

KINGS INFRA VENTURES LIMITED

CIN: L05005KL1987PLC004913

14 B, 14th Floor, The Atria Opp Gurudwara Temple Thevara
Ernakulam Kerala 682015 India

Email: info@kingsinfra.com Website: www.kingsinfra.com

Ph: 0484 6586557

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the members of **KINGS INFRA VENTURES LIMITED** will be held on **Wednesday, the 28th Day of March 2018, at 11:00 A.M. at 14 B, 14th Floor, The Atria, Opp Gurudwara Temple, Thevara, Ernakulam, Kerala- 682015**, to transact the following business:-

SPECIAL BUSINESS

1. Approval for entering into Related Party Transactions by the Company with Kings International Limited

To consider and, if thought fit, to pass, with or without modification(s), the following as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment to any of the forgoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), in the ordinary course of business and on arm’s length basis with Kings International Limited (KIL) a ‘Related Party’ within the meaning of the Act and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and KIL:

Sr. No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Amounts (Rs. in Crore) on Annual basis
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1	<p>Processing agreement for Job work of Aquaculture and seafood products</p> <p>Kings Infra Ventures Limited will avail job working services for processing of aquaculture and seafood product for distribution and exports from the processing plant belonging to M/S Kings International Limited. KIVL will be a Merchant exporter and KIL will be the processor.</p>	<ul style="list-style-type: none"> • Mr. Shaji Baby John is the Managing Director of Kings International Limited. He is also the Managing Director of Kings Infra Ventures Limited. • Mrs. Rita Shaji John, Non-Executive Director of Kings Infra Ventures Limited and Mr. Baby John Shaji, Joint Managing Director of Kings Infra Ventures Limited (being spouse and son respectively) are immediate relatives of Mr. Shaji Baby John. 	Kings International Limited	Rs.5 Crs
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“**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

2. Approval of material related party transaction(s) with M/S SBJ Holdings

To consider and, if thought fit, to pass, with or without modification(s), the following as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment to any of the forgoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to acquire the business including but not limited to the assets, liabilities, stock, etc of M/S SBJ Holdings (SBJ) a ‘Related Party’ within the meaning of the Act and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and SBJ for a net consideration not exceeding Rs. 3.5 Crores (Rupees Three Crore Fifty Lakhs Only):

Sr. No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party
1	Acquisition of the property of any kind but not limited to the assets, liabilities , stock etc	<ul style="list-style-type: none"> • Mr. Shaji Baby John is the Managing Director of Kings Infra Ventures Limited. He is also the Partner in SBJ Holdings. • Mrs. Rita Shaji John is the Non-Executive Director of Kings Infra Ventures Limited. She is also the Partner in SBJ Holdings and the spouse of Mr. Shaji Baby John. • Mr. Baby John Shaji, Joint Managing Director of Kings Infra Ventures Limited is the Son of Mr. Shaji Baby John. 	SBJ Holdings

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

By Order of Board of Directors

Sd/-

Kochi, 02 March, 2018.

Company Secretary & Compliance Officer

NOTES

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), relating to the special business to be transacted at the Extra Ordinary General Meeting is annexed hereto.
2. Corporate Members intending to send their authorised representatives to attend the Extra Ordinary General Meeting (EGM) are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the Extra Ordinary General Meeting.
3. Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Attendance Slips will not be made available at the Extra Ordinary General Meeting venue.
4. **GREEN INITIATIVE:** SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment.

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

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

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

5. **MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES SO FAR ARE REQUESTED TO REGISTER THEIR E-MAIL ADDRESS FOR RECEIVING ALL COMMUNICATION INCLUDING ANNUAL REPORT, NOTICES, CIRCULARS, ETC. FROM THE COMPANY ELECTRONICALLY.**
6. In accordance with the provisions of Section 72 of the Companies Act, 2013, the facility for making/varying/cancelling nominations is available to individuals, holding shares in a company. Nomination can be made in Form SH 13 and any variation/cancellation thereof can be made by giving notice in Form SH 14 prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrar & Share Transfer Agents, M/s. S.K.D.C Consultants Limited.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members

holding shares in physical form can submit their PAN to the Company / Registrars and Transfer Agents of the Company.

8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrars and Transfer Agents of the Company for consolidation into a single folio.
9. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, The Notice of EGM, attendance slip and proxy form are being sent in electronic mode to members whose e-mail addresses are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of EGM and Attendance slip are being sent to those members who have not registered their E-mail addresses with the Company or Depository Participant(s) and are also entitled to receive such communication in physical form upon request.
10. Members who have received the notice of EGM and Attendance Slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the registration counter to attend the EGM.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Relevant documents referred to in the accompanying notice and the statements, if any are open for inspection by the members at the Registered Office of the Company on all working days except Saturday during business hours up to the date of Meeting.
13. Members are requested to send all communications relating to shares, change of address etc. to the Registrar and Share Transfer Agents at the following address:

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

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

Phone: +91 4224958995, 2539835-836 | Fax: +91 422 2539837.

Email: info@skdc-consultants.com

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

14. Voting

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely **March 21, 2018** only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

(I) Voting Through Electronics Means

1. Pursuant to Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, Secretarial Standard 2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided e-voting facility to the members using the Central Depository Services Ltd. (CDSL) platform. All business to be transacted at the General Meeting can be transacted through the electronic voting system. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting) will be provided by Central Depository Services (India) Ltd (CDSL).
2. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
3. The Company has appointed Mr. CA Jomy Saimon FCA, GSPU & Associates, Chartered Accountant (Membership No. 221929) to act as the Scrutiniser to scrutinise the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
4. The Results shall be declared within 48 hours after the Extra Ordinary General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.kingsinfra.com and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE Limited, where the shares of the Company are listed.
5. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. **March 21, 2018** may obtain the User ID and password in the manner as mentioned below.

The instructions for shareholders voting electronically are as under:

- (i) The voting period commences on **Saturday 24th March, 2018 (9:00 am) and ends on Tuesday 27th March, 2018 (5:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **March 21, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. Eg. 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on

which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Kings Infra Ventures Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Voting at EGM

The Members, who have not cast their votes electronically, can exercise their voting rights at the Extra Ordinary General Meeting.

15. Route Map showing directions to reach to the venue of the EGM is given at the end of this report as per the requirement of the Secretarial Standards-2 on “General Meetings.”

Kochi, 02 March, 2018.

By Order of Board of Directors
Sd/-
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. 1 of the accompanying Notice dated 02nd March, 2018.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up share capital of rupees Ten crore or more, prior approval of the shareholders, by way of a Special Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013)

In respect of item No. 1

Approval for entering into Related Party Transactions with Kings International Limited (KIL)

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

- (1) Name of the Related Party:
 - (2) Name of the Director or Key Managerial Personnel who is related, if any, and nature of relationship:
- } **As provided in the table below**

Name of the Related Party	Name of the Director/KMP who is related and their nature of relationship
Kings International Limited	<ul style="list-style-type: none"> • Mr. Shaji Baby John is the Managing Director of Kings International Limited. He is also the Managing Director of Kings Infra Ventures Limited. • Mrs. Rita Shaji John, Non-Executive Director of Kings Infra Ventures Limited and Mr. Baby John Shaji, Joint Managing Director of Kings Infra Ventures Limited (being spouse and son respectively) are immediate relatives of Mr. Shaji Baby John.

(3) Nature, material terms, monetary value and particulars of the contract or arrangement: The details are as mentioned below

A. Availing or rendering of any services

The Company proposes to enter into Merchant Agreement with Kings International Limited and Kings Infra Ventures Limited(herein after referred as “Merchant Exporter”) shall provide graded and cleaned raw materials with packing specification and also packing materials for processing at the premises of the Processor. The amounts being charged for the said services is fixed after considering all the relevant factors and are on arms length basis. The rates are subjected to the annual increment of 5% as may approved by the Board. The maximum amount to be transacted would be upto Rs. 5 crores on an Annual Basis.

(4)Any other information relevant or important for the Board/Members to take a decision:

The services being extended by the Company to its related party in relation to business enhancement and for building up robust practices and processes are towards the benefit of the Company. The respective agreements are entered on arm’s length basis and all factors relevant to the respective contracts have been considered by the Board.

The above contracts/arrangements/transactions were approved by the Audit Committee at its meeting held on 02.03.2018 and recommended by the Board of Directors at its meeting held on 02.03.2018 to the unrelated shareholders for their approval relevant to the respective contracts that have been considered by the Board.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 1 shall be entitled to vote on this special resolution. The Board of Directors recommends the resolution set forth in item No. 1 for approval of the Members. Except the Directors mentioned above (to the extent of their shareholding interest in the Company), no other director or Key Managerial Personnel or

their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

In respect of item No. 2

Approval of material related party transaction(s) with M/S SBJ Holdings

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

- (1) Name of the Related Party:
 (2) Name of the Director or Key Managerial Personnel who is related, if any, and nature of relationship: } **As provided in the table below**

Name of the Related Party	Name of the Director/KMP who is related and their nature of relationship
SBJ Holdings	<ul style="list-style-type: none"> • Mr. Shaji Baby John is the Managing Director of Kings Infra Ventures Limited. He is also the Partner in SBJ Holdings. • Mrs. Rita Shaji John is the Non-Executive Director of Kings Infra Ventures Limited. She is also the Partner in SBJ Holdings and the spouse of Mr. Shaji Baby John. • Mr. Baby John Shaji, Joint Managing Director of Kings Infra Ventures Limited is the Son of Mr. Shaji Baby John.

- (3) Nature, material terms, monetary value and particulars of the contract or arrangement: The details are as mentioned below:

A. Acquisition of the property of any kind but not limited to the assets, liabilities, stock etc

The Company proposes to enter “Business Takeover Agreement” with M/s. SBJ Holdings to acquire the business of aquaculture and allied businesses on a going concern basis, other than that stated elsewhere in Business Takeover Agreement, on the Business Takeover Date on the terms and subject to the conditions set forth in the said Agreement. Parties propose to accept and acknowledge that Business Takeover is on a slump sale basis and for a net consideration not exceeding Rs. 3.5 Crores (Rupees Three Crore Fifty Lakhs Only) and the Business shall vest in the Company from the Business Takeover Date.

- (4) Any other information relevant or important for the Board/Members to take a decision:

Major Terms and Conditions Precedent to Business Takeover proposed to be undertaken:

- The Company shall discharge the Consideration through banking channels to the designated banking account of the Firm over a period not exceeding 90 days from the Closing Date.
- Completion of a physical verification and valuation of inventories of the Firm which are forming part of the Business Takeover by an Independent Chartered Accountant.
- The Firm shall provide a certificate that each of the representations and warranties as provided in this Agreement is true and correct on and as of the Business Takeover Date.
- All consents, approvals and actions of filings with and notices to any governmental or regulatory authority necessary to permit the Company to perform their obligations under this Agreement and to consummate the transactions contemplated hereby, each of which, if any, shall be given by the Firm.
- The Firm shall be liable and responsible to settle any liabilities prior to the takeover and shall indemnify the Company in case of any such claim arising within one (1) year from the "Business Takeover Date".
- Parties acknowledge and accept that the Company is entering into this Agreement relying on the representations and warranties and indemnities of the Firm. After Business Transfer Date and subject to receipt of the consideration for Business Takeover as described in this Agreement, the Firm shall have no right, title, interest and claim in the Business.
- All the employees on the permanent rolls as full time employees of the Business of the Firm will be taken into the rolls of the company from the date of Takeover of Business by the Company.
- All agreements and contracts and business arrangements for supply chain management and contract farming of Aquaculture projects built up by the firm will also be taken over by the company for its benefit.
- The Company will, as a part of the Business Takeover agreement, be taking over the Bank / LC facility available to SBJ Holdings.
- As per the provisional balance sheet provided by the Auditors of the firm for the period 1st April 2017 to 31st January 2018, the firm achieved a turnover of Rs 14.37 Lakhs with a net profit of Rs 75 Lakhs. Partners Account is Rs. 3.20 Crores. The export worthy raw material inventory held by the firm as on 31st Jan 2018 is 10.38 Crores.

The above contracts/arrangements/transactions were approved by the Audit Committee at its meeting held on 02.03.2018 and recommended by the Board of Directors at its meeting held on 02.03.2018 to the unrelated shareholders for their approval relevant to the respective contracts that have been considered by the Board.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 2 shall be entitled to vote on this special resolution. The Board of Directors recommends the resolution set forth in item No. 2 for approval of the Members. Except the Directors mentioned above (to the extent of their

shareholding interest in the Company), no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

Kochi, 02 March, 2018.

By Order of Board of Directors
Sd/-
Company Secretary & Compliance Officer

KINGS INFRA VENTURES LIMITED

CIN: L05005KL1987PLC004913

14 B, 14th Floor, The Atria Opp Gurudwara Temple Thevara
Ernakulam Kerala 682015 India

Email: info@kingsinfra.com Website: www.kingsinfra.com

Ph: 0484 6586557

ATTENDANCE SLIP

Extra Ordinary General Meeting- 28^h March, 2018

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE
MEETING HALL

DP Id*	
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Folio No	
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Client Id*	
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No. of Shares	
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Name and Address of Shareholder	
Name of Proxy	
Name of Proxy, If any	
Registered Folio/ DP ID & Client ID	
No. of Shares held	

I hereby record my presence at the Extra Ordinary General Meeting on March 28th,2018 at 11:00 hrs at 14B, 14th Floor, The Atria Opp Gurudwara Temple Thevara Ernakulam Kerala 682015

.....
Signature of Shareholder/Proxy present

Note: Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

KINGS INFRA VENTURES LIMITED

CIN: L05005KL1987PLC004913

14 B, 14th Floor, The Atria Opp Gurudwara Temple Thevara

Ernakulam Kerala 682015 India

Email: info@kingsinfra.com Website: www.kingsinfra.com

Ph: 0484 6586557

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the members(s)	
Registered Address:	
E-mail Id:	
Folio No/*Client Id/*DP Id:	

I/We,being the member(s) of Kings Infra Ventures Limited, holding..... shares, hereby appoint:

- 1) Name: _____ E-mail id _____
Address: _____ Signature _____, or falling him/her
- 2) Name: _____ E-mail id _____
Address: _____ Signature _____, or falling him/her
- 3) Name: _____ E-mail id _____
Address: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, 28th March, 2018 at 14 B, 14th Floor, The Atria, Opp. Gurudwara Temple, Thevara, Ernakulam, Kerala 682015 India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resol. No.	Resolution	FOR	AGAINST
Special Business			
1.	To Approve related party transactions with KIL		
2.	To Approve related party transactions with SBJ Holdings		

Signed this..... Day of2018

Signature of shareholder

Signature of proxy holder(s)

Affix a
Revenue
Stamp

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A proxy need not to be member of the Company.
- (3) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

VENUE ROUTE MAP

ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING OF KINGS INFRA VENTURES LIMITED

Day & Date: Wednesday, 28th March, 2018

Time:11.00 A.M

**Venue: 14 B, 14th Floor, The Atria Opp Gurudwara Temple Thevara
Ernakulam Kerala 682015 India**



[URL:Phttps://goo.gl/maps/zZN1dud8GZ72](https://goo.gl/maps/zZN1dud8GZ72)