



NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Shareholders of **KEVENTER AGRO LIMITED** will be held on **Tuesday, 30th day of August, 2022 at 2:30 P.M** via Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the financial statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Directors, Auditors and Secretarial Auditors.
2. To appoint a Director in place of Mr. Mayank Jalan (DIN: 00598842), who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

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

"RESOLVED THAT Mr. Mayank Jalan (DIN: 00598842), who is liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013 and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. 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, the Fourth Amendment Agreement dated 30th April, 2022 and the Fifth Amendment Agreement dated July 25, 2022.

Keventer Agro Limited

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

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1.41.1 "IPO Long Stop Date" shall mean October 31, 2022 unless the Offer is withdrawn prior to such date, or such other extended date as may be mutually agreed to in writing between the Investor and the Company.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 Directors and Company Secretary of the Company, 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: 22nd July, 2022



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. In view of COVID-19 pandemic, Ministry of Corporate Affairs relaxed the provisions of Companies Act, 2013 (the Act) and allowed conducting Annual General Meeting through Video Conferencing (VC)/Other Audio Visual Means (OAVM) and dispensed personal presence of the members at a common venue. Accordingly, the Ministry of Corporate Affairs issued Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 2/2022 dated May 05, 2022 (collectively referred to as "said Circulars") prescribed the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Tuesday, 30th day of August, 2022, at 2:30 P.M. The deemed venue for the AGM will be the Registered Office at 34/1, D H Road, Kolkata 700 027.

PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

2. As per the provisions of Clause 3.A.III. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at **Item No.3** of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
3. 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.
4. Pursuant to Section 113 of the Companies Act, 2013, 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. 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.



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6. The Company shall provide the required link to attend the AGM 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 AGM 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 3331056200.
7. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
8. Members who would like to express their views or ask questions during the AGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 3 days prior to the date of the AGM at following email id: swagatamkhandelwal@keventer.com.
9. 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.
10. 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 AGM, members are requested to convey their vote by e-mail.
11. The requisite document(s) as may be required for inspection by the Shareholders, shall be made available for inspection to the members of the Company in electronic mode.
12. Notice of the AGM along with the Annual Report is being sent by electronic mode to all the Members at their email addresses as registered with the Company.
13. The disclosures required pursuant to Secretarial Standard 2 in respect of the Director seeking appointment/re-appointment at the Annual General Meeting are given as an Annexure to this Notice.



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Details of Director seeking re-appointment at the Annual General Meeting

Name of Director	Mr. Mayank Jalan (DIN: 00598842)
Date of Birth	15/09/1981 (40 years)
Qualifications	Mechanical Engineering from University College, London and degree in Business Finance from the prestigious London School of Economics.
Brief resume and expertise in specific functional area	Mr. Mayank Jalan's 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.
Date of appointment on the Board	01-07-2003
Directorships held in other companies as on 31.03.2022	Bengal Port Private Limited Eastern Gateway Terminals Private Limited Bengal NRI Complex Limited, M.D. Kolkata-One Excelton Private Limited MKJ Tradex Limited Keventer Capital Limited Keventer Ventures Limited Keventer Global Pvt Ltd
Membership/ Chairmanship of Committees of Board of Directors of the Company as on 31.03.2022	IPO Committee- Chairman Risk Management Committee-Member
Membership/ Chairmanship of Committees of other companies as on 31.03.2022	Member of Audit Committee and CSR Committee of Bengal NRI Complex Limited
Shareholding in the Company	4157122 equity shares
Relationship with other Directors/ KMP	Mr. Mayank Jalan is the husband of Mrs. Parvana Mayank Jalan.
No. of Board Meetings attended during FY 2021-22 [out of 13 (Thirteen) held]	13
Terms and conditions of Appointment or Re-appointment	Re- appointed as director of the Company
Details of Remuneration paid and the Remuneration last drawn	Present Remuneration- Rs. 75,00,000 per annum (approx.) excluding perquisites and other benefits



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

Item No. 3

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 again undergo change due to the execution of Fifth Amendment Agreement dated July 25, 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, Third Amendment Agreement dated 25th February, 2022 and Fourth Amendment Agreement dated 30th April, 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, the Third Amendment Agreement dated February 25, 2022 and Fourth Amendment Agreement dated 30 th April, 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, Fourth Amendment Agreement dated 30 th April, 2022 and Fifth Amendment Agreement dated 25 th July, 2022.
Part B- Clause 1.41	"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.	"IPO Long Stop Date" shall mean October 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.



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The Board recommends the resolution set out at Item No. 3 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.

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By Order of the Board of Directors
Keventer Agro Limited

Swagatam Khandelwal

Swagatam Khandelwal
Company Secretary
Membership No. A25602

Dated: 22nd July, 2022

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