CORPORATE GOVERNANCE REPORT

[Pursuant to Regulation 34 (3) read with Schedule V Part C of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

CORPORATE GOVERNANCE

"Strong governance is not merely about compliance—it is the foundation upon which sustainable businesses, stakeholder confidence, and long-term value are built."

At Kings Infra Ventures Limited, Corporate Governance is the cornerstone of our corporate philosophy and a defining element of our long-term strategy. We regard sound governance not merely as a framework for regulatory compliance, but as a strategic enabler that strengthens organizational resilience, promotes responsible leadership, and reinforces stakeholder confidence. It reflects our unwavering commitment to conducting business with integrity, transparency, fairness, and accountability.

OUR GOVERNANCE FRAMEWORK

- ***Integrity***
- ***Transparency***
- ***Accountability***
- ***Fairness***
- ***Risk Management***
- ***Sustainability***

Our governance framework is built upon a strong ethical foundation that guides every decision and action across the organization. It fosters a culture of responsible conduct, prudent risk management, and disciplined execution, ensuring that business objectives are pursued in a manner that is both sustainable and aligned with the interests of our stakeholders. We believe that enduring value is created when governance principles are deeply embedded in the Company's culture and operations.

The Board of Directors provides visionary leadership and strategic oversight while upholding the highest standards of corporate stewardship. Supported by its Committees, the Board ensures effective supervision of the Company's affairs, robust internal controls, sound financial discipline, and comprehensive risk management. The diverse composition of the Board, encompassing extensive industry experience, professional expertise, and independent perspectives, strengthens decision-making and enhances the quality of governance.

OUR COMMITMENT

- ***Ethical Leadership***
- ***Regulatory Compliance***
- ***Strong Internal Controls***
- ***Stakeholder Protection***
- ***Transparent Disclosures***
- ***Long-term Growth***

At Kings Infra Ventures Limited, we firmly believe that strong Corporate Governance is integral to creating sustainable shareholder value while balancing the interests of employees, customers, business partners, regulators, communities, and the environment. It is this commitment that enables us to pursue growth responsibly, manage risks effectively, and build enduring relationships founded on trust and credibility.

The Company has complied with the Corporate Governance requirements prescribed under Regulations 17 to 27, Schedule V, and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable.

As we continue our journey of sustainable growth, we remain steadfast in our commitment to the highest standards of Corporate Governance, recognising that ethical leadership, responsible decision-making, and transparent business practices are fundamental to delivering long-term value and strengthening the confidence of all our stakeholders.

BOARD OF DIRECTORS

The Board of Directors of Kings Infra Ventures Limited serves as the apex governing body, providing strategic leadership and overseeing the Company's affairs with the highest standards of integrity, accountability, and corporate governance. The Board is responsible for setting the Company's strategic direction, monitoring business performance, overseeing risk management, ensuring regulatory compliance, and safeguarding the interests of all stakeholders.

Our Board comprises professionals with extensive experience across business management, finance, governance, legal, and industry domains. The diversity of expertise and balanced composition of Executive, Non-Executive, and Independent Directors enables objective decision-making, effective oversight, and sustainable value creation.

NAME OF THE DIRECTOR	DIN	CATEGORY
Mr. Baby John Shaji	03498692	Managing Director
Ms. Rita Shaji John	01544753	Non-Executive Non-Independent Director
Mr. Balagopalan Veliyath	05254460	Executive Director
Mr. Tharayil Pius Jolly	00393095	Non-Executive Non-Independent Director
Dr. Issac P. John	02562113	Non-Executive Independent Director
Dr. Thirunilath Vinayakumar	00044594	Non-Executive Independent Director
Mr. Seni Prabhakaran	10751135	Non-Executive Independent Director
CA Jyothi V. M.	08806168	Non-Executive Independent Director

CHANGES IN THE BOARD DURING FY 2025–26

During the financial year 2025–26, the Board underwent certain changes in its composition in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company.

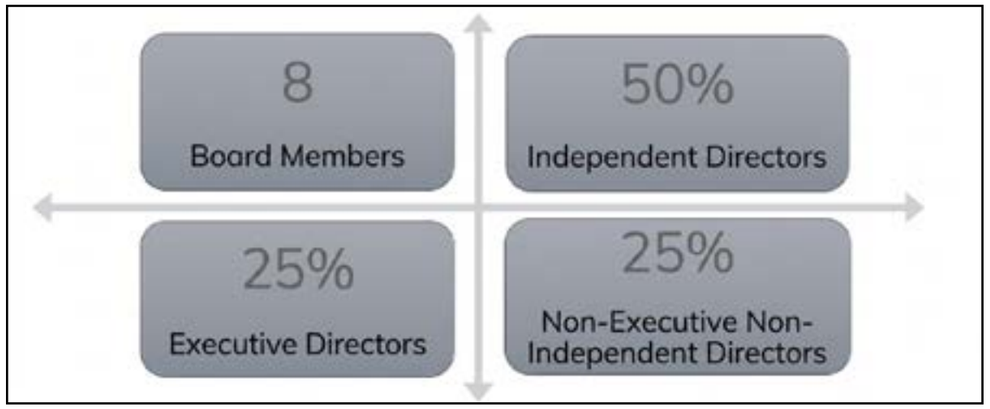
The Company is deeply saddened by the demise of Mr. Shaji Baby John, Former Chairman & Managing Director, on 14th December 2025. The Board places on record its profound gratitude for his exemplary leadership, unwavering commitment, and invaluable contribution to the growth and development of the Company over the years.

Following his demise, the Board, at its meeting held on 15th December 2025, entrusted Mr. Baby John Shaji, who was then serving as Joint Managing Director, with the responsibility of overseeing the affairs of the Company. Subsequently, based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 06th February 2026, approved his appointment as Managing Director of the Company, subject to the approval of the Members.

During the year, Ms. Rita Shaji John was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from 06th February 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013. She holds office up to the date of the ensuing Annual General Meeting and, being eligible, offers herself for appointment as a Director of the Company.

The Board, in its present composition, continues to comprise an appropriate mix of Executive, Non-Executive and Independent Directors, providing an effective balance of skills, expertise, experience and independent judgement necessary for the efficient functioning of the Board and the discharge of its fiduciary responsibilities.

BOARD HIGHLIGHTS



SCHEDULE OF BOARD MEETINGS DURING THE FY 2025–26

During the Financial Year **2025–26 (FY 2025–26)**, the Board of Directors met **seven (7)** times on the following dates:

- 22nd April 2025
- 30th May 2025
- 13th August 2025
- 14th November 2025
- 15th December 2025
- 06th February 2026
- 13th February 2026

The gap between any two consecutive Board Meetings did not exceed 120 days, thereby ensuring compliance with the requirements of Section 173 of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable. The requisite quorum was present throughout all the meetings.

ATTENDANCE OF DIRECTORS AT MEETINGS HELD DURING FY 2025–26

Name of the Director	37th AGM (29.09.2025)	22.04.2025	30.05.2025	13.08.2025	14.11.2025	15.12.2025	06.02.2026	13.02.2026
Mr. Shaji Baby John	✓	✓	✓	✓	✓	N.A.	N.A.	N.A.
Mr. Baby John Shaji	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Balagopalan Veliyath	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Tharayil Pius Jolly	✓	✓	✓	✓	✓	✓	✓	✓
Dr. Issac P. John	✓	✓	✓	✓	✓	✓	✓	✓
Dr. Thirunilath Vinayakumar	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Seni Prabhakaran	✓	✓	✓	✓	✓	✓	✓	✓
CA Jyothi V. M.	✓	✓	✓	✓	✓	✓	✓	✓
Ms. Rita Shaji John	N.A.	N.A.	N.A.	N.A.	N.A	N.A	N.A	✓

Notes:

Ms. Rita Shaji John (DIN: 01544753) was appointed as an Additional Director (Non-Executive Non-Independent Director) with effect from 6th February 2026. Accordingly, she was entitled to attend the Board Meetings held on and after the date of her appointment.

Mr. Shaji Baby John (DIN: 01018603), Chairman & Managing Director of the Company, passed away on 14th December 2025. Consequently, he ceased to be a Director of the Company with effect from 14th December 2025 and was therefore not associated with the Board Meetings held thereafter.

DISCLOSURE OF RELATIONSHIPS AMONGST DIRECTORS

Mr. Baby John Shaji, Managing Director, is the son of Ms. Rita Shaji John, Non-Executive Director. Except for the aforesaid relationship, none of the other Directors are related to each other.

SHARES HELD BY NON-EXECUTIVE DIRECTORS

Name of the Director	No. of Shares
Ms. Rita Shaji John	1668025
Mr. Tharayil Pius Jolly	1600
Dr. Issac P John	36390
Dr. Thirunilath Vinayakumar	10000
Mr. Seni Prabhakaran	0
CA Jyothi V M	0

OTHER DIRECTORSHIPS/ CHAIRMANSHIPS/ MEMBERSHIPS IN BOARDS/ COMMITTEES

Name	Other Directorships	Chairmanships in Other Board Committees	Memberships in other Board Committees	Name of the Listed Entity	Category of Directorship in the Listed Entity
Mr. Baby John Shaji	5	0	0	N.A.	N.A.
Ms. Rita Shaji John	0	0	0	N.A.	N.A.
Mr. Balagopalan Veliyath	3	0	0	N.A.	N.A.
Mr. Tharayil Pius Jolly	3	0	0	N.A.	N.A.
Dr. Issac P John	0	0	0	N.A.	N.A.
Dr. Thirunilath Vinayakumar	2	1	2	N.A.	N.A.
Mr. Seni Prabhakaran	0	0	0	N.A.	N.A.
CA Jyothi V M	0	0	0	N.A.	N.A.

Note:

- The Table given above does not take into consideration Directorships in Private Limited Companies, Foreign Companies or Section 8 Companies.
- The Table given above takes into consideration data solely pertaining Audit Committees and Stakeholder Relationship Committees in other companies.
- It may be noted that none of the Directors on the Board hold directorships in more than ten public companies.
- None of the members on Board serving as Whole-Time Directors act as Independent Directors in more than three Listed Entities.
- Further, none of the Directors is a member of more than ten Board-level Committees or serves as Chairman of more than five Committees across all companies in which he/she holds directorship.
- For the purpose of disclosure, only Committee memberships in public companies have been considered. Committee memberships in private companies, foreign companies, and Section 8 companies have not been taken into account.

Corporate Overview || Statutory Reports || Financial Statements

BOARD SKILLS AND COMPETENCIES

The Board of Directors comprises professionals with diverse qualifications, extensive industry experience and complementary competencies, enabling effective strategic oversight and governance of the Company. Considering the nature and scale of the Company's operations in the aquaculture and infrastructure sectors, the Board has identified the following core competencies that are essential for achieving its strategic objectives and creating long-term stakeholder value.

SKILLSET/ EXPERIENCE/ COMPETENCIES OF EACH DIRECTOR

Director	Designation	Key Skills / Experience / Competencies
Mr. Baby John Shaji	Managing Director	Strategic Leadership, Technology & Innovation, Business Transformation, Operations Management, Sustainability, Corporate Strategy
Ms. Rita Shaji John	Non-Executive Non-Independent Director	Corporate Strategy, Business Administration, Stakeholder Management, Corporate Governance, Strategic Planning, Leadership
Mr. Balagopalan Veliyath	Executive Director	Operations Management, Human Resource Management, Corporate Communications, Sales & Marketing, Infrastructure Development, Business Strategy
Dr. Issac P. John	Non-Executive Independent Director	Strategic Communication, International Business, Public Policy, Media & Journalism, Stakeholder Engagement, Corporate Governance
Mr. Tharayil Pius Jolly	Non-Executive Non-Independent Director	Aquaculture, Seafood Exports, International Procurement, Global Supply Chain Management, Business Development, International Marketing
Dr. Thirunilath Vinayakumar	Non-Executive Independent Director	Public Relations, Branding, Entrepreneurship, Strategic Communication, Corporate Governance, Business Advisory
Mr. Seni Prabhakaran	Non-Executive Independent Director	Fisheries Development, Policy Advocacy, Community Engagement, Stakeholder Relations, Infrastructure Development, Sustainability
CA Jyothi V. M.	Non-Executive Independent Director	Finance, Treasury Management, Accounting, Audit, Risk Management, Regulatory Compliance, Corporate Governance

SKILL MATRIX OF BOARD OF DIRECTORS

Skills / Expertise / Competencies	Mr. Baby John Shaji	Ms. Rita Shaji John	Mr. Balagopalan Veliyath	Dr. Issac P. John	Mr. Tharayil Pius Jolly	Dr. Thirunilath Vinayakumar	Ms. Seni Prabhakaran	CA. Jyothi Maniyamma Vazhappallil
Industrial Knowledge / Experience	✓	✓	✓	✓	✓	✓	✓	✓
Aquaculture / Seafood Industry	✓	✓	✓	✓	✓	✓	✓	-
Strategy & Business Development	✓	✓	✓	✓	✓	✓	✓	✓
Project Execution	✓	✓	✓	-	✓	-	-	-
Finance	✓	✓	✓	-	✓	-	✓	✓
Accounting / Auditing / Taxation	-	-	-	-	-	-	-	✓
Corporate Governance	✓	✓	✓	✓	✓	✓	✓	✓
Legal & Regulatory Compliance	✓	✓	✓	✓	✓	✓	✓	✓
Risk Management	✓	✓	✓	✓	✓	✓	✓	✓
ESG / Sustainability	✓	✓	✓	✓	✓	✓	✓	✓
Information Technology / Digital	✓	-	✓	-	-	✓	✓	-
Public Policy / Government Liaison	✓	✓	✓	✓	✓	✓	-	-
Human Resource & Leadership	✓	✓	✓	✓	✓	✓	✓	✓
Stakeholder Management	✓	✓	✓	✓	✓	✓	✓	✓
Sound Judgment	✓	✓	✓	✓	✓	✓	✓	✓
Integrity & Ethics	✓	✓	✓	✓	✓	✓	✓	✓
Innovation	✓	✓	✓	✓	✓	✓	✓	✓
Communication & Interpersonal Skills	✓	✓	✓	✓	✓	✓	✓	✓

INDEPENDENT DIRECTORS

1. Composition of Independent Directors

As on 31 March 2026, the Board comprised the following Independent Directors:

Sl. No.	Name of the Director	Category
1.	Dr. Issac P. John	Non-Executive Independent Director
2.	Dr. Thirunilath Vinayakumar	Non-Executive Independent Director
3.	Mr. Seni Prabhakaran	Non-Executive Independent Director
4.	CA Jyothi Maniyamma Vazhappallil	Non-Executive Independent Director

The composition of the Board was in compliance with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Independent Directors possess diverse experience and expertise across finance, corporate governance, public policy, branding, media, fisheries and international business, enabling them to provide objective judgement and effective oversight in the Board's decision-making process.

2. Declaration of Independence

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. The Board is of the opinion that the Independent Directors fulfil the conditions specified under the aforesaid provisions, are independent of the management and are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair their ability to discharge their duties with an objective and independent judgement.

3. Familiarisation Programme

Pursuant to Regulation 46(2)(i) of the SEBI Listing Regulations, the details of the familiarization programmes imparted to Independent Directors are available on the website of the Company and can be accessed at: Familiarisation Programme for Independent Directors.

During FY 2025-26, the Independent Directors were familiarised with the Company's business operations, industry developments, regulatory updates and governance matters.

4. Meeting of Independent Directors

Pursuant to the provisions of Schedule IV of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on **Thursday, 5 February 2026** at the Registered Office of the Company situated at 14 B, 14th Floor, The Atria, Opp. Gurudwara Temple, Ernakulam, Thevara, Kerala – 682015.

All the Independent Directors of the Company attended the said meeting, as detailed below:

Name of Independent Director	Category	Attendance
Dr. Issac P John	Non-Executive Independent Director	Present
Dr. Thirunilath Vinayakumar	Non-Executive Independent Director	Present
Mr. Seni Prabhakaran	Non-Executive Independent Director	Present
CA. Jyothi Maniyamma Vazhappallil	Non-Executive Independent Director	Present

During the meeting, the Independent Directors, inter alia, reviewed the performance of the Non-Independent Directors and the Chairperson of the Company, and assessed the quality, quantity and timeliness of flow of information between the management and the Board for effective discharge of their functions.

5. Performance Evaluation of Independent Directors

The performance evaluation of the Board, its committees and individual Directors, including Independent Directors, was carried out in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Independent Directors was evaluated by the Board, excluding the Independent Director being evaluated. The Independent Directors also evaluated the performance of the Chairperson and the Non-Independent Directors. The evaluation was based on parameters including participation and contribution in Board and Committee meetings, independent judgement, understanding of the Company's business, effectiveness in discharging responsibilities and adherence to governance standards.

The evaluation process was conducted through structured questionnaires covering aspects such as Board effectiveness, strategic oversight, quality of information provided and governance practices. The outcome of the evaluation was reviewed by the Board and the Nomination and Remuneration Committee, and the Board expressed satisfaction with the overall performance and contribution of the Directors.

For further insights please refer to the disclosure: 🔗 Performance Evaluation of Independent Directors.

COMMITTEES OF THE BOARD

The Company has constituted the following Committees of the Board to ensure effective oversight, focused attention and efficient discharge of responsibilities entrusted upon them:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee

The Committees function under the overall supervision and guidance of the Board of Directors and operate in accordance with their respective terms of reference approved by the Board. The Committees play a vital role in strengthening the Company's governance framework by reviewing matters assigned to them and providing appropriate recommendations to the Board.

The constitution, composition and functioning of the Committees are in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory requirements.

1. AUDIT COMMITTEE

Terms of Reference

The Audit Committee assists the Board in ensuring effective oversight of the Company's financial reporting process, internal control systems and compliance framework. The Committee functions in accordance with the provisions of Section 177 of the Companies Act, 2013, Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The key terms of reference of the Audit Committee include:

- Reviewing the Company's financial statements and financial reporting process to ensure accuracy, adequacy and transparency of disclosures.
- Recommending the appointment, remuneration and terms of appointment of Statutory Auditors and reviewing their independence, performance and effectiveness.
- Reviewing the adequacy and effectiveness of internal financial controls, risk management systems and internal audit function.
- Reviewing internal audit reports, significant audit observations and monitoring corrective actions arising from such observations.
- Reviewing related party transactions and recommending approval of such transactions in accordance with applicable laws and the Company's Related Party Transaction Policy.
- Reviewing inter-corporate loans, investments and utilisation of funds raised through various modes, wherever applicable.
- Reviewing the appointment, removal and terms of remuneration of the Chief Financial Officer, wherever applicable.
- Monitoring compliance with statutory and regulatory requirements relating to financial matters and reviewing the effectiveness of compliance systems.
- Reviewing the functioning of the Whistle Blower Mechanism and ensuring adequate safeguards against victimisation of employees and directors who use the mechanism.
- Carrying out such other functions as may be assigned by the Board or prescribed under applicable laws.

Composition

Name	Category	Designation	Date of Appointment
Dr. Thirunilath Vinayakumar	Non- Executive Independent Director	Chairperson	02.09.2024
Mr. Baby John Shaji	Managing Director	Member	01.02.2016
CA. Jyothi Maniyamma Vazhappallil	Non- Executive Independent Director	Member	02.09.2024

The Company Secretary acts as the Secretary to the Audit Committee.

The Charter of the Audit Committee is available on the Company's website.

Meetings and Attendance during the year

During FY 2025-26, the Committee met four times during the year, with meetings held on 30th May 2025, 13th August 2025, 14th November 2025 and 13th February 2026. The attendance of the Committee members at the respective meetings is set out below:

Name of the Committee Member	Designation	Category	30th May 2025	13th August 2025	14th November 2025	13th February 2026	Total Meetings Attended
Dr. Thirunilath Vinayakumar	Chairman	Non-Executive Independent Director	✓	✓	✓	✓	4
Mr. Baby John Shaji	Member	Managing Director	✓	✓	✓	✓	4
CA. Jyothi Maniyamma Vazhappallil	Member	Non-Executive Independent Director	✓	✓	✓	✓	4

In addition to the Members of the Audit Committee, the meetings were attended by the Chief Financial Officer, heads of finance and internal audit functions, Statutory Auditors of the Company and other senior executives, as and when required, to provide necessary information, clarifications and inputs to the Committee for effective discharge of its responsibilities.

The recommendations made by the Audit Committee during the year were duly considered and accepted by the Board of Directors.

2. NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference

The Nomination and Remuneration Committee ("NRC") assists the Board in matters relating to the appointment, remuneration, evaluation and succession planning of Directors, Key Managerial Personnel and Senior Management Personnel. The Committee functions in accordance with the provisions of Section 178 of the Companies Act, 2013, Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The key terms of reference of the Nomination and Remuneration Committee include:

- Identifying, evaluating and recommending suitable candidates for appointment, re-appointment and succession to the Board, Key Managerial Personnel and Senior Management Personnel based on merit, qualifications, experience and suitability.
- Formulating criteria for determining qualifications, positive attributes and independence of Directors and recommending candidates for appointment to the Board.
- Formulating criteria for performance evaluation of the Board, its committees and individual Directors and overseeing the annual evaluation process.
- Recommending the remuneration policy for Directors, Key Managerial Personnel and Senior Management Personnel, ensuring alignment with performance, industry standards, applicable regulations and long-term stakeholder value creation.
- Reviewing and ensuring effective succession planning for the Board and Senior Management Personnel to maintain leadership continuity.
- Ensuring compliance with applicable statutory provisions and corporate governance requirements relating to nomination, remuneration and evaluation matters.

Composition

Name	Category	Designation	Date of Appointment
Dr. Issac P John	Non- Executive Independent Director	Chairperson	02.09.2024
CA Jyothi Maniyamma Vazhappallil	Non- Executive Independent Director	Member	04.02.2022
Mr. Seni Prabhakaran	Non Executive Independent Director	Member	02.09.2024

The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

The Charter of the Nomination and Remuneration Committee is available on the Company's website.

Meetings and Attendance during the Year

During FY 2025-26, the Nomination and Remuneration Committee met twice during the year. The meetings were held on 29th May 2025 and 6th February 2026. The attendance of the Committee members at the respective meetings is set out below:

Name of the Committee Member	Designation	Category	29th May 2025	06th February 2026	Total Meetings Attended
Dr. Issac P John	Chairman	Non-Executive Independent Director	✓	✓	2
CA Jyothi Maniyamma Vazhappallil	Member	Non-Executive Independent Director	✓	✓	2
Mr. Seni Prabhakaran	Member	Non-Executive Independent Director	✓	✓	2

3. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Terms of Reference

The Stakeholders' Relationship Committee assists the Board in ensuring effective redressal of grievances of security holders and strengthening stakeholder engagement. The Committee functions in accordance with the provisions of Section 178 of the Companies Act, 2013, Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The key terms of reference of the Stakeholders' Relationship Committee include:

- Resolving the grievances of security holders relating to transfer and transmission of securities, issue of duplicate share certificates, dematerialisation, re-materialisation, transposition of names, change of address, nomination and other investor service requests.
- Reviewing and monitoring investor complaints relating to non-receipt of dividends, annual reports, notices and other communications, and ensuring their timely resolution.
- Overseeing the performance of the Registrar and Share Transfer Agent (RTA) and monitoring the quality and efficiency of investor servicing activities.

- Monitoring compliance with statutory and regulatory requirements relating to investor services, including the applicable provisions of the Companies Act, 2013, SEBI Regulations and other applicable laws.
- Reviewing periodic reports on stakeholder grievances and investor service requests, and reporting significant matters to the Board along with recommendations, wherever necessary.
- Promoting effective stakeholder relations and investor confidence by ensuring fair, transparent and efficient handling of investor concerns and safeguarding the interests of security holders.

Composition

Name	Category	Designation	Date of Appointment
Dr. Thirunilath Vinayakumar	Non- Executive Independent Director	Chairperson	02.09.2024
Mr. Baby John Shaji	Managing Director	Member	14.10.2014
Ms. Rita Shaji John	Non-Executive Non-Independent Director	Member	06.02.2026

The Charter of the Stakeholders' Relationship Committee is available on the Company's website.

Meetings and Attendance during the Year

During the year ended 31st March, 2026, the Committee convened a meeting on 31st March, 2026, which was attended by all the Directors. CS Nanditha T, Company Secretary and Compliance Officer, acted as the Secretary to the Committee.

Name of the Committee Member	Designation	Category	31st March, 2026
Dr. Thirunilath Vinayakumar	Chairman	Non- Executive Independent Director	☑
Mr. Baby John Shaji	Member	Managing Director	☑
Ms. Rita Shaji John	Member	Non-Executive Non-Independent Director	☑

Particulars of the Investor Complaints received and redressed during the FY 2025–26 are given below:

Opening as on 01.04.2025	0
Received during the FY 25-26	0
Resolved during the FY 25-26	0
Closing as on 31.03.2026	0

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Terms of Reference

The Corporate Social Responsibility ("CSR") Committee assists the Board in formulating, implementing and monitoring the Company's CSR initiatives in accordance with the provisions of Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility Policy) Rules, 2014 and other applicable laws.

The key terms of reference of the Corporate Social Responsibility Committee include:

- Formulating and recommending the Corporate Social Responsibility Policy to the Board, indicating the activities to be undertaken by the Company in accordance with Schedule VII of the Companies Act, 2013.
- Recommending the annual CSR budget and expenditure for CSR activities and monitoring its utilisation.
- Monitoring the implementation and progress of approved CSR projects and programmes, including periodic review of their effectiveness and impact.
- Recommending the annual action plan for CSR activities and modifications thereto, wherever required, in accordance with the applicable legal provisions.
- Ensuring compliance with the provisions of the Companies Act, 2013, the CSR Rules and other applicable laws relating to Corporate Social Responsibility.
- Reviewing and reporting to the Board on the implementation of the CSR Policy and CSR activities, including disclosures to be made in the Board's Report and the Annual Report.

Composition

Name	Category	Designation	Date of Appointment
Mr. Baby John Shaji	Managing Director	Chairperson	30.08.2023
Ms. Rita Shaji John	Non-Executive Non-Independent Director	Member	06.02.2026
Dr. Thirunilath Vinayakumar	Non- Executive Independent Director	Member	30.08.2023

Meetings and Attendance during the Year

During the year ended 31st March, 2026, the Committee held one meeting on 04th March, 2026 which was attended by all the directors.

Name of the Committee Member	Designation	Category	04th March, 2026
Mr. Baby John Shaji	Chairperson	Managing Director	☑
Ms. Rita Shaji John	Member	Non-Executive Non-Independent Director	☑
Dr. Thirunilath Vinayakumar	Member	Non- Executive Independent Director	☑

PARTICULARS OF SENIOR MANAGEMENT

The Company is supported by a competent and experienced senior management team responsible for the day-to-day management of its operations and implementation of the strategic and operational decisions of the Board. As on 31 March 2026, the senior management personnel of the Company were as follows:

Name	Designation
Mr. Baby John Shaji	Managing Director
Mr. Balagopalan Veliyath	Executive Director
Mr. Lalbert Aylisilasi C Cherian	Chief Financial Officer
CS Nanditha T	Company Secretary & Compliance Officer

REMUNERATION PAID TO THE DIRECTORS DURING THE FY 2025–26

- Remuneration paid to Non- Executive Directors

Name of the Director	Remuneration (in INR) Sitting Fees during FY 25-26
Dr. Issac P John	2,25,000
CA Jyothi V M	3,25,000
Mr. Seni Prabhakaran	2,25,000
Mr. Tharayil Pius Jolly	0
Dr. Thirunilath Vinayakumar	2,75,000
Ms. Rita Shaji John	0

- Remuneration and Terms of Appointment of Executive Directors

Name of the Director	Mr. Baby John Shaji	Mr. Balagopalan Veliyath
Basic Salary, Allowances and Others	Rs. 21,00,000	Rs. 13,20,000
Commission	NIL	NIL
Incentives	NIL	NIL
ESOP	NIL	NIL
Tenure (from their respective dates of appointment)	5 years	5 years

GENERAL BODY MEETING

Financial Year ended	Date	Time	Location	Special Resolution Passed
31st March, 2025	29.09.2025	11.00 A.M. (IST)	Held via Video conferencing/ conferencing/ another Audio-visual means.	Yes
31st March, 2024	29.09.2024	11.00 A.M. (IST)	Held via Video conferencing/ conferencing/ another Audio-visual means.	Yes
31st March, 2023	29.09.2023	10.30 A.M. (IST)	Holiday Inn Cochin, NH Bypass, Vennala, Kerala – 682028	Yes

POSTAL BALLOT

During the financial year 2025–26, the Company passed Special Resolutions through Postal Ballot by way of remote e-voting in accordance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the applicable circulars issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details are as follows:

Sl. No.	Particulars of the Special Resolution	Scrutinizer	Voting Pattern	Result
1.	Re-appointment of Mr. Shaji Baby John as Chairman & Managing Director of the Company for a further period of three years with effect from 29 May 2025.	CA Jomy Saimon	Approved with **99.99%** votes in favour through remote e-voting.	Passed with requisite majority
2.	Re-Appointment of Ms. Jyothi Maniyamma Vazhappallil (DIN: 08806168) as an Independent Director of the Company.	CA Jomy Saimon	Approved with **99.99%** votes in favour through remote e-voting.	Passed with requisite majority
3.	• Appointment of Mr. Baby John Shaji (DIN : 03498692) as Managing Director of the Company for a period of Five years with effect from 06th February, 2026 • Appointment of Ms. Rita Shaji John as the Non-Executive Non-Independent Director of the Company	CA Jomy Saimon	Approved with **99.99%** votes in favour through remote e-voting.	Passed with requisite majority

MEANS OF COMMUNICATION

Effective communication is a fundamental element of good corporate governance and reflects the Company's commitment to transparency, timely disclosure, and equitable dissemination of information to all stakeholders. The Company has established multiple communication channels to ensure that shareholders, investors, analysts, regulators, and the public have timely access to material information concerning its performance, operations, and strategic developments.

The Company complies with the disclosure requirements prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and disseminates information through the following modes of communication:

Means of Communication	Details
Quarterly, Half-yearly and Annual Financial Results	In accordance with Regulation 33 of the SEBI (LODR) Regulations, 2015, the Company's quarterly, half-yearly and annual financial results are submitted electronically to BSE Limited through the Listing Centre immediately upon approval by the Board of Directors.
Publication in Newspapers	The financial results are published in leading newspapers, namely *Financial Express* (English) and *Deepika* (Malayalam), in compliance with the applicable provisions of the SEBI (LODR) Regulations, 2015.
Press Releases and Investor Presentations	During the year, the Company issued press releases, wherever considered necessary, to keep stakeholders informed of significant developments. Investor and analyst presentations were also made, as appropriate, to communicate the Company's operational and financial performance, business strategy, and future outlook.
Annual Report	The Annual Report, containing, inter alia, the Board's Report, the Corporate Governance Report, the Management Discussion and Analysis, the audited Standalone and Consolidated Financial Statements together with the Independent Auditors' Report and other statutory disclosures, is circulated to the shareholders and is also hosted on the Company's website.
Management Discussion and Analysis (MD&A)	The Management Discussion and Analysis Report forms an integral part of the Annual Report and provides a comprehensive review of the Company's industry outlook, business performance, opportunities, risks, internal control systems, and future prospects.
Company Website	In compliance with Regulation 46 of the SEBI (LODR) Regulations, 2015, the Company maintains a dedicated Investor Relations section on its website, www.kingsinfra.com, which hosts, among other things, stock exchange disclosures, financial results, annual reports, shareholding pattern, corporate governance disclosures, policies, notices, press releases, and other statutory information for the benefit of stakeholders.

The Company is committed to maintaining effective communication with all stakeholders by ensuring that material information is disseminated promptly, accurately, and simultaneously through appropriate channels, thereby promoting transparency, fairness, and investor confidence.

GENERAL SHAREHOLDER INFORMATION

GENERAL SHAREHOLDER INFORMATION	
38th Annual General Meeting	
Day, Date	28th of September, 2026, Monday
Time	11:30 am
Venue	Video Conference (VC) or Other Audio Visual Means Deemed Venue: 14B, 14th Floor, The Atria, Opp. Gurudwara Temple, Thevara, Kochi, Kerala – 682015
Financial Calendar (Tentative) Results for the quarter and financial year ended:	
Financial Year (FY 25-26)	01.04.2025- 31.03.2026
30th June, 2025	13-08-2025
30th of September, 2025	14-11-2025
31st of December, 2025	13-02-2026
31st of March, 2026	29-05-2026
Dematerialisation shares & Liquidity	As on 31.03.2026, 98.58% of the Company's shares have undergone dematerialisation.
Listing Details	BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001
Stock Codes	Scrip Code: 530215 ISIN:INE050N01010 CIN: L05000KL1987PLC004913
Book Closure	Start Date: Tuesday, 22nd of September, 2026 End Date: Monday, 28th of September, 2026 (Both days inclusive)
Registrar & Share Transfer Agent	MUFG Intime India Private Limited Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028. Contact No: 0422-2314792 / 4958995/ 2539835/36 Email ID: coimbatore@in.mpms.mufg.com Web Address: www.web.in.mpms.mufg.com
Compliance Officer/ Company Secretary	CS Nanditha T 14B, 14th Floor, The Atria, Opp. Gurudwara Temple, Thevara, Kochi, Kerala – 682015 Email ID: cs@kingsinfra.com, investorgrievances@kingsinfra.com Contact No: 8129999619

Bank Details for Electronic Shareholding	Members are requested to notify their Depository Participant (DP) about the changes in their respective bank details. Members are requested to furnish complete details pertaining to their bank account, including the MICR Codes of their Bank.	
Furnish copies of Permanent Account Number (PAN)	Members are requested to furnish their PAN which will help us to strengthen compliance with KYC Norms and the provisions under the Prevention of Money Laundering Act, 2002. For the transfer of shares in physical form, SEBI has made it mandatory for the transferee to submit a copy of the PAN Card to the Company.	
Investor complaint to be addressed to	Kings Infra Ventures Limited Registrar and Share Transfer Agent CS Nanditha T	
E-mail ID for Investor Grievance Redressal	investorgrievances@kingsinfra.com	
Payment of Listing Fees	Annual Listing fee for the year 2026-27 has been duly paid.	
Payment of Depository Fees	Annual custody/ Issuer fee for the year 2026-27 has been duly paid.	
Outstanding Warrants, GDRs/ ADRs, and Convertible Bonds, Conversion Dates and its likely impact on equity	N.A.	
Commodity price risk or foreign exchange risk and hedging activities	N.A.	
Plant Locations	NA	
Address for Correspondence	Registered Office: Kings Infra Ventures Limited (CIN: L05000KL1987PLC004913) 14B, 14th Floor, The Atria, Opp. Gurudwara Temple, Thevara, Kochi, Kerala – 682015 Contact: 0484 4865823 E-mail ID: info@kingsinfra.com Website: www.kingsinfra.com	
	Registrar and Share Transfer Agent: MUFG Intime India Private Limited Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028. Contact No: 0422-2314792 / 4958995/ 2539835/36 Email ID: coimbatore@in.mpms.mufg.com Web Address: www.web.in.mpms.mufg.com	
Credit Rating	Total Bank Loan Facilities Rated	70 Crores
	Short-Term Rating	Crisil A4+
	Long-Term Rating	Crisil BB/ Stable

MARKET PRICE DATA

Monthly high and low of the equity shares of the Company traded on BSE and the trading volume during the financial year 2025-26 are as follows:

Sl. No.	Month	BSE		Volume
		High Price (₹)	Low Price (₹)	
1.	April 2025	146.00	106.00	265,910
2.	May 2025	136.30	118.10	200,990
3.	June 2025	143.95	122.65	285,720
4.	July 2025	152.40	125.25	480,140
5.	August 2025	167.00	143.00	676,690
6.	September 2025	178.00	154.00	865,840
7.	October 2025	169.90	154.20	369,290
8.	November 2025	167.00	146.10	561,670
9.	December 2025	159.90	99.90	1,140,000
10.	January 2026	145.00	113.05	687,520
11.	February 2026	157.00	117.55	892,750
12.	March 2026	132.05	103.00	608,890

DISTRIBUTION OF SHAREHOLDING

No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
1 – 500	8,662	86.61	814,691	3.32
501 – 1,000	569	5.69	443,785	1.81
1,001 – 2,000	307	3.07	460,847	1.88
2,001 – 3,000	128	1.28	323,850	1.32
3,001 – 4,000	55	0.55	195,661	0.80
4,001 – 5,000	49	0.49	229,417	0.94
5,001 – 10,000	116	1.16	855,094	3.49
Above 10,000	115	1.15	21,182,105	86.44
Total	**10,001**	**100.00**	**24,505,450**	**100.00**

SHARE TRANSFER SYSTEM

The trading of the Company's shares on Recognized Stock Exchanges is permitted only in dematerialized form.

Requests for share transfer, transmission, and issuance of duplicate share certificates in physical form are generally processed in the following manner, subject to receipt of documents complete in all respects:

Request Type	Processing Time
Share Transfer (in Physical Form)	15 days
Share Transmission (in Physical Form)	21 days
Share Transmission (in Demat Form)	7 days
Issue of Duplicate Share Certificate	30 days

Pursuant to the amendments to Regulation 40 of the SEBI Listing Regulations, effective from March 31, 2019, transfer of securities in physical form is not permitted unless the securities are held in dematerialized form with a depository.

CEO AND CFO CERTIFICATION

Pursuant to Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations, the Managing Director and Chief Financial Officer of the Company have provided the requisite certification to the Board. This certification pertains to their review of the Financial Statements, Cash Flow Statement, and other matters related to internal controls, in the prescribed format, for the financial year ended 31st March, 2026.

CODE OF CONDUCT

The Board has set forth a Code of Conduct and Ethics for the Members of the Board and Senior Management Personnel of the Company. All Board Members and Senior Management Personnel have affirmed that they are duly compliant with the Code of Conduct for the FY 25-26.

A declaration to this effect, signed by Mr. Baby John Shaji, Managing Director, is provided herewith:

"I hereby confirm that the Company has obtained affirmation(s) from all the members of the Board and Senior Management Personnel, that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March, 2026

OTHER DISCLOSURES

Related Party Transactions

There were no materially significant related party transactions during the year that had potential conflict with the interests of the Company at large.

Policy on Related Party Transactions

The Policy governs the identification, approval, and disclosure of Related Party Transactions (RPTs) in compliance with the Companies Act, 2013 and SEBI Listing Regulations. It ensures that all RPTs are conducted at arm's length and in the ordinary course of business, avoiding conflicts of interest. The Policy also defines materiality thresholds, mandates Audit Committee and Board approvals, and is available on the Company's website.

The Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions, which is available on its website at the following link: 🔗 Policy on Materiality of and Dealing with Related Party Transactions.

Loans to Related Companies: Disclosure

During the FY 25-26, the Company has provided loans to two of its subsidiaries. The particulars in respect of the same are given below:

Name of the Company	Amount (in INR)
Kings Maritech Eco Park Limited	6,23,79,913
Kings SISTA360 Private Limited	11,47,000

Whistle Blower Policy/ Vigil Mechanism

The Company has established a Vigil Mechanism through its Whistle Blower Policy to enable employees and stakeholders to report unethical behaviour, malpractices, or any actual or suspected frauds. The mechanism ensures confidentiality and protection to whistle blowers and is overseen by the Audit Committee. It is further affirmed that no personnel have been denied access to the Audit Committee. The Whistle Blower Policy is available on the Company's website at: 🔗 Whistle Blower Policy.

Policy on Board Diversity

The Board Diversity Policy aims to ensure a balanced and inclusive Board composition that reflects diverse skills, experiences, and backgrounds, thereby supporting effective governance and strategic growth. It ensures that the Company maintains an optimal mix of experience, gender, age, and professional expertise across key areas such as Finance, ESG, Compliance Management, Aquaculture, and Sales & Marketing. The policy can be accessed at the following link: 🔗 Board Diversity Policy.

Remuneration paid to Statutory Auditors

As per Regulation 33 of the SEBI Listing Regulations, the Limited Review/Audit Reports required to be submitted to the Stock Exchanges shall be issued only by an auditor who has undergone a peer review process and holds a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India (ICAI). Elias George & Co., the Statutory Auditors of the Company hold a valid Peer Review Certificate that is valid till 31.12.2027.

The particulars pertaining to the total fee paid to the Statutory Auditors during the FY 25-26 are enclosed herewith:

Particulars	Amount (in Lakhs)
Audit Fees(including Limited Reviews)	4.30
Taxation Matters	0.24
Other Services	0.08
Total	4.62

Prevention of Sexual Harassment at Workplace

Prevention of sexual harassment at the workplace ensures a safe, respectful, and inclusive environment for all employees. It involves creating awareness, setting up grievance redressal mechanisms, and promoting zero tolerance towards any form of harassment.

Number of complaints filed during the financial year	0
Number of complaints disposed of during the financial year	0
Number of complaints pending as on end of the financial year.	0

Certificate of Non- Disqualification of Directors

A certificate from CS Puzhankara Sivakumar of SEP & Associates, Practising Company Secretaries, Kochi, has been obtained by the Company, stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), or any other statutory authority.

Discretionary Requirements

The Company has complied with all the mandatory requirements of Corporate Governance as prescribed under the SEBI Listing Regulations. In addition, the Company has adopted certain discretionary requirements as specified under Schedule II, Part E of the said Regulations. These include

- Shifting towards a regime of financial statements with unmodified audit opinion,
- Enabling the internal auditor to report directly to the Audit Committee,
- Ensuring the presence of a woman Independent Director on the Board in alignment with good governance practices.

Corporate Governance Compliance

The Company has submitted the quarterly Corporate Governance Compliance Reports to the Stock Exchange where its equity shares are listed, in the prescribed format and within the stipulated timelines. An Auditors' Certificate confirming compliance with the applicable corporate governance requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report.

The Company has complied with all the mandatory corporate governance requirements prescribed under the SEBI Listing Regulations. During the financial year, there were no instances of non-compliance with the provisions of Corporate Governance as specified under Schedule V(C) of the SEBI Listing Regulations. The requisite disclosures in accordance with Regulations 17 to 27 of the SEBI Listing Regulations have been duly made.

Further, the disclosures required under clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations are available on the Company's official website at www.kingsinfra.com.