

**NOTICE OF POSTAL BALLOT**

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), that the resolution seeking approval for

- (i) Appointment of Mr. Baby John Shaji (DIN : 03498692) as Managing Director of the Company and be passed as a Special Resolution by the Members of Kings Infra Ventures Limited (“**Company**”) through Postal Ballot only by voting through electronic means (“**remote e-voting**”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.
- (ii) Appointment of Ms. Rita Shaji John (DIN: 01544753) as Non-Executive Non-Independent Director of the Company

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on February 6, 2026, has appointed Mr. Jomy Saimon, Practicing Chartered Accountant (Membership No. 221929) as the Scrutinizer to conduct the Postal Ballot through remote e- voting process in a fair and transparent manner.

Kings Infra Ventures Limited
Registered Office :
14B, 14th Floor, The Atria,
Opp Gurudwara Temple, Thevara,
Kochi, Kerala- 682015 India.
info@kingsinfra.com | www.kingsinfra.com

Corporate Office :
B10, 2nd Floor, Triveni Courtt,
KP Vallon Road, Kadavanthra,
Kochi, Kerala- 682020
info@kingsinfra.com +91 484 4865823
CIN : L05000KL1987PLC004913

The remote e-voting period commences from 9:00 A.M. (IST) on Tuesday February 10, 2026 (09:00 hours IST) and ends on Wednesday, March 11, 2026 (17:00 hours IST). 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 Friday, March 13, 2026. 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 and on the website of Central Depository Services Limited ("CDSL") www.evotingindia.com.

Special Business

ITEM NO: 1

Appointment of Mr. Baby John Shaji (DIN : 03498692) as Managing Director of the Company for a period of Five years with effect from 06th February, 2026

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 Articles 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 appointment of Mr. Baby John Shaji (DIN : 03498692) as the Managing Director (Key Managerial Personnel) of the Company, for a period of Five years from 06th February, 2026 to 05th February, 2031 as recommended/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 06th February, 2026, on the terms and conditions 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 appointment as it may deem fit and as may be accepted to Mr. Baby John Shaji, 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."

ITEM NO: 2

Appointment of Ms. Rita Shaji John (DIN: 01544753) 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 reenactment(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 of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 based on the recommendations of Nomination and Remuneration Committee, Ms. Rita Shaji John (DIN: 01544753), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th February, 2026 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 her 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 6th February, 2026.”

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 February 6 2026. 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 February 6 2026 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 February 6 2026. The postal ballot period commences on Tuesday February 10, 2026 (09:00 hours IST) and ends on Wednesday, March 11, 2026 (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/Aadhaar)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.mufig.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, February 6, 2026. 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 INSTRUCTIONS 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 Tuesday, February 10th, 2026 (09:00 hours IST) and ends on Wednesday, March 11th, 2026 (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) of 6th of February, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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 non- institutional 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.

- (iii) 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
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders Holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com either on a Personal Computer 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 e-Voting" 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

	<p>remote e-Voting period.</p> <ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ 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 e- Voting 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.
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 e-Voting 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 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.</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 in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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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.
- 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 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"> • 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.
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.

- (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 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.
- 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 favor 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 (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), AADHAAR (self-attested scanned copy of Aadhaar 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 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 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 March 13th, 2026 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 11th March, 2026 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) 6th of February, 2026.

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 06th February 2026.

In respect of item No. 1

Mr. Baby John Shaji (DIN: 03498692), (S/o Late Mr. Shaji Baby John, Former Chairman & Managing Director of the Company) was appointed as the Joint Managing Director by the shareholders of the Company at the 35th Annual General Meeting of the Company for a term of five years, with effect from 01st October 2023.

Subsequent to the unfortunate demise of Mr. Shaji Baby John, the Chairman & Managing Director of the Company, a vacancy has arisen in the office of the Managing Director. In order to ensure continuity of management and smooth functioning of the Company, the Board considered it necessary to fill the said vacancy at the earliest.

Considering the experience, expertise, and significant contribution of Mr. Baby John Shaji to the growth and operations of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on 06th February, 2026, the Board of Directors, at its meeting held on the same date, approved the appointment of Mr. Baby John Shaji as Managing Director of the Company.

Mr. Baby John Shaji is appointed as Managing Director for a term of Five (5) years with effect from 06th February, 2026, subject to the approval of the members by way of Postal Ballot.

The Appointment of Mr. Baby John Shaji 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.

The Board recommends the Special Resolution set out at Item No. 1 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	<p>Financial performance of the Company as on March 31, 2025 Total turnover of your Company: Rs. 1,24,62,55,328.55</p> <p>Revenue from operations for financial year: Rs. 1,23,82,12,587</p> <p>Profit before Interest, Depreciation and Tax: Rs. 24,35,37,127.88</p> <p>Total comprehensive income of the Company: Rs. 13,16,94,528.40</p>
5.	Foreign investments or collaborations, if any	Nil

II. Information about the Appointee

1.	Background Details	B-Tech in Mechanical Engineering and Master of Science in Strategic Project Management from U.K and currently pursuing GOMP(Global Owner Manager Program) from Asian Institute of Family Managed Business, Mumbai and has been the Joint Managing Director and Chief Financial Officer prior to be appointed as Managing Director.
2.	Past Remuneration	Rs. 1,75,000
3.	Recognition or awards	NIL
4.	Job profile and his suitability	To look after overall business of the Company in particular financial management, annual business strategies, sales and marketing strategies.
5.	Remuneration proposed	Rs. 1,75,000 (It may be noted

		that there is no change in the remuneration)
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Not Applicable
7.	Pecuniary relationship directly or indirectly, with the Company, or relationship with the managerial personnel, if any	Mr. Baby John Shaji is holding 1398900 equity shares (5.71 % of the Paid-Up Share Capital)

Kochi
06.02.2026

For Kings Infra Ventures Limited

**Sd/-
Nanditha T
Company Secretary & Compliance Officer**

ANNEXURE TO ITEM NO. 1 OF THE NOTICE

Details of Directors seeking appointment

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

Name of Director	Baby John Shaji
Date of Birth & Age	17/05/1986 39 years
Nationality & DIN	Indian 03498692
Date of appointment on the Board	10 th February, 2014
Qualification	M.Sc, B.Tech
Expertise in specific functional area	Experience of over 17 Years in Aquaculture and Seafood industry
No. of equity shares held in the Company	13,98,900
List of the directorships held in other companies*	<ol style="list-style-type: none">1. Kings Sista360 Private Limited2. King Propex Ventures Limited3. Kings Hotels and Resorts Limited4. Hi-Line Developers and Projects Private Limited5. Kings Maritech Eco Park Limited6. Kings Infomatica Solutions Private Limited7. Venus Fisheries Private Limited8. Goodtimes India Holidays and Travels Private Limited
Number of Board Meetings attended during the financial year	5
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Chairman of CSR Committee of Kings Infra Ventures Limited. Member of Stakeholders Relationship Committee of Kings Infra Ventures Limited Member of Audit Committee of Kings Infra Ventures Limited
Relationships between Directors inter-se	Mr. Baby John Shaji is the son of Ms. Rita Shaji John.
Terms and conditions of appointment along with details of remuneration sought to be paid.	Appointed as Managing Director w.e.f 06.02.2026, subject to the approval of Members.
Details of last drawn remuneration	Rs. 1,75,000

Kochi
06.02.2026By order of Board of Directors
For Kings Infra Ventures Limited
Sd/-
Nanditha T
Company Secretary & Compliance Officer

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. 2 of the accompanying Notice dated 06th February 2026.

In respect of item No. 2

The Board based on the recommendation of the Nomination and Remuneration Committee (NRC), approved the appointment of Ms. Rita Shaji John as an Additional Non-Executive Non-Independent Director w.e.f 06.02.2026.

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 Ms. Rita Shaji John for the office of Director.

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

Except Ms. Rita Shaji John, being the appointee, and Mr. Baby John Shaji who is her son and therefore a relative, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

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	Ms. Rita Shaji John
Age	62 years
Date of first appointment on Board	The Board at its Meeting held on February 06, 2026 approved the appointment of Ms. Rita Shaji John as an Additional Director with effect from February 06, 2026. The Board also approved the appointment of Ms. Rita Shaji John as Non-executive Non-Independent Director subject to the approval of Members.
Brief resume including qualification and experience	Ms. Rita Shaji John, a postgraduate in Arts from St. Teresa's College, Ernakulam, served

	as a Director on the Board of Kings Infra Ventures Limited from the year 2014 to 2020. During her tenure, she actively engaged in board deliberations and management activities, consistently applying modern management principles while making valuable contributions to the company's growth and development.
Expertise in specific functional areas	Shrimp hatchery management, & aquaculture farming
Other Directorships (as on February 06,2026)	<ol style="list-style-type: none"> 1. Hi-Line Developers and Projects Private Limited 2. Venus Fisheries Private Limited 3. Kings Hotels and Resorts Limited 4. Goodtimes India Holidays and Travels Private Limited 5. Cochin Technopark Limited 6. Kings Infomatica Solutions Private Limited 7. King Propex Ventures Limited 8. Kings Maritech Eco Park 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	Mr. Baby John Shaji is the son of Ms. Rita Shaji John.
No. of equity shares held in the Company (as on February 6, 2026)	6,68,025
No. of board meetings attended during the financial year (FY 2024-2025)	None
Terms and conditions of appointment	Appointed as Non-Executive Non-Independent Director w.e.f 06.02.2026, subject to the approval of Members.

Kochi
06.02.2026

By order of Board of Directors
For Kings Infra Ventures Limited

Sd/-
Nanditha T
Company Secretary & Compliance Officer