

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), read with General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and other relevant circulars, including General Circular No.20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), the resolutions appended below are proposed to be passed by the Members through postal ballot only by way of electronic voting (E-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration.

In terms of said Section of the Companies Act and rules thereunder, a Company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by a Postal Ballot, shall, get any resolution (other than ordinary business and any business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting.

The Postal Ballot Notice is being sent by e-mail to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In accordance with the requirements of the MCA Circulars, hard copy of the Postal Ballot Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company has extended only the E-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for E-voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company (“Board”) has appointed Mr. Jomy Saimon, Practicing Chartered Accountant, as the Scrutinizer (“Scrutinizer”) for conducting the postal ballot through E-voting process in a fair and transparent manner.

Members desiring to opt for E-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section ‘Voting through Electronic Means’. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company after the completion of the scrutiny of the E-voting. The result of the postal ballot shall be declared by the Chairman or any other authorized person of the Company on or before February 25, 2023 and communicated on the same day to the Stock Exchanges, Registrar and Share Transfer Agent and shall also be displayed on the Company's website, <http://www.kingsinfra.com>

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

Date: 21/01/2023
Place: Ernakulam

Nanditha T
Company Secretary

Special Business

ITEM NO:1

Appointment of Mr. Tharayil Pius Jolly (DIN: 00393095) as Non-Executive Non-Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary Resolution:

“**RESOLVED that** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions / regulation of the Act and SEBI LODR based on the recommendations of Nomination and Remuneration Committee, Mr. Tharayil Pius Jolly (DIN: 00393095) , who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th November, 2022 in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation effective 14 th November, 2022.”

RESOLVED FURTHER THAT any director and/or authorized representative of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies”

Notes

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. MEMBERS CANNOT EXERCISE VOTES BY PROXY.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Jan 20, 2023. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company’s registrar and share transfer agent (in case of physical shareholding).
4. Members whose names appear on the Register of Members/ List of Beneficial Owners as on Jan 20, 2023 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.

5. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Jan 20, 2023. The postal ballot period commences on Wednesday, Jan 25, 2023 (09:00 hours IST) and ends on Thursday, February 23, 2023 (17:00 hours IST).
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the E-voting service facility provided by S.K.D.C consultants Limited. The instructions for electronic voting are annexed to this Notice.

ELECTRONIC DISPATCH OF POSTAL BALLOT NOTICE AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF POSTAL BALLOT NOTICE

8. Shareholders holding shares in physical form are requested to send a scanned copy of the signed request letter mentioning the Folio Number, Name of the shareholder, complete address, mobile number, email address to be registered along with a scanned self-attested copy of the PAN and any document (such as Driving License/Passport/Bank Statement/Aadhar)supporting the registered address of the shareholder, by e-mail to the Registrar and Share Transfer Agent (RTA)'s email address at info@skdc-consultants.com. Shareholders holding shares in demat form are requested to update the e-mail address, through their respective Depository Participant. After Successful registration of the e-mail address, a copy of this postal ballot notice along with remote e-voting User ID and password will be sent to registered e-mail address, upon request received from the shareholders.
9. It is clarified that if a shareholder fails to provide or update relevant e-mail address to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via e-mail
10. In terms of SEBI circular dated December 9,2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail id correctly in their demat account in order to access e-voting facility.
11. Shareholders may send their queries related to items included in the postal ballot notice or any other matter concerning the Company on the email id info@kingsinfra.com from their registered email address, mentioning their name, folio number DP ID-Client ID, as applicable mobile number, copy of pan card. Such queries shall be appropriately replied by the Company.

VOTING THROUGH ELECTRONIC MODE:

12. In Compliance with provisions of Section 108 of the Companies Act,2013 and the Rule 20 of the Companies (Management and Administration Rules,2014 as amended from time to time together with relevant clauses in SEBI (Listing Obligations and Disclosure requirements) Regulations 2015,the Company is pleased to provide Members, the facility to exercise their right to vote by electronic means as part of Postal Ballot process and the business may be transaction through e-voting services provided by the Central Depository Services Limited.
13. "Electronic voting system" means a secured voting system based process of display of electronic ballots, recording of votes of the Members and the number of votes polled in favour or against, in such a manner that the entire voting exercised by way of electronic

means gets registered and counted in an electronic registry in a centralized server with adequate cyber security.

14. "Cut-off date for determining the eligibility for voting either through electronic voting system or ballot is fixed as Friday, Jan 20, 2023. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.

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

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

- (x) Click on the EVSN for the Kings Infra Ventures Limited.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) 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.
- (xviii) 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

15. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Board after the completion of scrutiny and the result of the E-voting will be announced by the Chairman or any Director of the Company duly authorized, on or before February 25, 2023 and will also be displayed on the Company's website <http://www.kingsinfra.com/> and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.

16. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on February 23, 2023 i.e., the last date specified for completion of E-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/ E-voting.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) January 20, 2023.

Mr. Jomy Saimon, Practicing Chartered Accountant (Membership No: 221929) has been appointed as Scrutinizer to scrutinize the E-voting process.

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

The Board based on the recommendation of the Nomination and Remuneration Committee (NRC), approved the appointment of Mr. Tharayil Pius Jolly as an Additional Non-Executive Non-Independent Director w.e.f 14.11.2022.

As per the provisions of regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation, 2015, as amended from time to time, the Company is required to obtain shareholders approval for appointment/reappointment of a person on the Board of Directors at the next General Meeting or within a time period of three months from the date appointment, whichever is earlier.

The Company has received notice under Section 160 of the Companies Act, 2013, from a member signifying his intention to propose the candidature of Mr. Tharayil Pius Jolly for the office of Director.

He is not debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

Except Mr. Tharayil Pius Jolly, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out Item No. 1

Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Tharayil Pius Jolly
Age	55 years
Date of first appointment on Board	The Board at its Meeting held on November 14, 2022 approved the appointment of Mr. Tharayil Pius Jolly as an Additional Director with effect from November 14, 2022. The Board also approved the appointment of Mr. Tharayil Pius Jolly as Non-executive Non-Independent Director subject to the approval of Members.
Brief resume including qualification and experience	Has More than 30 years of experience in the seafood industry with experience in shrimp hatchery management, aquaculture farming, seafood marketing, procurement and trading in international markets. Does seafood procurement and supply of more than \$ 35 million annually to markets in USA, Europe, China and Vietnam. Was President of a seafood procurement and distribution company in Los Angeles for 4 years and on return from USA is presently proprietor of Millennium Trading, a seafood procurement and trading company.
Expertise in specific functional areas	Shrimp hatchery management, & aquaculture farming,
Other Directorships (as on November 14, 2022)	<ol style="list-style-type: none"> 1. The Cottanad Plantations Ltd 2. The Nilambur Rubber Company Limited 3. Jeeva Management & Financial Consultants Private Limited 4. The Malabar Industrial Company Limited 5. Cottanad Agro Trading & Exports Private Limited

Listed entities from which the Director has resigned in the past three years	None
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	None
No. of equity shares held in the Company (as on November 14, 2022)	1100
No. of board meetings attended during the financial year (FY 2022)	None
Terms and conditions of appointment	Appointed as Non-Executive Non-Independent Director w.e.f 14.11.2022, subject to the approval of Members.

By order of the Board of Director
For Kings Infra Ventures Limited

Date: 21/01/2023
Place: Ernakulam

Nanditha T
Company Secretary