



NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (Sr. No. EGM/01/2022-2023) of the Shareholders of **KEVENTER AGRO LIMITED** will be held on Friday 13th day of May, 2022 at 2:30 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 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 the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and other applicable provisions, if any, the consent and approval of the Company be and is hereby accorded for replacing Clause 1.4 and Clause 1.41 of the existing Articles of Association of the Company with the following new clause:

1.4 **"Amendment Agreement"** shall mean the amendment agreement dated July 30, 2021 to the Restated Share Subscription and Shareholders' Agreement, as amended by the First Amendment Agreement dated October 29, 2021, the Second Amendment Agreement dated January 6, 2022, the Third amendment agreement dated February 25, 2022 and Fourth Amendment Agreement dated April 30, 2022.

1.41.1 **"IPO Long Stop Date"** shall mean August 31, 2022 unless the Offer is withdrawn prior to such date, or such other extended date as may be mutually agreed to in writing between the Investor and the Company.

"RESOLVED FURTHER THAT Board of Directors and Company Secretary, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution."

Regd. Office:
34/1, D. H. Road
Kolkata -700027
Dated: 9th May, 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 Friday 13th day of May, 2022 at 2:30 P.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.

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

The members are being informed that definition of "Amendment Agreement" and "IPO Long Stop Date" in Part B of the Articles of Association of the Company shall undergo change due to the execution of fourth Amendment Agreement dated 30th April, 2022, to the Amendment Agreement dated July 30, 2021 read with first amendment agreement dated October 29, 2021, second amendment agreement dated January 6, 2022 and Third Amendment Agreement dated 25th February, 2022 to the restated share subscription and shareholders' agreement dated May 9, 2017 read with the amendment agreement dated July 27, 2017 and amendment agreement dated April 18, 2019 amongst the Company, its promoters and Mandala Swede SPV and extension of IPO Long Stop Date. The alterations proposed are given below:

Clause No.	Existing	Proposed
Part B- Clause 1.4	"Amendment Agreement" shall mean the amendment agreement dated July 30, 2021 to the Restated Share Subscription and Shareholders' Agreement, as amended by the First Amendment Agreement dated October 29, 2021, the Second Amendment Agreement dated January 6, 2022 and the third amendment agreement dated February 25, 2022.	"Amendment Agreement" shall mean the amendment agreement dated July 30, 2021 to the Restated Share Subscription and Shareholders' Agreement, as amended by the First Amendment Agreement dated October 29, 2021, the Second Amendment Agreement dated January 6, 2022, the third amendment agreement dated February 25, 2022 and Fourth Amendment Agreement dated April 30, 2022.
Part B- Clause 1.41	"IPO Long Stop Date" shall mean May 15, 2022 unless the Offer is withdrawn prior to such date, or such other extended date as may be mutually agreed to in writing between the Investor and the Company.	"IPO Long Stop Date" shall mean August 31, 2022 unless the Offer is withdrawn prior to such date, or such other extended date as may be mutually agreed to in writing between the Investor and the Company.

In terms of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and other applicable provisions, if any and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is required for alteration in any clause of Articles of Association of the Company.

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

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

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

Dated: 9th May, 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