
NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the members of **Kings Infra Ventures Limited** will be held on **Wednesday,30th Day of September,2020 at 2 P.M.** through Video Conference ('VC')/Other Audio Visual Means('OAVM')to transact the following business:-

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shaji Baby John (DIN No. 01018603), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

3. Re-appointment of Mr. Shaji Baby John (DIN: 01018603) as Managing Director of the Company for a period of five years with effect from 01st June,2020

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

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. Shaji Baby John(DIN : 01018603) as the Managing Director (Key Managerial Personnel) of the Company, for a period of five years from 01st June,2020 to 31st May,2025 as recommend/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 30th May,2020, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Shaji Baby John, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Re-appointment of Mr. Alexander John Joseph as Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Alexander John Joseph(DIN00485766), who was appointed as an Independent Director at the Annual General Meeting held on 28thDecember 2015 and who holds office up to 27th December 2020 and who is above the age of seventy five (75) years and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term upto five years commencing from 27th December,2020."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Regularisation of Mr. Chundezhom Karunakara Panicker Gopalan Nair(DIN: 02662315)as Non- Executive Non- Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution with or without any modifications as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions if any, of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or reenactment for thereof for the time being in force) and Regulation 17(1) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time Mr. Chundezhom Karunakara Panicker Gopalan Nair (DIN: 02662315), who was appointed as an Additional Director(Non-Executive Non-Independent) in the board meeting held on 07th September,2020 with effect from 07thSeptember,2020 in respect of whom the Company has received a notice in writing under Section 160(1) of Companies Act, 2013 proposing his candidature for the office of Director of the Company be and is hereby appointed as a Non-Executive Non-Independent Director of the Company who is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Regularization of Ms. Jyothi Maniyamma Vazhappallil (DIN:08806168) as a Non-Executive Independent Woman Director of the Company

To consider and, if thought fit, to pass the following Resolution with or without any modifications as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 and other applicable provisions if any, Ms. Jyothi Maniyamma Vazhappallil (DIN: 08806168), who was appointed as an Additional Director(Non-Executive Non-Independent) in the board meeting held on 28th July,2020in terms of Section 161 of the Companies Act, 2013 and was re-designated as Additional Director (Non-Executive Independent Director) in the Board meeting held on 07th September,2020 and in respect of whom the Company has received a notice in writing under Section 160(1) of Companies Act, 2013 proposing his candidature for the office of Director of the Company and a declaration that she meets the criteria of Independence as provided in the Act, be and is hereby appointed as Independent Director of the Company not liable to retire by rotation and to hold office for a term upto five years with effect from 07th September,2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Payment of remuneration to the Managerial Personnel in excess of the limits prescribed under Section 197 read along with Schedule V of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule V and rules thereunder, the consent of the Members of the Company be and is hereby accorded to pay remuneration to the Managerial Personnel in excess of limits prescribed in Section 197 read with Schedule V of the Companies Act, 2013 and to waive the recovery of the excess amount paid as Managerial Remuneration for the period if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of Board of Directors
For **Kings Infra Ventures Limited**

Sd/-
Ajithlal

Company Secretary & Compliance Officer

Kochi
07.09.2020

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Item No. 3, 4, 5, 6 & 7 set out in the Notice is annexed hereto and forms part of this Notice.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India ('MCA'), and the Securities and Exchange Board of India ('SEBI'), have allowed companies to conduct Annual General Meetings ('AGM') through Video Conference ('VC')/Other Audio Visual Means ('OAVM') during the calendar year 2020, without the physical presence of Members.

This AGM is being convened in compliance with applicable provisions of the Act and the rules made hereunder; provisions of the Listing Regulations; the provisions of General Circular No. 20/2020 dated 5th May 2020 read with General Circular No. 14/2020 dated 8th April 2020; General Circular No. 17/2020 dated 13th April 2020 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by SEBI ('MCA and SEBI Circulars').

3. In accordance with the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April 2020 issued by the ICSI, the proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at 14B, 14th Floor, The Atria, Opposite Gurudwara Temple, Thevara, Ernakulam-682015. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
5. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email: jomysaimonca@yahoo.com with a copy marked to cs@kingsinfra.com
7. In case of Joint Holders attending the Meeting, only such Joint Holder who is higher in the order of names will be entitled to vote.
8. **Dispatch of Annual Report through electronic mode**
 - i. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for the FY 2019-20 is being sent only through electronic mode to those Members whose email ID are registered

with M/s. **S.K.D.C. Consultants Limited**. Members may note that the Notice and Annual Report for the FY 2019-20 will be available on the Company's website www.kingsinfra.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com

- ii. Members who have still not registered their email ID are requested to update at the earliest.

Members holding shares in physical mode are requested to register their e-mail ID's with M/s. **S.K.D.C. Consultants Limited**, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective depository participants in respect of shares held in electronic form.

Members who wish to register their email ID can download the 'Green Initiative' form from the Company's website viz. <http://www.kingsinfra.com/investor.html>

9. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2020 to 30.09.2020 (**both days inclusive**) for the purpose of AGM.
10. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
11. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the RTA of the Company at the following address.

M/s. S.K.D.C. Consultants Limited,

Kanapathy Towers, 3rd Floor, 1391/A1, Sathy Road, Ganapathy, Coimbatore – 641 006.

Phone: +91 422 4958995, 2539835-836 | Fax: +91 422 2539837.

Email: info@skdc-consultants.com

In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

12. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Act will be available for inspection through electronic mode.
13. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. Any member desirous to dematerialise his holding may do so through any of

the depository participants. The ISIN of the equity shares of the Company is INE050N01010.

- 14.** Members who are holding shares in the same name or in the same order of names, under different folios, are requested to notify the same to the Registrar and Share Transfer Agent for consolidation of their shareholding into a single folio.
- 15.** Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent.
- 16.** Information regarding appointment/re-appointment of Director(s) under Item Nos. 3, 4, 5, 6 & 7 is annexed hereto in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 of General Meeting.
- 17.** SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to the Company's Registrar and Transfer Agent.
- 18.** In terms of the amendments to the Listing Regulations, with effect from 1st April 2019, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in dematerialised form with the depository, i.e., NSDL and CDSL. Members are, therefore, requested to demat their physical holding for any further transfer. Members can, however, continue to make request for transmission or transposition of securities held in physical form.

19. Voting

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely September 23, 2020 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by e-voting system available at the General Meeting.

(I) Voting Through Electronics Means

1. Pursuant to Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, Secretarial Standard 2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided e-voting facility to the members using the Central Depository Services Ltd. (CDSL) platform. All business to be transacted at the General Meeting can be transacted through the electronic voting system. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting") will be provided by Central Depository Services (India) Ltd (CDSL).
2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
3. The Company has appointed Mr. CA Jomy Saimon FCA, Jomy Saimon and Associates, Chartered Accountant (Membership No. 221929) to act as the

Scrutiniser to scrutinize the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

4. The Results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kingsinfra.com and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE Limited, where the shares of the Company are listed.
5. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 23.09.2020 may obtain the User ID and password in the manner as mentioned below.

The instructions for shareholders voting electronically are as under:

- (i) The voting period commences on **Saturday, the 26th day of September, 2020 (9.00 am) and ends on Tuesday, the 29th day of September, 2020 (5.00 pm)** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 22nd, 2020 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

	<p>number in the PAN field.</p> <ul style="list-style-type: none"> 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.
<p>Dividend Bank Details</p> <p>OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both 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).

(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 for the Kings Infra Ventures Limited.

(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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 linked in the login 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.

(xx) 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.

The instructions for shareholders voting on the day of the AGM on e-voting system are as under:-

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- c. If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- d. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

18. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request in advance at least 7 days before AGM mentioning their name, demat account number/folio number, email id, mobile number at cs@kingsinfra.com
6. Shareholders who would like to express their views/have questions may send their questions in advance in advance at least 7 days before AGM mentioning their name demat account number/folio number, email id, mobile number at cs@kingsinfra.com

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By order of Board of Directors
For **Kings Infra Ventures Limited**

Sd/-
Ajithlal

Company Secretary & Compliance Officer

Kochi
07.09.2020

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Item No.3, 4, 5, 6 and 7 of the accompanying Notice dated 07th September,2020.

In respect of item No. 3

At the AGM held on 24th September, 2016 the Members of the Company had approved the reappointment and terms of remuneration of Mr. Shaji Baby John, Managing Director of the Company for a period of 5 years from 01st June 2015 to 31st May 2020. The term of appointment of Mr. Shaji Baby John, Managing Director expired on 31st May, 2020.

The Board considering his immense contribution to the progress of the Company, experience and expertise in the industry and on recommendation of the Nomination and Remuneration Committee re-appointed him as Managing Director for another term of 5 years effective from 1st June,2020 for a remuneration of Rs.300,000 per month effective from 1st April,2020,subject to the approval of the members at the ensuing Annual General Meeting.

Mr. Shaji Baby John is a Promoter Director and is actively associated with the development of the Company from its inception. All other terms and conditions of re-appointment of Mr. Shaji Baby John, Managing Director of the Company as approved at the AGM of the Company held on 24th September,2016 remain unchanged.

The re-appointment of Mr. Shaji Baby John will be in accordance with sections 196,197 and other applicable provisions if any read with provisions of Schedule V of the Companies Act,2013.

In compliance with the provisions of Sections 197, 198 read with Schedule V and other applicable provisions of the Act, the revised terms of remuneration specified above are now being placed before the Members for their approval.

The Directors are of the view that the remuneration payable to Mr. Shaji Baby John as Managing Director is commensurate with his abilities and experience, and accordingly, commend the resolution at Item No. 3 of the accompanying Notice for approval of the Members of the Company.

Mr. Shaji Baby John is related to Mrs. Rita Shaji John & Mr. Baby John Shaji. He is not related to any other Director or KMP of the Company.

Mr. Shaji Baby John as Managing Director of the Company and Mrs. Rita Shaji John & Mr. Baby John Shaji being a relative of Mr. Shaji Baby John may be deemed to be interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

STATEMENT PURSUANT TO THE PROVISIONS OF SCHEDULE V OF THE COMPANIES ACT 2013 IS GIVEN BELOW:

I. General Information

1	Nature of Industry	Seafood and Aquaculture
2	Date of Commencement of business	23/11/1987
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4	Financial performance	Financial performance of the Company as on March 31, 2020 Total turnover of your Company- Rs. 336,548,683.46/- Revenue from operations for financial year March 31, 2020- Rs. 331,417,008.04 Depreciation-Rs.502,600.88/- Taxation-Rs.4,688,576.30/- Total comprehensive income of the Company for the period - Rs.3,877,963.19 /-.
5	Foreign investments or collaborations, if any	Nil

II. Information about the Appointee

1	Background Details	As narrated above
2	Past Remuneration	Nil. As approved by the Nomination and Remuneration Committee Mr. Shaji Baby John has requested to waive his right to receive salary from November 2016 onwards.
3.	Recognition or awards	a) Best Exporter of Aquaculture products at national level for highest productivity in Aquaculture. b) National Award by Indian Commerce Minister for India's Best Exporter of Aquaculture products

4	Job profile and his suitability	Mr. Shaji Baby John is the Managing Director of the Company and has been looking after the overall affairs and operations of the Company under the supervision and control of the Board of Directors. The Company has made enormous progress under stewardship of Mr. Shaji Baby John, who has the management expertise to handle the business of the Company and the vision to take the business forward.
5	Remuneration proposed	As set out in the resolution.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is justified in comparison with the general market trends and remuneration package of top level managerial person having comparative qualifications, experience and expertise in the industry.
7	Pecuniary relationship directly or indirectly, with the Company, or relationship with the managerial personnel, if any	Mr. Shaji Baby John is holding 4957428 equity shares (21.084% of the paid up capital) of the Company. Mr. Shaji Baby John is related to Mrs. Rita Shaji John, Director & Mr. Baby John Shaji, Joint Managing Director

In respect of item No.4

Mr. Alexander John Joseph (DIN:00485766), is an Independent Non-Executive Director of the Company. He is the member of Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company. Pursuant to the Act, Mr. Alexander John Joseph was appointed as an Independent Non-Executive Director to hold office for five consecutive years w.e.f 28th December, 2015.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), with effect from April 1, 2019, no listed entity shall appoint a

person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment specifies the justification for such appointment.

The Nomination and Remuneration Committee, in terms of provisions of Sections 149, 150,152, Schedule IV and any other applicable, while recommending the re-appointment of Independent Directors, considered various factors viz., the number of board, committee and general meetings attended by the Independent Directors; their physical fitness, knowledge & experience in their respective fields; their specific skills helping the Board and the Company in attaining its objectives; their participation in the Board/Committee deliberations; summary of performance evaluation of each of the directors being re-appointed; time devoted by them; their specialized skills and expertise and their independent judgment in the opinion of the entire Board.

Based on the above recommendations of Nomination and Remuneration Committee, in terms of provisions of Sections 149, 150,152, Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors proposes the re-appointment of Mr. Alexander John Joseph as Independent Non-Executive Director, for a second term of five years from 27thDecember, 2020 up to 28thDecember,2025.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Alexander John Joseph would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

Mr. Alexander John Joseph does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Detailed profile of the Mr. Alexander John Joseph is given in the Annexure accompanying this Notice.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday).

Mr. Alexander John Joseph after working as Lecturer in English in a First Grade College, joined IAS in 1963 and was allotted by the Government of India to Karnataka State IAS Cadre. Having worked in major government departments in Revenue Administration, Urban development, Industries and Commerce as an IAS Officer, Mr. Alexander retired as Chief Secretary to the Government in 1996.He has held various posts including Revenue Commissioner, Karnataka State, Commissioner, Bangalore City Municipal Corporation, Chairman of Bangalore Development Authority ,Bangalore Water Supply and Sewerage Board, Karnataka State Housing Board, Central Coir Board, Karnataka State Pollution Control Board and has been a member of the Karnataka State Legislative Assembly from

Bharathinagar Constituency of Bangalore City and served the Karnataka State as Cabinet Minister of Tourism.

None of the Directors except Mr. Alexander John Joseph is in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

In respect of item No.5

Pursuant to the provisions of Companies Act, 2013 and the Articles of Association of the Company and Regulation 17 of SEBI (Listing Obligations & Disclosures Requirements) Regulations 2015, has appointed Mr. Chundezhom Karunakara Panicker Gopalan Nair (DIN: 02662315) in the board meeting held on 07th September, 2020 as Additional Director (Non-Executive and Non-Independent) of the Company who shall hold office upto the conclusion of this Annual General Meeting.

The Board hereby recommends your approval by way of ordinary resolution for regularization of the same Director as Non-Executive Director who is liable to retire by rotation.

Born in 1953, he holds CAIIB, CFA and CISA qualifications. He possesses around 45 years of experience in varied fields such as Banking, Consultation, Corporate Finance, and IT etc.

The Board considers that keeping in view of his vast expertise and knowledge; it will be in the interest of the Company to appoint him as a Non-Executive Director. Accordingly, the Board recommends the resolution in relation to his appointment as a Non-Executive Director liable to retire by rotation pursuant to provisions of Section 149 and 152 read with Schedule IV of the Act for the approval by the shareholders of the Company.

The details as stipulated under Regulation 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations 2015 are provided as Annexure to the Notice.

None of the Directors or key managerial Personnel or their relatives other than the aforesaid Director are in any way concerned or interested in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

In respect of item No.6

Pursuant to the provisions of Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations & Disclosures Requirements) Regulations 2015, Ms. Jyothi Maniyamma Vazhappallil (DIN: 08806168) was appointed as Additional Director-Non-Executive and Non-Independent in the board meeting held on July 28th, 2020 of the Company. Based on the recommendation of Nomination and Remuneration Committee and considering her independent status the Board feels that presence of Ms. Jyothi Maniyamma Vazhappallil as Independent Director on the Board would be beneficial to the Company. She was re-designated as Additional Director Non-Executive and Independent in the Board meeting held on September 7th, 2020. She has also given a declaration to the Company that she meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. She does not hold any shares of the Company.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual

General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Ms. Jyothi Maniyamma Vazhappallil, as an Additional Director holds the office upto the date of this Annual General Meeting.

Jyothi Maniyamma Vazhappallil is a Practicing Chartered Accountant. She has over 13 years of experience in Forex, International Treasury management, Finance, Cross border remittance & Compliance.

She was the Area Head of Kerala Paul Merchants Limited, taking care of all aspects of the Business Development & Operations of the Kerala region .Her prior experience includes Trans- Fast Remittance, where she was the Finance & Treasury Head and handled the financial, operational planning and implementation areas, including International Treasury Management in Cross Border Transactions & Risk Management. Prior to that she was the Regional Manager of Lotus Forex Private Limited (Now Orient Exchange, MNC based on UAE).She holds a Bachelor's Degree in Science from Kerala University.

The details as stipulated under Regulation 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations 2015 are provided as Annexure to the Notice.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

In respect of item No.7

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017, the total managerial remuneration payable by the Company to its managerial personnel may exceed the limits specified in the Act, provided that the same shall be approved by the shareholders of the Company.

Mr. Shaji Baby John, Managing Director, Mr. Baby John Shaji, Joint Managing Director and Mr. Balagopalan Veliyath, Whole Time Director of the Company and Mrs. Rita Shaji John being a relative of Mr. Shaji Baby John & Mr. Baby John Shaji may be deemed to be interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

For **Kings Infra Ventures Limited**

Kochi
07.09.2020

Sd/-
Ajithlal
Company Secretary & Compliance Officer

ANNEXURE TO ITEM NOS. 3, 4, 5, 6 & 7 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of Director	Shaji Baby John	Alexander John Joseph	Chundezhom Karunakara Panicker Gopalan Nair	Jyoti Maniyamma Vazhappallil
Date of Birth & Age	10-05-1959 61 years	08-08-1938 82 years	19-03-1953 & 67 years	31-05-1973 47 years
Nationality & DIN	Indian	Indian	Indian	Indian
Date of appointment on the Board	November 23, 1987	December 28, 2015	September 07, 2020	July 28, 2020
Qualification	Graduated in Mechanical Engineering	IAS (Retired) Ph.D. in Philosophy M.A English	CAIIB, CFA and CISA	ACA, B.Sc.
Expertise in specific functional area	Experience of over 37 Years in Aquaculture and Seafood	Experience of over 57 Years	Experience of over 45 years.	Experience of over 13 years
No. of equity shares held in the Company	4957428	Nil	Nil	Nil
List of the directorships held in other companies*	1.Kings International Limited 2.Venus Fisheries Private Limited 3.Kings Travelworld (India) Private Limited 4.King Fisheries Ltd 5.Sri Srinivas Wheat Industries Private Limited 6.Kings Hotels And Resorts Limited 7.King Propex Ventures Limited 8.Alpha Holdings and Infrastructures Private Limited 9.Alpha Agro farms And Resorts India Private Limited 10.Hi-Line Developers And Projects Private	1.KLM Axiva Finvest Limited 2.Transaction Analysts (India) Private Limited 3.Orange Self Storage Private Limited 4.MFAR Constructions Private Limited 5.Symphony Tv and Entertainments Private Limited 6.SKIL Infrastructure Limited 7.KLG Capital Services Limited 8.Karanja Logistics Private Limited 9.JPT Securities Limited 10.Karanja Terminal & Logistics	1.Kings International Limited 2.Penver Products Limited	Nil

	Limited 11.Kings Infomatica Solutions Private Limited 12.Goodtimes India Holidays And Travels Private Limited	Private Limited 11.Wastebull Garbage Management Private Limited 12.SKIL-Himachal Infrastructure And Tourism Limited		
Number of Board Meetings attended during the financial year	6	5	0	-
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Chairman-None Memberships in Audit Committee 1.Kings International Limited Memberships in Stakeholders Relationship Committee 1.Kings International Limited	Audit Committee Chairperson-SKIL-Himachal Infrastructure and Tourism Limited Memberships in Audit Committee 1.SKIL Infrastructure Limited 2.JPT Securities Ltd 3.KLG Capital Services Ltd 4.KLM Axiva Finvest Limited 5.SKIL-Himachal Infrastructure and Tourism Limited Memberships in Stakeholders Relationship Committee 1.SKIL Infrastructure Limited 2.JPT Securities Ltd	Chairman-None Memberships in Audit Committee 1.Kings International Limited Memberships in Stakeholders Relationship Committee 1.Kings International Limited	Nil
Relationships between Directors inter-se	Related to Mr.Baby John Shaji (Son) and Mrs.Rita Shaji John (Spouse)	Not related to any Director or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company	Nil

<p>Terms and conditions of re-appointment along with details of remuneration sought to be paid.</p>	<p>At the AGM held on 24th September, 2016 the Members of the Company had approved the reappointment and terms of remuneration of Mr. Shaji Baby John, Managing Director of the Company for a period of 5 years from 01st June 2015 to 31st May 2020.</p> <p>On the recommendation of the Nomination and Remuneration Committee the Board at its meeting held on 30th May, 2020 has, subject to the approval of the Members of the Company decided to re-appoint Mr. Shaji Baby John as Managing Director for a period of 5 years with effect from 1st June, 2020 for a remuneration of Rs.300,000 per month effective from 1st April, 2020.</p>	<p>He was appointed as the Independent Director of the Company for a period of five years effective from 28th December, 2015. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on 07th September, 2020, proposed seeking approval of members for continuation of office of directorship of Mr. Alexander John Joseph, in the Non-Executive Independent category for a second term of five years.</p>	<p>He was appointed as Additional-Non-Executive Director of the Company effective from 07th September, 2020. As per the terms of re-appointment, he is liable to retire by rotation as per the provisions of Section 152 of the Companies.</p>	<p>She was appointed as Non-Executive Director of the Company effective from 28th June, 2020. On the recommendation of the Nomination and Remuneration Committee the Board at its meeting held on 07th September, 2020, has subject to the approval of the members of the Company decided to appoint her as the Independent Director of the Company for a term of 5 years upto the conclusion of the 37th Annual General Meeting.</p>
<p>Details of last drawn remuneration</p>	<p>No remuneration was drawn during the Financial Year 2019-20, since the Nomination and Remuneration Committee approved the request of</p>	<p>During the Financial Year 2019-20, an aggregate amount of Rs.60,000 was paid towards the fee for attending Board/Committee Meetings.</p>	<p>N.A</p>	<p>N.A</p>

	Managing Director to waive his right to receive salary from November 2016 onwards.			
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*Directorship includes Directorship of other Indian Public Companies and Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or Not).

By order of Board of Directors
For **Kings Infra Ventures Limited**

Sd/-
Ajithlal

Company Secretary & Compliance Officer

Kochi
07.09.2020