paid- up of the Company.

RESOLVED FURTHER THAT the 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 CCPS 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/RBI; (iv) make necessary entries in the Register of Members; iv) undertake all necessary actions to 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: 27th October, 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. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular 09/2023 dated 25th September, 2023 read with Circular No. 11/2022 dated 28th December, 2022, General Circular No. 03/2022 dated 5th May 2022 and General Circular No. 14/2020 dated 8th April 2020 (collectively called **MCA Circulars**) 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, 2024. 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 Monday, **30th Day of October, 2023 at 11:00 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 3335036200.
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

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

Item No. 1

The members are being informed that the Company has entered into Share Purchase Agreement (SPA) with Speedage Trade Limited (Buyer), Mandala Swede SPV (Seller), Promoters of the Company and Catalyst Trusteeship Limited (Debtenture Trustee) dated 19th October, 2023 for purchase of entire shares held by Mandala Swede SPV in the Company by Speedage Trade Limited.

Pursuant to the said SPA and the Restated Share Subscription and Shareholders Agreement dated 9th May, 2017, the Company has received Conversion Notice from Mandala Swede SPV and Speedage Trade Limited, the holders of the Compulsory Convertible Preference Shares (CCPS), both dated 25th October, 2023, for conversion of CCPS held by them into Equity shares, the details of which are given below:

Sr. No.	Name of CCPS holder	No. of CCPS held (of Rs. 10/- each)	No. of equity shares issued upon conversion (of Rs. 5/- each)
1	Mandala Swede SPV	1,53,51,861	91,51,678
2	Speedage Trade Limited	88,14,466	52,54,552
		2,41,66,327	1,44,06,230

The Board of Directors had in their meeting dated 27th October, 2023 has approved the above conversion of CCPS into equity shares subject to the approval of shareholders in the General Meeting.

The above conversion is being held on the basis of the Valuation Report of BDO Valuation Advisory LLP dated 27th October, 2023.

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.

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

Dated: 27th October, 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. 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: