

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, to transact the Special Business set out below by the Members of Kings Infra Ventures Limited, by passing the Resolution through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts and the reasons for the Resolutions, is also appended herewith. Mr. CA Jomy Saimon FCA, Jomy Saimon & Associates, Chartered Accountant (Membership No. 221929) has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on this Postal Ballot Notice and the Postal Ballot Form and return the completed Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer, at the Registered Office of the Company at 14 B, 14th Floor, The Atria, Opp Gurudwara Temple, Thevara, Ernakulam, Kerala - 682015, on or before 21st March, 2020, which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company upon completion of scrutiny of the Physical Postal Ballot Forms and E-Voting data provided by Central Depository and Services (India) Limited ('CDSL'), in a fair and transparent manner and the result of the Postal Ballot will be announced on 23rd March, 2020. After declaration, the result of the Postal Ballot will be intimated to the Stock Exchanges where the shares of the Company are listed and placed along with the Scrutinizer's report on the Company's website viz: www.kingsinfra.com and CDSL website.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or E-Voting i.e., Saturday, 21 March, 2020.

E-Voting Option

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to offer E-Voting facility through E-Voting Platform of Central Depository and Services (India) Limited ('CDSL'), as an alternate, which would enable Members to cast votes electronically, instead of sending Physical Postal Ballot Form(s). Please note that E-Voting is optional and the Members who do not opt for the E-Voting facility can cast their vote in writing in the duly filled in physical Postal Ballot Form. Please carefully read and follow the instructions on E-Voting process printed in this Notice.

SPECIAL BUSINESS:**ITEM NO 1. INCREASE IN THE BORROWING POWERS OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the 'Board') to borrow from time to time such sum or sums of money as it may deem requisite for the purpose of the business of the Company, inter alia, by way of loan/financial assistance from various bank(s), financial institution(s) and/or other lenders, issue of debentures/bonds or other debt instruments to eligible investors (whether residents and/or non-residents and/or institutions/ banks and/or incorporated bodies, mutual funds, venture capital funds and Indian and/or multi-lateral financial institutions and/or individuals, whether or not such investors are members of the Company), with or without security, whether in India or abroad, on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the moneys so borrowed together with moneys already borrowed by the Company (excluding the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which moneys may be borrowed or raised by the Board shall not exceed the sum of Rs.200 crore (Rupees Two Hundred Crore Only) at any point of time."

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all necessary steps and do all necessary things in order to comply with all the legal and procedural formalities and to do all such acts, deeds, matters or things as it may in its absolute discretion deem necessary to give effect to the aforesaid resolution and matters related thereto.”

ITEM. NO. 2: CREATION OF CHARGE/SECURITY ON THE COMPANY'S ASSETS WITH RESPECT TO BORROWING:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to creation by the Board of Directors of the Company (the 'Board') from time to time, of such mortgages, , liens, hypothecation and/or other encumbrances, in addition to the mortgages, charges, liens, hypothecation and/or other encumbrances created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit, of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the bank(s), financial institution(s), other lender(s) and/or any such parties the Board may deem fit, debenture trustee, security trustee as may be agreed to by the Board for the purpose of securing repayment of any loans/financial assistance (whether in Rupees or in foreign currency), debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner, subject to a maximum amount of Rs.200 crore (Rupees Two Hundred Crore Only).”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalise the terms and conditions, agreements, deeds and documents for creating the said mortgages, charges, liens, hypothecation and/or other encumbrances and to do and perform all such acts, deeds, matters or things as may be necessary, proper, expedient or desirable to give effect to this resolution.”

By Order of the Board

Kochi

14 February 2020

Sd/-

Ajithlal

Company Secretary & Compliance Officer

NOTES:

1. Section 110 of the Companies Act, 2013, permits companies to get resolutions passed by means of postal ballot. Accordingly, the item referred to in the notice are proposed to be approved through postal ballot. Pursuant to the provisions of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, assent or dissent of the shareholders in respect of the resolutions contained in the Notice dated 14th February, 2020 is being taken through postal ballot / e-voting.
2. The notice of postal ballot is being sent to the members, whose names appear in the register of members or list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on 14th February, 2020 and voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on the same date.
3. In line with the Ministry of Corporate Affairs' 'Green Initiative in the Corporate Governance', the Company is sending the Postal Ballot Notice electronically on email addresses registered with the Depository Participants / the Company's Share Transfer Agent. For others, the Company will be sending the Postal Ballot Notice by post along with the Postal Ballot Form. Members, who have received the Postal Ballot Notice by e-mail and who do not wish to avail the electronic voting facility, may obtain the physical copy of the Notice and Postal Ballot Form by sending their written request to the Company.
4. The shareholders can opt for only one mode of voting i.e. through postal ballot or e-voting. If the shareholder decides to vote through postal ballot they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
5. There will be one Postal Ballot Form / e-voting for every folio / client id irrespective of the number of joint holders. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy.
6. The Company has appointed Mr. CA Jomy Saimon FCA, Jomy Saimon & Associates, Chartered Accountant (Membership No. 221929) as Scrutinizer to conduct the postal ballot/e-voting. The Scrutinizer's decision on the validity of a postal ballot / e-voting will be final.
7. The last date for receiving postal ballot forms or e-voting, i.e. 21st March, 2020, shall be deemed to be the date of passing of resolutions specified in the postal ballot notice.
8. The Scrutinizer will submit his final report not later than closing of business hours on 23rd March,2020. The Scrutinizer upon finalization of the voting result, will forward all ballot papers and registers for approval of the Chairman. The results along with Scrutinizer's Report shall be placed on the website of the Company at www.kingsinfra.com and the website of CDSL. The voting results will also be communicated to the BSE Limited within 48 of the last date for receiving postal ballot forms or e-voting, i.e. 23rd March, 2020. The results shall also be displayed at the Registered Office of the Company.

VOTING IN PHYSICAL FORM:

9. A Member, who is entitled to vote, is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer. Unsigned Postal Ballot Forms

will be rejected. Any recipient of this Notice who has no voting rights should treat the Notice as intimation only. The serially numbered postal ballot form together with self-addressed business reply envelope is enclosed.

10. The Assent (FOR) or Dissent (AGAINST) relating to item mentioned in the notice, should reach the address specified on the envelope not later than the closure of working hours on 21st March, 2020. Envelopes reaching after the date referred to above will be strictly treated as if the reply from the Member has not been received.
11. The Postal Ballot Form should be completed and signed by the sole / first named shareholder. In the absence of the first named shareholder in a joint holding the Form may be completed and signed by the next named shareholder. However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).
12. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signatures of authorized signatory(ies), duly attested.
13. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer. Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
14. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 10 above.
15. E-Voting period starts from 21st February 2020 to 21st March 2020. The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer e-voting facility to all its members to enable them to cast their votes electronically. E-voting is optional for members. A member who wish to vote by Postal Ballot Form (instead of e-voting) can use the enclosed Postal Ballot Form or download it from company's website www.kingsinfra.com.

The details of the process and manner for remote e-voting are explained herein below:

1. The Shareholders should log on to the e-voting website <http://www.evotingindia.com>
2. Click on "shareholders" tab.
3. 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.
4. Next enter the image verification as displayed and click on login
5. If you are holding shares in demat form and had logged on to <http://www.evotingindia.com> and casted your vote for any company, then your existing password is to be used.
6. 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 sequence number which is printed on the Ballot Form indicated in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg, If your name is Ramesh Kumar with Sequence number 1 then enter RA00000001 in the PAN field.
Date of Birth (DOB)	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio . <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iv).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the Kings Infra Ventures Limited.
11. 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.

12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. 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.
17. 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.
18. 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.
19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 and 2:

The existing borrowing limit for the Company was approved by the members in their General Meeting held on 30th September 2015, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013. The current borrowing limit approved by the members is Rs. 150 crore.

Considering the expansion plans and enhanced working capital requirements, the Board of Directors may need to resort to raising of funds by way of loan, financial assistance from various bank(s)/financial institution(s), other lenders and or such parties as Board may deem fit, issue of debentures / bonds or other debt instruments to eligible investors (whether residents and/or non-residents and/or institutions/ banks and/or incorporated bodies, mutual funds, venture capital funds and Indian and/or multi-lateral financial institutions and/or individuals, whether or not such investors are members of the Company). Accordingly, the Board of Directors of the Company at its meeting held on 14th February, 2020 proposed to raise the borrowing limit from the existing Rs.150 crore to Rs.200 crore.

Further, subsequent to the increase in the borrowing limits of the Company, it would be necessary to raise the existing limits for creation of security on the assets and/or properties of the Company under Section 180(1)(a) of the Companies Act. Accordingly, the Board of Directors of the Company at its meeting held on 14th February, 2020 proposed to raise the existing limit for creation, hypothecation, mortgage, charge, lien and/or other encumbrances on the Company's assets from Rs.150 crore to Rs.200 crore.

The Board of Directors recommends the Special Resolutions as set out in Item Nos. 1 and 2 in the accompanying notice for approval of shareholders through Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

By Order of the Board

Sd/-

Ajithlal

Company Secretary & Compliance Officer

Kochi

14 February 2020



KINGS INFRA VENTURES LIMITED

(CIN: L05000KL1987PLC004913)

Registered Office: 14 B, 14th Floor, The Atria Opp Gurudwara Temple Thevara
Ernakulam, Kerala - 682015

Tel: 0484 6586557 Website: www.kingsinfra.com Email: info@kingsinfra.com

POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules 2014]

(Please read the instructions printed overleaf carefully before completing this form)

1. Registered Folio No./ DP ID No. & Client ID No.
2. Name(s) and Registered Address of the sole/first named Shareholder / Beneficial owner, including Joint holder(s), if any (in block letters)
3. Number of Shares held

I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated, 14 February, 2020 issued by the Company by sending my/our assent or dissent to the said Special Resolutions by placing the tick (✓) mark at the appropriate box below:

Sl No.	Description	No. of Shares	I/We Assent the resolution (FOR)	I/We Dissent the resolution (AGAINST)
1.	Increase in the Borrowing Powers of the Company			
2.	Creation of Charge/Security on the Company's Assets with respect to borrowing			

Place :

Date :

Signature of the Shareholder
(Refer instruction (4) overleaf)

Electronic Voting Particulars

If desirous of E-voting, please read the instructions given in the Postal Ballot Notice before exercising the option

EVS (Electronic Voting Sequence Number)	* Default PAN / Sequence No
200215006	

* Those who have not registered their PAN may use Default PAN

(PTO)

INSTRUCTIONS:

1. Shareholders can opt for only one mode of voting i.e. through postal ballot or e-voting. If the shareholder decides to vote through postal ballot, they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
2. Shareholder desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form (no other form or photo copy thereof is permitted) and send it to the Scrutinizer in the self-addressed Business Reply Envelope enclosed herewith. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the registered shareholders will also be accepted.
3. The self-addressed envelope bears the address of the Company where Scrutinizer appointed by the Board of Directors of the Company will be receiving the envelopes.
4. This form should be completed and signed by the shareholders. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send copy of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer along with the Postal Ballot Form.
6. A Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer. Unsigned Postal Ballot Forms will be rejected. Any recipient of this Notice who has no voting rights should treat the Notice as intimation only.
7. Duly completed postal ballot form should reach the Scrutinizer not later than the closure of working hours on Saturday, 21 March 2020. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
8. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item 7 above.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on 14 February 2020.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.