

**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) and the Secretarial Standard-2 (**'SS-2'**) on General Meetings published by the Institute of Company Secretaries of India each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide its General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, 9/2023 dated September 25, 2023 and various subsequent circulars issued, read with Circular No. 9/2024 dated September 19, 2024 (collectively referred to as (**'MCA Circulars'**), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (**'SEBI'**), the Resolution as set out hereunder is proposed for approval of the Members of Kings Infra Ventures Limited (**'the Company'**), via postal ballot by way of remote electronic voting (remote e-voting) process only.

As per the aforementioned MCA Circulars, this Postal Ballot Notice (**'Notice'**) is being sent by the Company solely via electronic mode to those Members whose email addresses are registered with the Company, its Registrar and Transfer Agent (**'RTA'**) or their respective Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Pursuant to Reg. 44 of the SEBI Listing Regulations and Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.

The Members will communicate their assent or dissent through the remote e-voting system.

The Company has engaged the services of the Central Depository Services Limited (**'CDSL'**) for the purpose of providing remote e-voting facility to its members.

The Explanatory Statement, pursuant to Sections 102 and 110 of the Act and other applicable provisions, outlining the material facts and the rationale behind the proposed Resolution, is annexed to this Notice.

Members who intend to vote exercise their voting rights through the remote e-voting facility provided by the Company are requested to peruse the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting their votes not later than **5:00 p.m. (IST) on Saturday, 23<sup>rd</sup> of August, 2025**. The remote e-voting facility will be disabled by CDSL immediately thereafter and voting shall not be allowed beyond the said time and date.



<b>Commencement of E-Voting</b>	<b>25<sup>th</sup> of July, 2025, 9:00 AM IST</b>
<b>Conclusion of E-Voting</b>	<b>23<sup>rd</sup> of August, 2025, 5:00 PM IST</b>

The Board of Directors of the Company at its meeting held on 30<sup>th</sup> of May, 2025 appointed Mr. Jomy Simon FCA (Membership No. 221929) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9:00 A.M. (IST) on Friday, 25.07.2025 and ends at 5.00 P.M. (IST) on Saturday, 23.08.2025. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Monday, 25.08.2025. The said results along with the Scrutinizer's Report would be intimated to BSE Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.kingsinfra.com](http://www.kingsinfra.com) and on the website of Central Depository Services Limited ("CDSL") [www.evotingindia.com](http://www.evotingindia.com).

#### **SPECIAL BUSINESS**

Re-Appointment of Ms. Jyothi Maniyamma Vazhappallil (DIN: 08806168) as an Independent Director of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16(1)(b), 17, and 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the provisions of the Articles of Association of the Company and based on the performance evaluation and the resolution passed by the Board, Ms. Jyothi Maniyamma Vazhappallil (DIN: 08806168), is hereby re-appointed as a Non-Executive Independent Director for a second term of five years, not liable to retire by rotation, with effect from 06.09.2025.”

**“RESOLVED FURTHER THAT** Mr. Balagopalan Veliyath, Executive Director (DIN: 05254460), Director of the Company be and are hereby authorized to sign all the documents and to file the necessary forms with the Registrar of Companies, Kerala.”

#### **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 23.07.2025 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 23.07.2025 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 23<sup>rd</sup> of July, 2025. The postal ballot period commences on Friday, 25<sup>th</sup> of July, 2025 (09:00 hours IST) and ends on Saturday, 23<sup>rd</sup> of August, 2025 (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 MUFG Intime India Private 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 [coimbatore@in.mpms.mufg.com](mailto:coimbatore@in.mpms.mufg.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](mailto: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 Wednesday, 23<sup>rd</sup> July, 2025. 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:

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- i. The voting period begins on Friday, 25<sup>th</sup> of July, 2025 (09:00 hours IST) and ends Saturday, 23<sup>rd</sup> of August, 2025 (17:00 hours IST). During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 23<sup>rd</sup> of July, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public noninstitutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



- Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the eVoting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer</li> </ol>



with NSDL Depository	<p>or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to eVoting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see eVoting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on eVoting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or eVoting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities	Members facing any technical issue in



in Demat mode with CDSL	login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800 21 09911</b>
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 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. Shareholders 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 [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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"> <li>• 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.</li> </ul>

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. 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.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@kingsinfra.com](mailto:cs@kingsinfra.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-



voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

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 the 25<sup>th</sup> of August, 2025 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 23<sup>rd</sup> of August, 2025 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) 23<sup>rd</sup> of July, 2025.

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



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. 1 of the accompanying Notice dated the 24<sup>th</sup> of July, 2025.

**In respect of item No. 1**

At the Board Meeting held on 30<sup>th</sup> of May, 2025 the Board of Directors of the Company had unanimously approved the reappointment of Ms. Jyothi Maniyamma Vazhappallil (DIN: 08806168), Non-Executive Independent Director of the Company for a period of 5 years.

Based on her valuable contributions to the Company's growth, her extensive industry experience and expertise, and upon the recommendation of the Nomination and Remuneration Committee dated 30<sup>th</sup> May, 2025, the Board has re-appointed her as a Non-Executive Independent Director for a further term of five years, effective from 6<sup>th</sup> September, 2025, subject to approval by the members via postal ballot.

CA Jyothi Maniyamma Vazhappallil is a seasoned Chartered Accountant with over 15 years of extensive experience in diverse areas such as Forex, International Treasury Management, Finance, Cross-border Remittances, and Compliance.

She has held senior leadership roles in the financial services sector, where she was responsible for driving business development, overseeing operations, and leading finance and treasury functions.

Currently, she is an Independent Director on the Board of Kings Infra and a member of the Audit Committee and Nomination and Remuneration Committee, where she brings valuable insights into corporate governance and strategic decision-making.

The re-appointment of Ms. Jyothi Maniyamma Vazhappallil (DIN: 08806168) shall be in accordance with Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16(1)(b), 17, and 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

She is not related to any of the Director or Key Managerial Personnel of the Company. The Board recommends the Special Resolution set out as Item No. 1 of the Notice for approval by the shareholders. Except Ms. Jyothi Maniyamma Vazhappallil (DIN: 08806168), none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested in the Resolution set out at Item No. 1 of the accompanying Notice.



**ANNEXURE TO ITEM NO. 1 OF THE NOTICE  
DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT**

*[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]*

<b>Name of Director</b>	CA Jyothi Maniyamma Vazhappallil
<b>Director Identification Number (DIN)</b>	08806168
<b>Age</b>	52 Years
<b>Date of first appointment on the Board</b>	28/07/2020
<b>Qualifications</b>	Chartered Accountant
<b>Expertise in specific functional areas and Profile</b>	Knowledge and Expertise in Finance, Compliance, Forex, International Treasury Management, and Cross-border Remittance.
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	The particulars in respect of the same are enclosed in the explanatory statement set out in respect of Item No. 1 of the Notice.
<b>Terms and conditions of re-appointment</b>	Appointment as an Independent Director for a second term of 5 years with effect from 6 <sup>th</sup> of September, 2025
<b>Details of remuneration sought to be paid</b>	Sitting Fees for attending Board and Committee Meetings as determined by the Audit Committee from time to time.
<b>Number of Meetings of Board attended during the FY 2024-25</b>	5 (five) Meetings
<b>Directorships held in other Companies</b>	CA Jyothi Maniyamma Vazhappallil does not hold directorship in any other company
<b>Chairmanship/ Membership of Board Committees of other Companies</b>	CA Jyothi Maniyamma Vazhappallil does not hold Chairmanship or Membership in the Board Committees of any other company
<b>Listed entities from which the Director has resigned in the past three years</b>	CA Jyothi Maniyamma Vazhappallil has not resigned from any Listed Entity in the past three years.
<b>Relationship with other Directors and Key Managerial Personnel of the Company</b>	CA Jyothi Maniyamma Vazhappallil is not related to any of the Directors or Key Managerial Personnel of the Company.
<b>Shareholding in the Company including as a beneficial owner</b>	CA Jyothi Maniyamma Vazhappallil does not hold any shares in Kings Infra Ventures Limited