

KINGS INFRA VENTURES LIMITED

NOTICE

OF EXTRA-ORDINARY GENERAL MEETING

TO BE HELD ON

TUESDAY THE 19TH DAY OF MAY, 2015

Dear Member,

You are cordially invited to attend the Extraordinary General Meeting (the 'EGM') of the members of **Kings Infra Ventures Limited** to be held at 10.00 a.m , on Tuesday, May 19, 2015 at the registered office of the company at A-1, First Floor, Atria Apartments, Opp. Gurudwara Temple, Perumanoor Road, Thevara, Cochin - 682 015.

The Notice of the meeting containing the business to be transacted is enclosed herewith. As per Section 108 of the Companies Act, 2013 , read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed herewith.

Yours faithfully

For Kings Infra Ventures Limited

Sd/-
Shaji Baby John
Chairman and Managing Director

Enclosures:

1. *Notice of EGM*
2. *Instructions for e-voting*
3. *Proxy form*
4. *Attendance slip*

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of Kings Infra Ventures Limited will be held at 10.00 a.m, on Tuesday, May 19, 2015 at A-1, First Floor, Atria Apartments, Opp. Gurudwara Temple, Perumanoor Road, Thevara, Cochin - 682 015 to transact the following Special business:-

SPECIAL BUSINESS

Item No. 1: Increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to section 13 read with Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) divided into 35,00,000 (Thirty Five Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, to Rs. 25,10,00,000/- (Rupees Twenty Five Crores Ten Lakhs only) divided into 2,51,00,000 (Two Crores Fifty One Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 2,16,00,000 (Two Crores Sixteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking paripassu in all respect with the existing Equity Shares.”

“**RESOLVED FURTHER THAT**, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V:

‘V (a) The Authorised Share Capital of the Company is Rs. 25,10,00,000/- (Rupees Twenty Five Crores Ten Lakhs Only) divided into 2,51,00,000 (Two Crores Fifty One Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.’

Item No. 2: Increase In Authorized Share Capital and Alteration of Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to section 14 read with section 61 and other applicable provisions of the Companies Act 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, Articles of Association be and is hereby altered in the following manner :

Existing Clause 3 (Capital Clause) of the Article of Association of the Company, be altered, by replacing the existing Clause 3 by the following new Clause 3 of the Articles of Association of the Company.

“**3.**The Total Share Capital of the Company is Rs 25,10,00,000 (Rupees Twenty Five Crores Ten Lakhs Only) divided into 2,51,00,000 (Two Crores Fifty One Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each with power to sub-divide, consolidate and increase or decrease and with power from time to time issue to any shares of original capital with and subject to any preferential, qualified or special rights or privileges or conditions as may be thought fit, and upon the sub-division of shares to appropriate the rights to participate in profits, in any manner as between the shares resulting from sub-division.”

Item No. 3: Alteration of Articles of Association of the Company

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

“RESOLVED THAT pursuant to section 14 of the Companies Act, 2013 and subject to the approval of the Shareholders of the Company obtained by passing a special resolution in the general meeting, the Articles of Association of the Company be altered in the following manner:

That after the existing Article No. 10 the following new Articles From No. 10(a) to 10(d) be inserted:

SHARE WARRANTS

- “10(a) The Company may issue shares warrants subject to, and in accordance with, the provisions of the Act and other applicable Regulations, and accordingly the Board may in its discretion, on application in writing and duly signed by the applicant, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, issue a share warrant.
- 10(b) The share warrant holder may exercise of the right attached to the share warrant held by him and deposit the warrant, at the office of the Company,
- 10(c) The Board may, upon the exercise of share warrants by the share warrant holder, comply in providing the rights attached to the share warrants.
- 10(d) The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant may be issued.”

Item No. 4: Issue of Equity shares on preferential basis in the Company

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

“RESOLVED THAT in accordance with the provisions of section 62 and other applicable provisions if any of the Companies Act, 2013 and rules thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and in accordance with the existing guidelines issued by the Securities and Exchange Board of India (SEBI) and subject to all other applicable laws, rules, regulations, circulars and guidelines and subject to such necessary approvals, consents, permissions and / or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, Secretariat of Industrial Approvals under the Foreign Exchange Management Act, 1999 (including any statutory modification or reenactment thereof, for the time being in force) and other applicable laws, and subject to such terms and conditions as may be determined by the board of directors of the Company (herein after referred to as “The Board” which expression shall include a committee, constituted for the time being in force, thereof) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the Company be and is hereby accorded to Board and the Board be and is hereby authorised to offer, issue and allot on preferential basis, up to 1,10,00,000(One Crore Ten Lakhs) equity shares of face value of Rs. 10/- each, at a price of Rs. 10/- per share aggregating to Rs. 11,00,00,000/- (Rupees Eleven Crores Only) being the price which is in accordance with the guidelines for Preferential Issue contained in Chapter VII of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, (SEBI ICDR Regulations) to Promoters, Promoter Group and to Non Promoters (as stated in the Table below) against unsecured loans of Rs. 8,22,50,000/- and the balance amount in cash, on a Preferential basis:

Sl No	Name of the proposed Allottees	Nature of persons who are ultimate beneficial owner	No of equity shares to be allotted	Category: Promoter / Non-Promoter	Allottee is :QIB/MF/FI/Trust/Banks
1	Shaji Baby John	Individual	2,250,000	Promoter	N.A
2	Rita Shaji John	Individual	300,000	Promoter	N.A
3	Baby John S	Individual	680,000	Promoter	N.A

4	Peter John S	Individual	50,000	Promoter	N.A
5	Shibu Baby John	Individual	25,000	Promoter	N.A
6	Annie Mathew John	Individual	25,000	Promoter	N.A
7	King Fisheries Ltd	Body Corporate Share Holders :- 1. Annamma B John 2. Shaji Baby John 3. Shibu Baby John 4. Sheela James 5. Baby John 6. P.V.Varghese 7. G. Varghese 8. Leelamma Varghese 9. Soosamma Varghese 10. Achu Baby John 11. Thankamma Koshy 12. Thankamma Varkey 13. P.V. Joseph 14. Shalini James 15. Resmi James 16. Tharun James 17. Annamma Varghese 18. Omana B John 19. CK Thomas	25,000	Promoter	N.A
8	Venus Fisheries P Ltd.	Body Corporate Share Holders :- 1. Annamma Baby John 2. Baby John 3. Diane Fernandez 4. Mary John 5. Shibu Baby John 6. Shaji Baby John 7. Sheela James 8. Alex Cheryan	2,815,000	Promoter	N.A

9	Sheela James	Individual	25,000	Promoter	N.A
10	Annamma B John	Individual	25,000	Promoter	N.A
11	Good Times India Holidays and Travels Pvt Ltd	Body Corporate Share Holders :- 1. Shaji Baby John 2. Rita Shaji John	625,000	Promoter	N.A
12	Kings Properties and Housing Ltd	Body Corporate Share Holders :- 1. Shaji Baby John 2. Radhakrishnan P 3. Saji Mathew 4. Anoop K P 5. Rita Shaji John 6. Hari Narayanan 7. King Fisheries Ltd 8. Baby John Shaji 9. Peter John Shaji	625,000	Promoter	N.A
13	Kings Infomatica Solutions Pvt Ltd	Body Corporate Share Holders :- 1. Shaji Baby John 2. Rita Shaji John	625,000	Promoter	N.A
14	Aranco Infra Developers Pvt Ltd	Body Corporate Share Holders :- 1. Roy Yohannan 2. M O Davis	160,000	Non Promoter	N.A
15	Lilly Garden Holiday Homes Pvt Ltd	Body Corporate Share Holders :- 1. Sebastian Joseph 2. Lilly Sebastian 3. P J Thomas	200,000	Non Promoter	N.A
16	Analysis Securities Pvt Ltd	Body Corporate Share Holders :- 1. Ashok Kaushik 2. Komal Kiran Kaushik	120,000	Non Promoter	N.A

		3. Rajkishore Kaushik			
		4. Sheel Kumar Kaushik			
		5. Dhruv Kaushik			
		6. Siddarth Kaushik			
		7. Parvati Kaushik			
17	BK Somashekar	Individual	200000	Non Promoter	N.A
18	BS Umadevi	Individual	200000	Non Promoter	N.A
19	BS Adithya	Individual	325000	Non Promoter	N.A
20	B A Rekha	Individual	200000	Non Promoter	N.A
21	Shobha S	Individual	200000	Non Promoter	N.A
22	Revathi HK	Individual	200000	Non Promoter	N.A
23	Nandini KV	Individual	200000	Non Promoter	N.A
24	Sowjanya Deepthi	Individual	200000	Non Promoter	N.A
25	K Sridhar	Individual	200000	Non Promoter	N.A
26	Eldhose M Paul	Individual	140000	Non Promoter	N.A
27	Jacob Mathew	Individual	160000	Non Promoter	N.A
28	Ajay Bhaskar	Individual	200000	Non Promoter	N.A
	Total		11,000,000		

“RESOLVED FURTHER THAT the Equity Shares on Preferential basis shall be issued by the company on the following terms and conditions:

- 1) The equity shares to be issued on preferential basis to above allottees shall be locked in for a period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.
- 2) The entire amount of the value per share i.e. Rs.10 /- (Rupees Ten only) per share is to be paid at the time of application.”

“RESOLVED FURTHER THAT the shares referred to above shall in all respect rank pari-passu with the existing fully paid up equity shares of the company, provided that they shall confer on the holders, the right to dividend, if any, for the financial year in which they are allotted.”

“RESOLVED FURTHER THAT the funds so raised shall be utilized to meet the additional fund requirements for capital expenditure including funding long term working capital requirements and for other approved corporate purposes.”

“RESOLVED FURTHER THAT the relevant date, in relation to the shares for the purpose of determining the issue price under SEBI (Issue of Capital and Disclosure Requirements) Regulation 2009 relating to the preferential issue, shall be April 17, 2015.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the said Special Resolution u/s. 62 and other applicable provisions of the Companies Act, 2013 the Board of Directors of the Company are hereby Authorized to take such steps and to do all such acts, deeds, matters and things and agree and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as they deem fit and appropriate and give such directions / instructions as may be necessary to settle any question or difficulty for the offer / issue and allotment of Equity Shares in such manner as may

be deemed fit and appropriate by the Board of Directors and or any legal / regulatory body, to be most beneficial to the company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby Authorized to delegate any or all the powers conferred upon it by this resolution, to any committee formed thereof for the powers conferred upon it by this resolution, to any individual(s) so Authorized by the Board.”

“**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby Authorized to determine the terms and conditions of the issue including face value, quantity, issue price (Including Price range), manner of calls etc. in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company and to approach SEBI and / or any other competent authority to do all such acts, deeds , matters and things as may be necessary, appropriate and proper or expedient for giving effect to the above Resolution.”

Item No. 5: Issue on preferential basis of Warrants convertible into Equity shares in the Company

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

“**RESOLVED THAT** in accordance with the provisions of section 62 and other applicable provisions if any of the Companies Act, 2013 and rules thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and in accordance with the existing guidelines issued by the Securities and Exchange Board of India (SEBI) and subject to all other applicable laws, rules, regulations, circulars and guidelines and subject to such necessary approvals, consents, permissions and / or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, Secretariat of Industrial Approvals under the Foreign Exchange Management Act, 1999 (including any statutory modification or reenactment thereof, for the time being in force) and other applicable laws, and subject to such terms and conditions as may be determined by the board of directors of the Company (herein after referred to as “The Board” which expression shall include a committee, constituted for the time being in force, thereof) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the Company be and is hereby accorded to Board and the Board be and is hereby authorised to offer, issue and allot on preferential basis, up to 1,10,00,000 (One Crore Ten Lakhs) convertible warrants of face value of Rs. 10/- each at a price of Rs. 10/- per share aggregating to Rs. 11,00,00,000/- (Rupees Eleven Crores Only) being the price which is in accordance with the guidelines for Preferential Issue contained in Chapter VII of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, (SEBI ICDR Regulations) to Promoters, Promoter Group and to Non Promoters (as stated in the Table below) against unsecured loans of Rs. 4,57,31,050/- and the balance amount in cash, on a Preferential basis:

Sl No	Name of the proposed Allottees	Nature of persons who are ultimate beneficial owner	No of Convertible share Warrants to be allotted	Category: Promoter / Non-Promoter	Allottee is :QIB/MF/FI/Trust/Banks
1	Shaji Baby John	Individual	2,250,000	Promoter	N.A
2	Rita Shaji John	Individual	300,000	Promoter	N.A
3	Baby John S	Individual	680,000	Promoter	N.A
4	Peter John S	Individual	50,000	Promoter	N.A
5	Shibu Baby John	Individual	25,000	Promoter	N.A
6	Annie Mathew John	Individual	25,000	Promoter	N.A
7	King Fisheries Ltd	Body Corporate	25,000	Promoter	N.A

		Share Holders :- 1. Annamma B John 2. Shaji Baby John 3. Shibu Baby John 4. Sheela James 5. Baby John 6. P.V.Varghese 7. G. Varghese 8. Leelamma Varghese 9. Soosamma Varghese 10.Achu Baby John 11.Thankamma Koshy 12.Thankamma Varkey 13.P.V.Joseph 14.Shalini James 15.Resmi James 16.Tharun James 17.Annamma Varghese 18.Omana B John 19.CK Thomas			
8	Venus Fisheries P Ltd.	Body Corporate Share Holders :- 1. Annamma Baby John 2. Baby John 3. Diane Fernandez 4. Mary John 5. Shibu Baby John 6. Shaji Baby John 7. Sheela James 8. Alex Cheryan	2,815,000	Promoter	N.A
9	Sheela James	Individual	25,000	Promoter	N.A
10	Annamma B John	Individual	25,000	Promoter	N.A
11	Good Times India Holidays and Travels Pvt Ltd	Body Corporate Share Holders :-	625,000	Promoter	N.A

12	Kings Properties and Housing Ltd	1. Shaji Baby John 2. Rita Shaji John Body Corporate Share Holders :- 1. Shaji Baby John 2. Radhakrishnan P 3. Saji Mathew 4. Anoop K P 5. Rita Shaji John 6. Hari Narayanan 7. King Fisheries Ltd 8. Baby John Shaji 9. Peter John Shaji	625,000	Promoter	N.A
13	Kings Infomatica Solutions Pvt Ltd	Body Corporate Share Holders :- 1. Shaji Baby John 2. Rita Shaji John	625,000	Promoter	N.A
14	Aranco Infra Developers Pvt Ltd	Body Corporate Share Holders :- 1. Roy Yohannan 2. M O Davis	160,000	Non Promoter	N.A
15	Lilly Garden Holiday Homes Pvt Ltd	Body Corporate Share Holders :- 1. Sebastian Joseph 2. Lilly Sebastian 3. P J Thomas	200,000	Non Promoter	N.A
16	Analysis Securities Pvt Ltd	Body Corporate Share Holders :- 1. Ashok Kaushik 2. Komal Kiran Kaushik 3. Rajkishore Kaushik 4. Sheel Kumar Kaushik 5. Dhruv Kaushik 6. Siddarth Kaushik	120,000	Non Promoter	N.A

		7. Parvati Kaushik			
17	BK Somashekar	Individual	200000	Non Promoter	N.A
18	BS Umadevi	Individual	200000	Non Promoter	N.A
19	BS Adithya	Individual	325000	Non Promoter	N.A
20	B A Rekha	Individual	200000	Non Promoter	N.A
21	Shobha S	Individual	200000	Non Promoter	N.A
22	Revathi HK	Individual	200000	Non Promoter	N.A
23	Nandini KV	Individual	200000	Non Promoter	N.A
24	Sowjanya Deepthi	Individual	200000	Non Promoter	N.A
25	K Sridhar	Individual	200000	Non Promoter	N.A
26	Eldhose M Paul	Individual	140000	Non Promoter	N.A
27	Jacob Mathew	Individual	160000	Non Promoter	N.A
28	Ajay Bhaskar	Individual	200000	Non Promoter	N.A
	Total		11,000,000		

“RESOLVED FURTHER THAT the said Warrants shall be converted within a period not exceeding eighteen months from the date of allotment of the Warrants, in one or more tranches, in accordance with the SEBI Regulations and other relevant regulations as may be prevailing at the time of allotment of shares, and that the Warrants so issued or allotted give rise (on allotment or conversion/ exercise of right) to not more than 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- each fully paid-up.”

“RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

- i. An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant Holder at the time of exercising the option;
- ii. In the event the Warrant Holder does not exercise the option of conversion within 18 months from the date of allotment of Warrants, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company;
- iii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;
- iv. Each convertible warrant shall be convertible into one (1) equity share of face value of Rs. 10/- per share; and
- v. The equity shares allotted, upon conversion of convertible warrants to be issued on preferential basis to above allottees, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.”

“RESOLVED FURTHER THAT the shares allotted upon conversion of convertible warrants, as referred to above, shall in all respect rank pari-passu with the existing fully paid up equity shares of the company, provided that they shall confer on the holders of the right to dividend, if any, for the financial year in which they are allotted .

“RESOLVED FURTHER THAT the funds so raised shall be utilized to meet the additional fund requirements for capital expenditure including funding long term working capital requirements, and for other approved corporate purposes.”

“RESOLVED FURTHER THAT the relevant date, in relation to the shares for the purpose of determining the issue price under SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 relating to the preferential issue, shall be April 17, 2015.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby Authorized to determine the terms and conditions of the issue including face value , quantity, issue price (Including Price range), manner of calls etc. in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company and to approach SEBI and / or any other competent authority to do all such acts, deeds , matters and things as may be necessary , appropriate and proper or expedient for giving effect to the above Resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the said Special Resolutions under applicable provisions of the Companies Act, 2013, the Board of Directors of the Company are hereby Authorized to take such steps and to do all such acts, deeds , matters and things and agree and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as they deem fit and appropriate and give such directions / instructions as may be necessary to settle any question or difficulty for the offer / issue and allotment of Equity Shares and Convertible Warrants in such manner as may be deemed fit and appropriate by the Board of Directors and or any legal / regulatory body , to be most beneficial to the company.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby Authorized to delegate any or all the powers conferred upon it by this resolution, to any committee formed thereof or to any individual(s) so authorized by the Board.”

By Order of the Board of Directors

Date : 21-04-2015

Place: Cochin

**Sd/-
Chairman**

 **Notes:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- 2) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed and forms part of the Notice.
- 3) Members / Proxies should bring attendance slip duly filled in for attending the meeting.
- 4) Electronic copy of the Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 5) Members are requested to notify immediately any change in their address details to the Company’s Registrar and share transfer agents for shares held in demat / physical form at SKDC Consultants Ltd, Kanapathy Towers, 03rd Floor, 1391/A1, Sathy Road, Ganapathy, Coimbatore -641 006.

6) Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members, facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The Board of Directors of the company has appointed C.A. Jomy Saimon, ACA (M.No:221929), GSPU & Associates (FRN.No.:011266S), Chartered Accountants, Third Floor, Al-Fiya Building, Lisie Jn.Opp. Reserve Bank of India, Kaloor, Cochin – 682018 .Telephone: 0484 4015019, Mobile: 09495212418, E-mail: jomysaimonca@yahoo.com, as the scrutiniser for evoting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 16th May 2015 at 9.00AM and ends on 18th May 2015 at 5.00PM . During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12th May 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

	<ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (150422004) for the relevant Company <Kings Infra Ventures Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS IS ANNEXED HERETO.

Item Nos. 1& 2: Increase in Authorised Capital of the Company and Alteration of Memorandum of Association and Article of Association of the Company.

At present the Authorised Share Capital of the Company is Rs. 3,50,00,000 /- (Rupees Three Crores Fifty Lakhs Only) divided into 35,00,000 (Thirty Five Lakhs) Equity Shares of Rs.10/- each. For the purpose of expansion of business, it is required to increase authorised share Capital of the Company to Rs. 25,10,00,000/- (Rupees Twenty Five Crores Ten Lakhs Only) divided into 2,51,00,000 (Two Crores Fifty One Lakhs) Equity Shares of Rs.10/- (Rupees Ten only). Consequent upon the increase in the authorised Share Capital of the Company, its Memorandum of Association and Articles of Association need appropriate alterations.

Hence the resolutions are recommended by Directors for approval of the members. None of the Directors of the Company is in any way concerned or interested in the said resolutions.

Item No 3: Alteration of Article of Association of the company for Insertion of Article relating to Issue of Share Warrants

The Articles of Association of the Company, currently as they stand, have no provision for issue of Share Warrants. Accordingly, the new Articles relating to Share Warrants are inserted so as to facilitate the issue of share warrants and thereby facilitate fund raising activity of the Company. As such, the Articles of Association needs appropriate alterations.

Hence the resolution is recommended by Directors for approval of the members. None of the Directors of the Company is in any way concerned or interested in the said resolution.

Item No 4 & 5: Issue of Equity Shares and Convertible Warrants on Preferential Basis

As per Section 62 of the Companies Act, 2013, approval of shareholders in the General Meeting is required for allotment of equity shares and convertible warrants on preferential basis and hence the resolution is placed before the shareholders.

The Directors recommend the resolution for your approval.

The required disclosure as per 73(1) of SEBI ICDR Regulations regarding Proposed issue is as under:-

- 1) **Objects of this issue:** - The object of the issue is to meet fund requirements of the Company or capital expenditure, including funding long term working capital requirements, and for other approved corporate purposes.
- 2) **Intention of Promoters /Directors /Key management persons to subscribe to the offer :**
 Following persons / entities forming part of Promoter / Promoter Group/ Directors/ Key Management Persons of the Company intend to subscribe 80,95,000 equity shares and 80,95,000 convertible warrants in the proposed preferential issue. Apart from the above, no other promoter, director, key management personnel intends to subscribe to any equity share in the proposed preferential issue.

Sr. No.	Name of the proposed allottee	Category (Promoter /Director/ KMP)	No. of Shares intended to be subscribed	No. of Convertible Warrants intended to be subscribed
1	Shaji Baby John	Promoter/ Director/ KMP	2,250,000	2,250,000
2	Rita Shaji John	Promoter/ Director	300,000	300,000
3	Baby John S	Promoter/ Director/ KMP	680,000	680,000
4	Peter John S	Promoter	50,000	50,000
5	Shibu Baby John	Promoter	25,000	25,000
6	Annie Mathew John	Promoter	25,000	25,000
7	King Fisheries Ltd.	Promoter	25,000	25,000
8	Venus Fisheries P Ltd.	Promoter	2,815,000	2,815,000
9	Sheela James	Promoter	25,000	25,000
10	Annamma B John	Promoter	25,000	25,000
11	Good Times India Holidays and Travels Pvt Ltd	Promoter	625,000	625,000
12	Kings Properties and Housing Ltd	Promoter	625,000	625,000
13	Kings Infomatica Solutions Pvt Ltd	Promoter	625,000	625,000
	Total		80,95,000	80,95,000

3) **Shareholding pattern after the issue:-**

The shareholding pattern after completion of the proposed preferential issue would be as under:-

Sr. No.	Category	Pre - issue			Post issue of Equity Shares and conversion of Warrants into Equity Shares		
		No. of share Holders	No of Shares	% of Capital	No. of share Holders	No of Shares	% of Capital
A	Shareholding of Promoter and Promoter Group						
1	Indian						
(a)	Individuals/ Hindu Undivided Family	23	1475491	47.716%	23	8235491	32.821%
(b)	Central Government/ State Government(s)	-	-	-	-	-	
(c)	Bodies Corporate	2	843525	27.279%	5	10273525	40.943%
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any Others(Specify)	-	-	-	-	-	-
	Sub Total(A)(1)	25	2319016	74.994%	28	18509016	73.764%
2	Foreign	-	-	-	-	-	-
	Sub Total(A)(2)	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	25	2,319,016	74.994%	28	18,509,016	73.764%
(B)	Public shareholding						
1	Institutions						
	Sub-Total (B)(1)	-	-	-	-	-	-
		-	-	-	-	-	-
B 2	Non-institutions						
(a)	Bodies Corporate	7	110874	3.586%	10	1070874	4.268%
(b)	Individuals						
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	347	186577	6.034%	347	186577	0.744%
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	17	468942	15.165%	29	5318942	21.198%
(c)	Qualified Foreign Investor				0		
(d)	Any Other (specify)				0		
(d-i)	Non Resident Indians	1	4114	0.133%	1	4114	0.016%
(d-ii)	Hindu Undivided Families	3	2727	0.088%	3	2727	0.011%
	Sub-Total (B)(2)	375	773,234	25.006%	390	6,583,234	26.236%
	GRAND TOTAL (A)+(B)	400	3,092,250	100%	418	25,092,250	100%

Notes:-

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on March 31, 2015 as provided by the Registrar and Share Transfer Agent.
- 2) The post- issue shareholding pattern has been arrived on the assumption that 1,10,00,000 equity shares will be subscribed fully by the proposed allottees and the 1,10,00,000 share warrants will be subscribed and converted by the proposed allottees, as stated above.
- 3) **Proposed Time within which the allotment shall be completed.**

The allotment of shares and convertible warrants issued on Preferential basis shall be completed within 15 days from the date of shareholders approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per SEBI Guidelines, the allotment shall be completed within 15 days from the date of such approval.

- 4) **The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by him:**

The proposed allottees were interested to invest in our company and they approached us in the past when the company decided to raise funds by way of issue of equity shares on preferential basis. Subsequently the company approached the allottees to find out their intention to subscribe to preferential issue and the proposed allottees have given their consent to subscribe to the same. The percentage of the post-preferential issue capital held by the proposed allottees is follows:-

Sr. No.	Name & Address	Nature of the Person who are ultimate beneficial owner	No. of shares		% of Shares held		Category (Promoter /Non Promoter)
			Pre-Issue of Shares	Post-Issue of shares	Pre-Issue of Shares	Post-Issue of shares	
1	Shaji Baby John	Individual	457,428	4,957,428	14.793%	19.757%	Promoter
2	Rita Shaji John	Individual	68,025	668,025	2.200%	2.662%	Promoter
3	Baby John S	Individual	29,000	1,389,000	0.938%	5.536%	Promoter
4	Peter John S	Individual	29,000	129,000	0.938%	0.514%	Promoter
5	Shibu Baby John	Individual	423,900	473,900	13.708%	1.889%	Promoter
6	Annie Mathew John	Individual	34,500	84,500	1.116%	0.337%	Promoter
7	King Fisheries Ltd.	Body Corporate Share Holders :- 1. Annamma B John 2. Shaji Baby John 3. Shibu Baby John 4. Sheela James 5. Baby John 6. P.V.Varghese 7. G. Varghese 8. Leelamma Varghese 9. Soosamma Varghese 10. Achu Baby John 11. Thankamma Koshy	210,000	260,000	6.791%	1.036%	Promoter

		12.Thankamma Varkey 14.Shalini James 15.Resmi James 16.Tharun James 17.Annamma Varghese 18.Omana B John 19.CK Thomas					
8	Venus Fisheries P Ltd.	Body Corporate Share Holders :- 1. Annamma Baby John 2. Baby John 3. Diane Fernandez 4. Mary John 5. Shibu Baby John 6. Shaji Baby John 7. Sheela James 8. Alex Cheryan	633,525	6,263,525	20.488%	24.962%	Promoter
9	Sheela James	Individual	126,300	176,300	4.084%	0.703%	Promoter
10	Annamma B John	Individual	122,625	172,625	3.966%	0.688%	Promoter
11	Good Times India Holidays and Travels Pvt Ltd	Body Corporate Share Holders :- 1. Shaji Baby John 2. Rita Shaji John	-	1,250,000	0.000%	4.982%	Promoter
12	Kings Properties and Housing Ltd	Body Corporate Share Holders :- 1. Shaji Baby John 2. Radhakrishnan P 3. Saji Mathew 4. Anoop K P 5. Rita Shaji John 6. Hari Narayanan 7. King Fisheries Ltd 8. Baby John Shaji 9. Peter John Shaji	-	1,250,000	0.000%	4.982%	Promoter
13	Kings Infomatica Solutions Pvt Ltd	Body Corporate Share Holders :- 1. Shaji Baby John 2. Rita Shaji John	-	1,250,000	0.000%	4.982%	Promoter
14	Aranco Infra Developers Pvt Ltd	Body Corporate Share Holders :- 1. Roy Yohannan 2. M O Davis	-	320,000	0.000%	1.275%	Non Promoter

15	Lilly Garden Holiday Homes Pvt Ltd	Body Corporate Share Holders :- 1. Sebastian Joseph 2. Lilly Sebastian 3. P J Thomas	-	400,000	0.000%	1.594%	Non Promoter
16	Analysis Securities Pvt Ltd	Body Corporate Share Holders :- 1. Ashok Kaushik 2. Komal Kiran Kaushik 3. Rajkishore Kaushik 4. Sheel Kumar Kaushik 5. Dhruv Kaushik 6. Siddarth Kaushik 7. Parvati Kaushik	-	240,000	0.000%	0.956%	Non Promoter
17	BK somashekar	Individual	-	400,000	0.000%	1.594%	Non Promoter
18	BS Umadevi	Individual	-	400,000	0.000%	1.594%	Non Promoter
19	BS Adithya	Individual	-	650,000	0.000%	2.590%	Non Promoter
20	B A Rekha	Individual	-	400,000	0.000%	1.594%	Non Promoter
21	Shobha S	Individual	-	400,000	0.000%	1.594%	Non Promoter
22	Revathi HK	Individual	-	400,000	0.000%	1.594%	Non Promoter
23	Nandini KV	Individual	-	400,000	0.000%	1.594%	Non Promoter
24	Sowjanya Deepthi	Individual	-	400,000	0.000%	1.594%	Non Promoter
25	K Sridhar	Individual	-	400,000	0.000%	1.594%	Non Promoter
26	Eldhose M Paul	Individual	-	280,000	0.000%	1.116%	Non Promoter
27	Jacob Mathew	Individual	-	320,000	0.000%	1.275%	Non Promoter
28	Ajay Bhaskar	Individual	-	400,000	0.000%	1.594%	Non Promoter
	Total		2,134,303	24,134,303	69.021%	96.182%	

The Proposed allottees have not sold any shares during the 6 months period prior to the relevant date.

5) Lock- In

The equity shares to be allotted on preferential basis shall be subject to lock in as per the applicable SEBI ICDR Regulations, 2009.

6) Change in the control or composition of the Board.

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

7) Price of the issue:-

The shares are proposed to be allotted on preferential basis at a price of Rs. 10/- per share, which is higher than the price arrived at as per SEBI ICDR Regulations, 2009.

8) The Certificate issued by M/s. Sankar & Moorthy, Chartered Accountants, Statutory Auditors of the Company, as to the Pricing of the issue, and that this preferential issue of securities is being made in accordance with the Regulations on Preferential Allotment issued by SEBI, is being placed before the shareholders at the Meeting and is also available for inspection at the Registered Office of the company during the business hours on any working day.

9) Other terms of issue for convertible warrants:

1. The proposed allottee of the Warrants shall on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the total consideration per Warrant.
 2. The holder(s) of each Warrant will be entitled to apply for and obtain allotment of one equity share against such Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the Warrant holder shall pay the balance of the consideration towards the subscription to each equity share.
 3. If the entitlement against the Warrants to apply for equity shares is not exercised within the aforesaid period, the entitlement of the Warrant holders to apply for the equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.
 4. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share against each Warrant by appropriating Rs.10/- per equity share towards equity share capital and the balance amount paid against each Warrant towards the securities premium amount, if any.
 5. The Warrant by itself till converted into equity shares, does not give to the holder(s) thereof any rights of the shareholders of the Company.
 6. The equity shares issued as above shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid up equity shares of the Company. The allotment of Warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2013. Due to above preferential allotment of Warrants and the resultant issue of equity shares, no change in the management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2013, if any applicable, consequent to the allotment of shares on conversion of Warrants as proposed above.
- 10) In terms of SEBI (ICDR) Regulations, 2009, Kings Infra Ventures Limited hereby undertakes that :
- It shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so.
 - If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

The Consent of the shareholders is being sought pursuant to the provision of section 62 and other applicable provisions of the Companies Act, 2013, if any, and in terms of provisions of the Listing Agreements executed by the company with the Stock Exchanges in India which the company's shares are listed.

Mr. Shaji Baby John, Mrs. Rita Shaji John & Mr. Baby John Shaji, directors of the Company are deemed to be interested in this resolution to the extent of the shares proposed to be allotted to them. None of the other directors of the company may be deemed to be interested in this resolution.

The Board recommends the special resolutions set out in the notice for approval by the members.

Registered Office:
A-1, First Floor, Atria Apartments
Opp. Gurudwara Temple
Perumanoor Road, Thevara
Cochin - 682015

By the Order of the Board

Sd/-
Chairman

Dated : 21-04-2015
Place : Cochin

Form No. MGT-11

Kings Infra Venture Limited
CIN: L05005KL1987PLC004913
Registered office: A1, First Floor, Atria Apartments
Opp. Gurudwara Temple, Perumanoor Road
Thevara, Cochin - 682015

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Shareholder-----Address:-----

Email ID:-----Folio /No/DPID/ & Client ID-----

I/We, being the member (s) of Shares of the above named company, hereby appoint

- 1)-----of-----having e-mail id-----or failing him
- 2)-----of-----having e-mail id-----or failing him
- 3)-----of-----having e-mail id-----or failing him

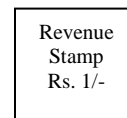
and whose and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held 10.00 a.m, Tuesday, May 19, 2015 at the registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Description	For	Against
	Special Business		
1.	Increase in Authorised Capital of the Company and Alteration of Memorandum of Association		
2.	Increase in Authorised Capital of the Company and Alteration of Articles of Association		
3.	Alteration of Articles of Association of the Company for insertion of articles pertaining to Share Warrants		
4.	Issue of equity shares on preferential basis		
5.	Issue of convertible warrants on preferential basis		

Signed this..... day of..... 2015

Signature of the shareholder _____

[Signature of Proxy] _____



Note: 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.

ATTENDANCE SLIP

Extra Ordinary General Meeting

Reg.Folio No_____	Name of Shareholder_____
D.P.I.D*_____	Client ID*_____
Email ID: _____	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the company being held on Tuesday, May 19, 2015 at 10.00 a.m. at the registered office of the company

Signature of the shareholder(s), / Proxy/

Representative_____

Note:

1) Member / proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand over the same duly signed at the Venue.