

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges)

1. Corporate Governance Philosophy:

The Company is committed to good corporate governance and endeavors to implement the Code of Corporate Governance in its true spirit.

The philosophy of the Company in relation to corporate governance is to ensure transparency in all its operations and make disclosures and enhance shareholder value without compromising in any way on compliance with the laws and regulations.

The Company believes that good governance brings about sustained corporate growth and long – term benefits for stakeholders.

In India, corporate governance standards for listed companies are regulated by the Securities and Exchange Board of India (SEBI) through Clause 49 of the Listing Agreement of the Stock Exchanges. The Company has always strived to ensure that it has been fully compliant with the stipulations mandated by Clause 49. As a Company which believes in implementing corporate governance practices that go beyond meeting the letter of law, the Company has adopted practices mandated in the revised Clause 49 and has established procedures and systems to remain fully compliant with it as on 31st March, 2014. The company is in full compliance with all the corporate governance requirements as stipulated under Clause 49 of the listing agreement with the stock exchanges.

2. Board of Directors:

- **Composition**

The Board of Directors of the Company is composed of seven directors of which four are Non – Executive Directors and three Executive Directors. The Chairman of the Board is the Managing Director and of the seven directors, four are Independent Directors as per the criteria of independence stated in the Listing Agreement. The optimum combination of Executive, Non – Executive and Independent Directors ensure independence of the Board and separation of Board function of governance and management.

- **Board Meetings**

During period from 01st April, 2013 to 31st March, 2014, seven Board Meetings were held on May 30, 2013; August 14, 2013; September 14, 2013; November 14, 2013; November 30, 2013; February 10, 2014 and March 04, 2014.

Details of attendance of each Director at the Meetings of the Board Meetings and last Annual General Meeting and the number of companies and committees where he is a Director/ Member during the Financial Year ending 31st March, 2014 are as follows:

Name of the Director	Category	Attendance		No. of Directorships in Public Limited companies excluding this company	Committee Memberships (including this Company)	
		Board	AGM		Chairman	Member
Shaji Baby John	CMD	6	YES	5	NIL	3
Baby John Shaji*	ED	NIL	NO	NIL	NIL	NIL
Sreenakesh V	NED & I	6	YES	3	NIL	1
N. Rajendran	NED & I	7	YES	NIL	1	1
Rathina Asohan	NED & I	1	YES	NIL	1	NIL
C. K.Gopalan Nair**	ED	7	YES	2	1	1
Mathews Daniel	NED & I	NIL	YES	NIL	NIL	NIL

CMD – Chairman and Managing Director; ED – Executive Director; NED – Non – Executive Director; I – Independent Director.

*appointed with effect from 10.02.2014 as Additional Director and as Executive Director – Projects with effect from 12.08.2014

**appointed with effect from 15.09.2013

- **Codes of Conduct**

The Board of Directors has laid down two separate Codes of Conduct – one for Directors and another for Senior Management and Employees. All Board Members and Senior Management Personnel have affirmed compliance with the respective Code of Conduct for the year under review. A Declaration signed by the Chairman cum Managing Director to this effect is annexed to this report.

- **CEO/CFO Certification**

As required under Section V of the Clause 49 of the Listing Agreement with Stock Exchanges the Managing Director and the Director [Finance] of the Company have certified to the Board regarding their review on the Financial Statements, Cash Flow Statement and other matters related to internal controls in the prescribed format for the year ended 31st March, 2014.

- **Prevention of Insider Trading**

The Company has, in compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, adopted a Code of Conduct for prevention of Insider Trading. This code is applicable

to all Board Members/Officers/ designated employees. The objective of this code is to prevent purchase and /or sale of shares of the Company by an insider on the basis of unpublished price sensitive information.

Committees of the Board:

- **Audit Committee**

- ❖ **Composition**

The Audit Committee comprised of Mr. N. Rajendran, Mr. Sreenakesh V, Non – Executive Independent Directors and Mr. Shaji Baby John, Chairman and Managing Director of the Company, with Mr. N. Rajendran as its Chairman.

- ❖ **Meetings and the Attendance during the Year**

Four Meetings of the Audit Committee were held during the year on 30.05.2013, 14.08.2013, 14.11.2013 and 10.02.2014

Name of Director	No. of Meetings Attended
Shaji Baby John	3
Sreenakesh V	4
N. Rajendran	4

- ❖ **Brief Description of Terms of Reference**

The Terms of Reference of Audit Committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreements as well as in Section 292 A of the Companies Act, 1956. The role of Audit Committee is as prescribed under Clause 49 (II) (D) of the Listing Agreement.

- **Investor/ Shareholder’s Grievance Committee**

- ❖ **Composition**

The Investor Grievance Committee is functioning to look into redressal of Investor/ Shareholders complaints expeditiously. The Committee comprised of Mr. Rathina Asohan, Non – Executive Independent Director, Mr. C. K. Gopalan Nair, Executive Director and Mr. Shaji Baby John, Chairman and Managing Director of the Company, with Mr. Rathina Asokan its Chairman.

During the year, the Company received no complaint and there was no complaint pending as on March 31, 2014.

- **Remuneration Committee and Remuneration Policy**

The Company continued with its Remuneration Committee with Mr. C. K. Gopalan Nair, Executive Director, as Chairman and Mr. Shaji Baby John and Mr. N. Rajendran as members during the year ended 31st March, 2014.

The Company renamed its Remuneration Committee as Nomination and Remuneration Committee and reconstituted the Committee with Mr. Rathina Asokan, Non – Executive Independent Director, as Chairman and Mr. Sreenakesh V and Mr. N. Rajendran as members.

The Non – Executive Directors do not receive any remuneration from the Company and no sitting fee is paid to the Directors for attending the meeting of the Board of Directors/ Board Committee.

The remuneration paid to the Executive Directors were as follows

Name of Director	Total Remuneration Paid during the Year
Mr. Shaji Baby John	Rs. 1200000/-
Mr. C. K. Gopalan Nair	Rs. 1,50,000/-

3. Notes on Directors seeking Appointment/ Re – appointment

Brief resumes of directors seeking appointment/ re – appointment are given below:

Name of Director	Narayana Pillai Rajendran	Mathews Daniel	Rathina Asokan	Baby John Shaji	Gopalan Nair Chundezham Karunakara Panicker
Date of Birth	12-12-1954	10-07-1967	25-12-1949	17-05-1986	19-03-1953
Date of Appointment	30-10-2008	14-02-2013	29-05-2010	10-02-2014	15-09-2012
Qualifications	B.Sc, L.L.B & CAIIB	B.E (Computer Science), Degree in Gemological Science	B.Sc., B.L	B.Tech, Master of Science in Strategic Project Management from Heriot-Watt University	CAIIB, CFA, CISA
Expertise in specific functional area	Twenty eight years of experience in banking and nine years in legal	He is an expert in executing and completing projects in infrastructure	Thirty nine years of experience in practice of law and exposure in	He is an expert in Information Technology with more than three years experience in	Thirty nine years of experience of which <ul style="list-style-type: none"> • 26 years as officer in leading public sector bank. • 13 years work

	profession.	and real-estate developing. He has more than ten years of experience.	corporate affairs.	IT Business.	experience in private sector and in consulting <ul style="list-style-type: none"> • Experience in various areas of finance such as corporate finance IT, foreign exchange and International banking
Directorship in other Indian Public Limited Companies as on 31-03-2014	NIL	NIL	NIL	NIL	Kings International Limited Kings Securities Ltd
Chairman/Membership of committees in other Indian Public Limited Companies as on 31-03-2014 (C= Chairman M= Member)	NIL	NIL	NIL	NIL	NIL
No. of shares held in the company as on 31-03-2014	NIL	NIL	NIL	29,000	NIL

4. Disclosures.

- a) No transaction of material nature has been entered into by the company with the promoters/related parties that may have potential conflict with the interests of the company.
- b) There was no instance of non-compliance and no penalty or strictures imposed on the company by stock exchanges, SEBI or any statutory authority on any matter relating to capital markets during the year.
- c) The company had no share certificate which has remained unclaimed by any shareholder.
- d) The company has fulfilled the following non-mandatory requirements:
 - i) The company continues in a regime of unqualified statutory financial statements.
 - ii) The company ensures that the independent directors of the company have the requisite qualification and experience, which would be of benefit to the company.

5. Means of Communication

The quarterly unaudited financial results and the annual audited financial results are normally published in Financial Express and Kerala Kaumudi. The annual reports and accounts are posted to every shareholder of the company.

6. Management Discussion and Analysis Report

Management Discussion and Analysis Report has been attached to the Directors' Report and forms part of this Annual Report.

7. General Body Meetings

a) Details of the location, date and time of the last three Annual General Meetings (AGM) are as given below:

Year	Location	Date	Time	Special Resolution Passed
2012-13	Registered office	28.09.2013	11.00 A M	NIL
2011-12	Registered office	15.09.2012	11.00 A M	YES
2010 -11	- do -	26.09.2011	11.00 A M	NIL

b) Special Resolutions passed in the last 3 Annual General Meetings.

Year	Special Resolutions Passed
2012-13	NIL
2011-12	1 Special Resolution – De-listing of shares of the company from Cochin Stock Exchange.
2010-11	NIL

c) Postal ballot

No resolution was put through postal ballot during the year. None of the business proposed in the ensuing AGM require passing a resolution through postal ballot.

d) Details of the location, date and time of the last three Extraordinary General Meetings (EGM) are as given below

Year	Location	Date	Time	Particulars of Special Resolution Passed
2013-14	NIL	-	-	-
2012-13	Registered office	30.04.2012	11.00 AM	1. Change of Registered Office from Kerala to Karnataka (subject to approval of the CLB) 2. Change of Situation Clause of the Memorandum of Association of the Company.
2011-12	NIL	-	-	-

8. General Shareholder Information

- Annual General Meeting

Day & Date : Saturday, September 27, 2014
Time : 11.00 A.M
Venue : A – 1, First Floor,
Atria Apartments, Opposite
Gurudwara Temple
Perumanoor Road, Thevara
Cochin – 682015.

- Financial Year : 01st April 2013 to 31st March 2014
- Book Closure Dates : 22th September, 2014 to 27th September, 2014
- Listing on Stock Exchanges : Bombay Stock Exchange Limited (BSE)
- Stock Code : 530215 (BSE)
- Market Price Data :

Scrip Code	Scrip Name	LTP	52 Weeks High (Price/Date)	52 Weeks Low (Price/Date)	All Time High (Price/Date)	All Time Low (Price/Date)
530215	<u>KINGSINFRA</u>	----	24.50 (25 th April, 2013)	5.30 (17 th September, 2013)	30.00 (23 rd May, 1995)	5.30 (17 th September, 2013)

Note: - 52 Weeks High Low Prices are adjusted prices.
All Time High Low Prices are unadjusted prices.

- Registrar & Share Transfer Agents : SKDC Consultants Limited
Kanapathy Towers

3rd Floor, 1391/1 – A, Sathy Road
 Ganapathy, Coimbatore – 641 012.
 E – mail: info@skdc-consultants.com

- Compliance Officer : Mr. Mohanan Krishnankutty
 D – 1, First Floor, Atria Apartment
 Opp. Gurudwara Temple, Perumanoor Road
 Thevara, Cochin – 682 015.

- Share Holding Pattern :

Category	No. of Equity Shares Held	% of Shareholding
Promoters	23,19,016	74.99
Banks & other Institutions	NIL	NIL
FII's/NRI's/ OBC	NIL	NIL
Domestic Companies	1,12,929	3.65
Resident Individuals & Others	6,60,305	21.36
Total	3,092,250	100.000

- Distribution of Shareholding :

No. of Equity Shares	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
1-100	17	4.38	1161	0.04
101-200	127	32.73	25305	0.82
201-300	48	12.37	14320	0.46
301-400	28	7.22	10819	0.35
401-500	33	8.51	16500	0.53
501-1000	72	18.56	54247	1.75
1001-2000	13	3.35	20376	0.66
2001-3000	3	0.77	7675	0.25
3001-4000	2	0.52	6400	0.21
4001-5000	0	0	0	0

5001-10000	16	4.12	113603	3.67
10001 & above	29	7.47	2821844	91.26
• Total	388	100.000	3092250	100

- Dematerialization

The company has entered into agreements with National Securities Depositories Ltd and Central Depository Services (India) Ltd. to offer depository services for the company. Trading in the shares of the company is permitted only in dematerialized form, though liquidity is poor.

Declaration on Codes of Conduct

As required by Clause 49 of the Listing Agreement the Declaration of Codes of Conduct is given below:

To
The Members of
Kings Infra Ventures Limited

I, Shaji Baby John, Chairman and Managing Director of the Company declare that all Board Members and Senior Management and Employees of the Company have affirmed compliance with the Codes of Conduct.

For **Kings Infra Ventures Limited**

Sd/-

(Shaji Baby John)

Chairman and Managing Director

Place: Cochin
Date: 12-08-2014
