

# Kings Infra Ventures Limited

## Annual Report 2018-19



“Disrupting the Indian Fisheries Landscape”

## Board of Directors



**Shaji Baby John**  
Chairman &  
Managing Director



**Rita Shaji John**  
Non-Executive Director



**Baby John Shaji**  
Joint Managing  
Director & CFO



**Balagopalan Veliyath**  
Executive Director



**Dr. J Alexander IAS(Retd)**  
Non-Executive  
Independent Director



**Paul Joseph IES(Retd)**  
Non-Executive  
Independent Director



**Rathina Asokan**  
Non-Executive  
Independent Director



**N Rajendran**  
Non-Executive  
Independent Director

## Management Team



**Radhakrishnan**  
General Manager



**Ajithlal**  
Company Secretary



**Nitin Raj**  
Business Head,  
Seafood Division



**Anoop R Nair**  
Chief Accountant



**Anil Jaladharan**  
Factory &  
Operation Head

**KINGS INFRA VENTURES LIMITED**  
**IN: L05000KL1987PLC004913**

**COMPANY INFORMATION**  
**Board of Directors**

Mr. Shaji Baby John	Chairman & Managing Director
Mr. Baby John Shaji	Joint-Managing Director
Mr. Balagopalan Veliyath	Whole-time Director
Mrs. Rita Shaji John	Non-Executive Director
Dr. Alexander John Joseph	Independent Director
Mr. Narayana Pillai Rajendran	Independent Director
Mr. Paul Joseph	Independent Director
Mr. Rathina Asokan	Independent Director

**Chief Financial Officer**

Mr. Baby John Shaji

**Company Secretary & Compliance Officer**

CS Ajithlal

**REGISTERED OFFICE**

14B, 14<sup>th</sup> Floor, The Atria Opp Gurudwara Temple,  
Thevara, Ernakulam-682015

**OFFICIAL WEBSITE**

[www.kingsinfra.com](http://www.kingsinfra.com)

**STATUTORY AUDITOR**

M/s. Elias George & Co.  
Chartered Accountants,  
38/1968A, EGC House, H.I.G. Avenue,  
Gandhi Nagar, Kochi- 682 020.

**SECRETARIAL AUDITOR**

CS G Porselvam FCS,  
Company Secretary in Practice,  
LPF Building, II Floor, 25, (10), Thiyagaraja Street  
Off. North Usman Rd, T. Nagar,  
Chennai- 600 017

**INVESTOR CORRESPONDENCE**

The Company Secretary,  
Kings Infra Ventures Limited  
14B, 14<sup>th</sup> Floor, The Atria Opp Gurudwara Temple,  
Thevara , Ernakulam- 682015

**BANKERS**

Punjab National Bank Limited  
Union Bank of India  
Bank of Baroda  
State Bank of India

**INTERNAL AUDITOR**

M/s. G Joseph & Associates  
Chartered Accountants  
37/2038, First Floor, Muttathil Lane,  
Kadavanthra Cochin- 682 020

**REGISTRAR & SHARE TRANSFER AGENT**

M/s. S. K. D. C Consultants Limited  
Kanapathy Towers, 3<sup>rd</sup> Floor, 1391/A1 Sathy Road,  
Ganapathy, Coimbatore- 641 006

<b>Contents</b>	<b>Page</b>
Notice	4
Directors' Report	17
Corporate Governance Report	43
Management Discussion & Analysis Report	60
Auditors' Report	64
Balance Sheet	76
Statement of Profit and Loss	77
Cash Flow Statement	78
Statement of Changes in Equity	79
Notes to Financial Statements	80



## CHAIRMAN'S MESSAGE

Dear Shareholder,

I have great pleasure in welcoming you to the 31st Annual General Meeting of the Company. The year 2018-19 was indeed a challenging period for businesses across India. It has not been any different for your company too, as it had to re-forge its vision and goals not to just remain relevant to the times but also to thrive in a fast-changing economic scenario.

Keeping this in mind, the Board of Directors had taken certain conscious decisions to refocus our attention to our core strengths and re-envision our business model to improve operational efficiency and convert your company into a lean force endowed with sharper goals, better yield, business volume and overall profits.

One such decision was to reduce our dependence on real estate and construction to concentrate on our core strength, namely, sustainable aquaculture. Looking back and taking into account the current state of real estate and construction sector, you will appreciate that it was indeed a wise decision. The decision to refocus on sustainable aquaculture, however, beat all other decisions, I must say.

For, we have been very successful in forecasting in advance fish consumption pattern and the imminent rise in the demand for sustainably grown fish and related products globally. Likewise, we have also been spot on, in foreseeing Central Government's renewed interest in supporting and boosting the country's aquaculture industry.

A slew of measures initiated by the Central Government headed by Prime Minister Narendra Modi, the latest being the clarion call to usher in Blue Revolution 2.0 to strengthen rural economy and create additional employment opportunities and boost exports in the country by Finance Minister Ms. Nirmala Sitharaman reflect this fact.

In correlation, I am glad to inform you that your company has been quite active in Research and Development (R&D) to come up with innovative technologies that are set to revolutionise existing fish farming practices. The STQC aquaculture hub (sustainable, traceable, quality-certified), aqua mimicry and open pond recirculating aquaculture systems, being launched by your company are key initiatives which will yield rich dividends to your company as well as to thousands of small farmers and fishermen and create a sustainable aquaculture model for the country.

Moving forward, your company is exploring to take this model to different parts of the country for the larger benefit of fishermen community. Your company has also initiated the process of testing the various technologies in collaboration with Tamil Nadu Dr.J. Jayalalithaa Fisheries University.

Another project on the anvil is a multi species integrated aquaculture facility and technology extension centre an in about 25 acres, which I am sure will be another feather in the cap of your company as it would also help train farmers and small entrepreneurs who are eager to test the aquaculture waters.

It is with great pride that I want to inform you that after starting our exports last year your company's products have reached 12 countries across 3 continents including some of the most sensitive and stringent markets like Japan, EU and USA and our order books are flush with repeat orders. We are working towards long term partnerships to do more value addition and move up the value chain.

In short, I can see that the road ahead is quite exciting for aquaculture industry in general and for your company in particular. The fact that your company is prepared to take full advantage of the unfolding opportunities reflects in Silicon India declaring it as the Company of the Year 2019.

Now that your company is through with its restructuring phase and the entire team is working in tandem, I am certain, in the financial year ahead, the efforts put in by the team would come to fruition and your company will have an exciting balance sheet of which you can take pride and gloat in pride. This is considering the market outlook and the country's aquaculture eco system.

Before concluding, I reminisce here what Ernest Hemingway wrote in his classic short heroic novel The Old Man and the Sea: "Now is not the time to think of what you do not have. Think of what you can do with that there is." Yes, now that there is a right environment and a market that is exciting, your company will do well using what is at hand rather than thinking about what it does not have.

With warm regards,

Sincerely yours,

**SHAJI BABY JOHN**

## Notice

**Notice** is hereby given that the Thirty First Annual General Meeting of the members of **Kings Infra Ventures Limited** will be held on **Saturday, 21<sup>st</sup> Day of September, 2019 at 2 P.M. at Hotel Olive Downtown 28/286, Kadavanthra Jn. Kochi, Kerala , 682 020** to transact the following business:-

### **Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Rita Shaji John (DIN No. 01544753), Non-Executive Director who retires by rotation and being eligible, offers herself for re-appointment.

### **Special Business**

#### **3. Re-appointment of Mr. Narayana Pillai Rajendran as Independent Director**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Narayana Pillai Rajendran (DIN 01943124), who was appointed as an Independent Director at the Annual General Meeting held on 27<sup>th</sup> September 2014 and who holds office up to September 26, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from the 31<sup>st</sup> AGM."

**"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."

#### **4. Re-appointment of Mr. Rathina Asokan as Independent Director**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Rathina Asokan (DIN 03112985), who was appointed as an Independent Director at the Annual General Meeting held on 27<sup>th</sup> September 2014 and who holds office up to September 26, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted

a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from the 31<sup>st</sup> AGM."

**"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."

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

Sd/-  
Ajithlal

**Company Secretary & Compliance Officer**

Kochi  
14/08/2019

**Notes:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Item No. 3 & 4 set out in the Notice is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. DULY COMPLETED INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE REACHED THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**  
**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, PROVIDED A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.**
3. Corporate members intending to send their authorised representative to attend the Annual General Meeting (AGM) are requested to ensure that the authorised representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the meeting.

4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 14, 2019 to Saturday, September 21, 2019**(both days inclusive)** for the purpose of AGM.
6. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, annexed to the Proxy Form. Members/Proxies are requested to bring the attendance slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue. Copies of the Annual Report or Attendance Slips will not be made available at the Annual General Meeting venue.
7. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.

**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.html>

8. Notice of this Annual General Meeting, Audited Financial Statements for 2018-19 along with Directors' Report and Auditors' Report are available on the website of the Company [www.kingsinfra.com](http://www.kingsinfra.com).
9. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. Any member desirous to dematerialise his holding may do so through any of the depository participants. The ISIN of the equity shares of the Company is INE050N01010.
10. SEBI has mandated the submission of Permanent Account Number by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/RTA. SEBI has also mandated the submission of copy of the PAN card to the Company/RTA by the transferee(s) as well as transferor(s) for registration of transfer of securities.
11. The Shareholders are requested to update the contact address and are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.
12. Members who are holding shares in the same name or in the same order of names, under different folios, are requested to notify the same to the Registrar and Share Transfer Agent for consolidation of their shareholding into a single folio.

- 13.** Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.

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, 3<sup>rd</sup> Floor, 1391/A1, Sathy Road, Ganapathy, Coimbatore – 641 006.

Phone: +91 422 4958995, 2539835-836 | Fax: +91 422 2539837.

Email: [info@skdc-consultants.com](mailto: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.** The details of the Directors seeking reappointment under Item Nos. 2,3 and 4 of this Notice, is annexed hereto in terms of Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.

- 15.** Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address either with the company or with the depository. Hence, members are requested to provide their email address to the Company/the Registrar and Transfer Agent or update the same with their depositories to enable the Company to send the documents in electronic form.

- 16.** In terms of Section 101 and 136 of the Companies Act, 2013 read with the relevant Rules made there under, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective Depository Participants or with the share transfer agents of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to [investorgrievances@kingsinfra.com](mailto:investorgrievances@kingsinfra.com) mentioning your Folio/DP ID & Client ID.

## **17. 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 September 13, 2019 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.
3. The Company has appointed Mr. CA Jomy Saimon FCA, Jomy Saimon and 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 Annual 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](http://www.kingsinfra.com) and on the website of CDSL [www.evotingindia.com](http://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. September 13, 2019 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 **Tuesday 17<sup>th</sup> September, 2019 (9.00 am) and ends on Friday 20<sup>th</sup> September, 2019 (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 September 13, 2019 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first</li> </ul>

	<p>two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
<p>Dividend Bank Details <b>OR</b> Date of Birth (DOB)</p>	<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"> <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 as mentioned in instruction (iv).</li> </ul>

- (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](http://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](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 should be mailed to [helpdesk.evoting@cDSLindia.com](mailto: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.

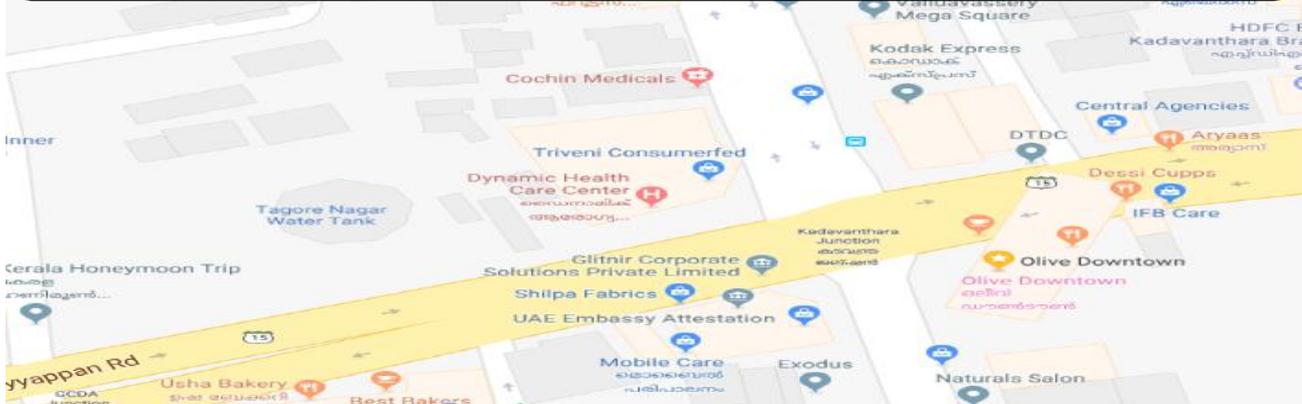
(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).

### **Voting at AGM**

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

**18. Route Map to the AGM Venue:**

**Route Map & Land Mark**  
31<sup>st</sup> AGM on Saturday, 21<sup>st</sup> September 2019, at 2.00 PM  
**Hotel Olive Downtown 28/286, Kadavanthra Jn. Kochi, Kerala ,682 020**



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

Sd/-  
Ajithlal  
**Company Secretary & Compliance Officer**

Kochi  
14/08/2019

**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.3 to 4 of the accompanying Notice dated 14<sup>th</sup> August, 2019.

**In respect of item No. 3**

Mr. Narayana Pillai Rajendran (DIN: 01943124) is an Independent Non-Executive Director of the Company and Chairman of the Audit Committee and a member of the Nomination and Remuneration Committee of the Board of Directors of the Company. Pursuant to the Act, Mr. Narayana Pillai Rajendran was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term up to 26<sup>th</sup> September,2019,by the members of the Company in the Twenty Sixth Annual General Meeting ("AGM") of the Company.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company

Based on recommendation of Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150,152,Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors proposes the re-appointment of Mr. Narayana Pillai Rajendran as Independent Non-Executive Director, for a second term of five years from 26<sup>th</sup> September,2019 up to 25<sup>th</sup> September,2024.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Narayana Pillai Rajendran would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

Mr. Narayana Pillai Rajendran does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Detailed profile of the Mr. Narayana Pillai Rajendran is given in the Annexure accompanying this Notice.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr.Narayana Pillai Rajendran, started his career as an advocate after his B.Sc and LLB degrees from Kerala University. He is a holder of CAIIB. He was a member of Transport Advisory Committee for Government of Kerala, who has played a key role in formulating the policy for travel concessions to student community in Kerala. He had 25 years of service with Federal Bank Ltd. He was the Chief Public Relation Manager for a term of 5 years in Federal Bank.After taking voluntary

retirement from the bank he has been in the advertising and public relations field for about 10 years. He holds Directorship of Care Connections Pvt Ltd, Kings Travelworld(India)Private Ltd and Kings Infomatica Private Ltd. He is the Chairman of Cornet Graphics and Communications, a partnership firm in Kochi, Kerala.

Except Mr. Narayana Pillai Rajendran, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the accompanying Notice of AGM.

Mr. Narayana Pillai Rajendran is not related to any Director of the Company.

#### **In respect of item No.4**

Mr.Rathina Asokan(DIN:03112985), is an Independent Non-Executive Director of the Company and Chairman of Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Board of Directors of the Company. Pursuant to the Act, Mr. Rathina Asokan was appointed as an Independent Non-Executive Director to hold office for five consecutive years for a term up to 26<sup>th</sup> September,2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company

Based on recommendation of Nomination and Remuneration Committee, in terms of provisions of Sections 149, 150,152,Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors proposes the re-appointment of. Mr. Rathina Asokan as Independent Non-Executive Director, for a second term of five years from 26<sup>th</sup> September,2019 up to 25<sup>th</sup> September,2024.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Rathina Asokan would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

Mr. Rathina Asokan does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Detailed profile of the Mr.Rathina Asokan is given in the Annexure accompanying this Notice.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr. Rathina Asokan has been practicing in High Court of Madras since 1973.As an Advocate in Bar Council in the High Court of Madras in Tamilnadu, Mr.Rathina has handled many criminal cases and civil suits. He took special interest in matrimonial disputes and acts as a counsellor to various family

disputes, partition, disputes among Partners/Directors and guide them, acted as a legal advisor to many reputed entities over years and guided them appropriately. Mr.Rathina recently took interest in filing Public Interest Litigations (PIL) in the matter concerning preservation of Environment, Heritage Structures (Hindu Temples),Water Bodies and Pollution. He has awarded "Seva Rathna Award" in the year 2009 for rendering free legal services to the victim's family affected by motor accidents.

Except Mr. Rathina Asokan being an appointee,none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested,financially or otherwise,in the resolution set out at Item No.4 of the accompanying Notice of AGM.

Mr. Rathina Asokan is not related to any Director of the Company.

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

Sd/-  
Ajithlal

**Company Secretary & Compliance Officer**

Kochi  
14/08/2019

### ANNEXURE TO ITEM NOS. 3 & 4 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

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

<b>Name of Director</b>	<b>Rita Shaji John</b>	<b>Narayana Pillai Rajendran</b>	<b>Rathina Asokan</b>
<b>Date of Birth &amp; Age</b>	13-06-1963 & 56 years	02-12-1954 & 64 years	25-12-1949 & 69 years
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of appointment on the Board</b>	November 13, 2014	September 27, 2014	December 28, 2015
<b>Qualification</b>	MA	B.Sc, LLB, CAIIB	Bachelor's Degree in Zoology, BL
<b>Expertise in specific functional area</b>	Experience of over 28 Years in Infrastructure Industry	Experience of over 35 years in Law, Banking and Public relations	Experience of over 46 years as Advocate
<b>No. of equity shares held in the Company</b>	668025	0	0
<b>List of the Directorships held in other companies*</b>	King Propex Ventures Limited Kings Hotels and Resorts Limited		
<b>Number of Board Meetings attended during the financial year</b>	07/07	07/07	07/07
<b>Chairman/ Member in the Committees of the Boards of companies in which he is Director*</b>	Chairman None Member None	Audit Committee - Chairman	Stakeholder Relationship Committee-Chairman
<b>Relationships between Directors inter-se</b>	Wife of Chairman & Managing Director and Mother of Mr. Baby John Shaji, Joint Managing Director (& CFO)	Not related to any Director or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company
<b>Terms and conditions of re-appointment along with details of remuneration sought to be paid.</b>	She was appointed as Non-Executive Director of the Company effective from 13th November, 2014. As per the terms of re-appointment, she is	He was appointed as the Non-Executive Independent Director of the Company for a period of five years	He was appointed as the Non-Executive Independent Director of the Company for a period of five years effective from 27 <sup>th</sup> September 2014. Pursuant to the

	liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible offers herself for re-appointment.	effective from 27 <sup>th</sup> September, 2014. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on August 14,2019,proposed seeking approval of members for continuation of office of Directorship of Mr. Narayana Pillai Rajendran, in the Non-Executive Independent category for a second term of five years commencing with effect from the 31 <sup>st</sup> AGM	recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on August 14,2019, proposed seeking approval of the members, for continuation of office of Directorship of Mr. Rathina Asokan, in the Non-Executive Independent category, for a second term of five years commencing with effect from the 31 <sup>st</sup> AGM
<b>Details of last drawn remuneration</b>	During the Financial Year 2018-19, an aggregate amount of Rs.70,000 was paid towards the fee for attending Board Meetings.	During the Financial Year 2018-19, an aggregate amount of Rs. 1,40,000 was paid towards the fee for attending Board/ Committee Meetings.	During the Financial Year 2018-19, an aggregate amount of Rs. 100,000 was paid towards the fee for attending Board/ Committee Meetings

\*Directorship includes Directorship of other Indian Public Companies and Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or Not ).

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

Sd/-  
Ajithlal

**Company Secretary & Compliance Officer**

Kochi  
14/08/2019

## **DIRECTORS' REPORT**

To  
The Members,  
**Kings Infra Ventures Limited.**

The Directors have pleasure in submitting their 31<sup>st</sup> Annual Report on the business and operations of the Company audited Ind AS financial statements for the financial year ended 31st March, 2019 along with comparative Financial Statements for the financial year 2017-18.

### **FINANCIAL RESULTS**

<b>Particulars</b>	<b>2018-19 (In Rs.)</b>	<b>2017-18 (In Rs.)</b>
Revenue from Operations	335,140,619.52	95,800,099.06
Other Income	1,051,696.69	9,18,458.33
Total Revenue	336,192,316.21	96,718,557.39
Total Expense	311,371,287.48	88,513,872.72
Profit before Interest, Depreciation and Tax	38,452,768.07	12,394,516.88
Finance Cost	7,391,777.50	3,853,009.00
Depreciation and Amortization	565,268.83	336,823.21
Profit (Loss) before Tax	24,821,028.73	8,204,684.67
Profit (Loss) after Tax	11,823,707.21	6,010,108.25
Other comprehensive income/ (loss) (net of tax expenses)	---	---
Total comprehensive (loss)/income for the period	11,823,707.21	6,010,108.25

### **REVIEW OF OPERATIONS**

During the financial year 2018-19 your Company has registered a growth in revenue from operations. Revenue from operations for financial year March 31, 2019 stood at Rs. 335,140,619.52/- as against Rs. 95,800,099.06/- in the previous year, which shows an increase in revenue of Rs.23,93,40,520.46/-. After providing for depreciation and taxation of Rs.565,268.83/- & Rs.1,29,97,321.52/- respectively, the total comprehensive income of the Company for the period is Rs.11,823,707.21/-

It is relevant to note that there were no material changes and commitments that go to affect the financial position of your Company during or in between the end of the financial year 31-03-2019 and the date of this report.

### **TRANSFER TO RESERVES**

It is to be noted that no amount was transferred to the reserves during the financial year ended 31st March, 2019.

### **DIVIDEND**

As you are aware, your Company is on the throes of a major expansion and diversification process. Your company recently launched the country's first sustainable, traceable, quality-certified (STQC) hub in Tuticorin in Tamil Nadu. Your Company plans to expand this hub to different parts of the country and it is also in the process of setting up an aquaculture park in Tuticorin in a sprawling 125 acres. Your company is also geared up to set up a Research and Testing Centre in Tuticorin besides expanding its operations to Gujarat where it is expected to play a key role in boosting the

State's shrimp culture. All these activities demand considerable outlay of funds towards creation of infrastructure, pursuing R&D activities and bringing about newer technologies for better yield and improved profits. In view of this and the proposal under consideration, your Directors do not recommend payment of dividend for the year ended March 31, 2019.

## **DEPOSITS**

You would be delighted to notice that your company has not accepted any deposits from public and as such no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

## **UNSECURED LOAN FROM DIRECTORS**

The details of unsecured loan(s) from Directors of the Company for the period under review are as follows;

<b>Sl.No</b>	<b>Name of Director</b>	<b>2018-19</b>	<b>2017-18</b>	<b>Additions/ Reductions</b>
1	Shaji Baby John	43,570,705.21	45,697,871.21	(2,127,166)
2	Baby John Shaji	590,0000.00	-	590,0000.00
	<b>TOTAL</b>	<b>44,160,705.21</b>	<b>45,697,871.21</b>	

## **SUBSIDIARIES, JOINT VENTURES & ASSOCIATES**

This is to confirm that your Company does not have any subsidiary, joint ventures or associate companies.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement of Section 134 (3) and (5) of the Companies Act, 2013, your Directors confirm that:-

- a) In the preparation of the Annual Accounts, your Company has followed applicable accounting standards and it is also important to note that there have been no material departures.
- b) The Board was consistent enough to select and apply such accounting policies that they allowed it to make judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit it earned for that year.
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 to safeguard the assets of your Company and to prevent and detect any fraud and other type of irregularities.
- d) They have prepared the annual accounts on a going concern basis.
- e) They had laid down internal financial controls to be followed by the Company and that such internal financial controls were not only adequate but they were also in effective operation
- f) They devised proper systems that were adequate and effectively operational to ensure compliance with the provisions of all applicable laws.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Shaji Baby John, Chairman & Managing Director, Mr. Baby John Shaji, Joint Managing Director & CFO, Mr. Balagopalan Veliyath, Whole time Director, Mr. Ajithlal, Company Secretary & Compliance Officer are the Whole-time Key Managerial Personnel of the Company. Ms. Meera

Cyriac Company Secretary & Compliance Officer has vacated her office as the Whole-time KMP on 22<sup>nd</sup> February, 2019. Mr.Ajithlal pursuant to the recommendation of NRC was appointed as Company Secretary & Compliance Officer to fill the vacancy caused by the resignation of Ms. Meera Cyriac with effect from February 23, 2019.

Further no other Director has been appointed or has retired or resigned during the year.

Mrs. Rita Shaji John, Non - Executive Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offered herself for re-appointment. The Board recommends her appointment.

The Board further sought the approval of shareholders at the Annual General Meeting for re-appointment of independent Non-Executive Directors Mr.Narayanan Pillai Rajendran and Mr.Rathina Asokan who hold office till September 26, 2019 and are eligible for re-appointment for a second term of 5 years.

The Board further considered the declarations given by independent Directors under Section 149 (6) and the Company's policy on Directors' appointment and remuneration that include criteria for determining qualifications, positive attributes and independence of a Director. The Board besides making a self-evaluation of its performance also went into the performance showcased by its committees and individual Directors. No Director was disqualified under Section 164 of the Companies Act, 2013.

#### **MEETINGS OF THE BOARD**

7 (Seven) meetings of the Board of Directors were held during the year. Details of Board meetings are included in Corporate Governance Report.

#### **STATUTORY AUDITOR**

M/s. Elias George and Co, Chartered Accountants(FR No. 000801S), Kochi, were appointed as the Auditors of the Company at the Annual General Meeting held on 23<sup>rd</sup> September 2017 to hold office for a period of 5 consecutive years. Necessary certificate has been obtained from the Auditors as per Section 139(1) of the Companies Act, 2013. The Auditor's observations are suitably explained in notes to the Accounts and are self-explanatory.

The Auditors' Report for the financial year ended March 31, 2019 does not contain any qualification, reservation or adverse remark. Pursuant to provisions of section 143(12) of the Companies Act, 2013, the Statutory Auditors have not reported any incident of fraud to the Audit Committee during the period under review.

#### **SECRETARIAL AUDITOR**

The Board has appointed Mr. G Porselvam, Practising Company Secretary as the Secretarial Auditor of your Company to conduct Secretarial Audit for the financial year 2018-19. The secretarial audit report on the compliance of the applicable Acts, Laws, Rules, Regulations, Guidelines, Listing Agreement, Standards etc. as stipulated by Section 204 of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 forms part of this report as Annexure - A. The findings of the audit have been satisfactory.

#### **PUBLIC SHAREHOLDING**

About 28.31% of the paid up equity share capital of the Company are held by the public shareholders. The category-wise shareholdings are reported in the "Extract of Annual Return" forming part of the annual report.

## **LISTING AND DEMATERIALISATION**

The equity shares of the Company are listed on the Bombay Stock Exchange Ltd. Shareholders are requested to convert their holdings to dematerialized form to derive its benefits by availing the demat facility provided by NSDL and CDSL at the earliest. Effecting transfer in Physical Form is not allowed from December 5, 2018.

## **EXTRACT OF ANNUAL RETURN**

Extract of Annual Return (Form MGT-9) pursuant to Section 92 of Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is annexed herewith as Annexure - B.

## **AUDIT COMMITTEE**

The details pertaining to the composition of the Audit Committee are included in the Corporate Governance Report.

## **RELATED PARTY TRANSACTIONS**

All transactions entered with related parties during the year under review are on arm's length basis and in the ordinary course of business. There were no materially significant related party transactions which could have had a potential conflict with the interests of the Company.

The Company had not entered into any other contract/ arrangement/transaction with related parties which could be considered material as per Listing Agreement with Stock Exchanges during the reporting period. Other than the transactions for which approvals were sought, there are no materially significant related party transactions during the year made by the Company with Promoters, Directors, Key Managerial Personnel or other Designated Persons. Accordingly, AOC-2 is not applicable to the Company

The Board of Directors, as recommended by the Audit Committee, have adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Agreement. This Policy has been uploaded on the website of the Company. There has been no change in the policy since the last fiscal year.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE INFLOW & OUTFLOW**

Pursuant to provisions of Section 134(3)(m) & Rule 8(3)(A) of Companies (Accounts) Rules, 2014 the details of energy conservation, technology absorption and foreign exchange earnings and outgo has been given below.

### **(a) Conservation of energy & Technology absorption**

Your Company continues its efforts to improve energy conservation and utilization most efficiently to nurture and preserve the environment and to exploit all its avenues to adopt latest technology in its operations by resorting to sustainable business practices that are globally acceptable.

### **(b) Foreign exchange earnings and Outgo**

Export Revenue constituted 77.2 percent of the total revenue from operations of the Company

The Foreign Exchange earned in terms of actual inflows during the year: Rs.258,783,813.10

The Foreign Exchange outgo during the year in terms of actual outflows: Rs.3,17,998.00.

## **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS**

Pursuant to listing agreement with Stock Exchanges, report on Corporate Governance along with Auditors statement on its compliance and Management Discussion and Analysis has been included in this Annual Report as separate annexure.

## **AWARDS /RECOGNITIONS**

It is a matter of delight to record here that your Company has been selected as the 'Company of the Year' by Silicon India, a leading business enterprises and industries magazine. This reinforces the belief that your Company chasing its dreams and ambitions is on the right track.

## **PERSONNEL**

None of the employees is in receipt of remuneration in excess of the limit laid down under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors are annexed as Annexure - G and forms part of this Report.

## **CORPORATE SOCIAL RESPONSIBILITY**

The Company does not come within the purview of Corporate Social Responsibility.

## **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

Pursuant to the provision of Section 177(9) of the Companies Act, 2013 the Company has established a vigil mechanism for Directors and employees to report matters concerning unethical behavior, actual or suspected fraud or violation of the Company's code of conduct.

## **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

The company has not given any loans, guarantees or investments made covered under the provisions of Section 186 of the Companies Act, 2013.

## **BUSINESS RISK MANAGEMENT**

The details of Risk Management Policy are included in the Management Discussion & Analysis, which forms part of this report.

## **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

## **DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES**

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy of your Company formulated in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment for time being in force) .

The salient aspects covered in the Nomination and Remuneration policy have been outlined in the Corporate Governance Report which forms part of this report. The full policy is available at on the website of the Company at web link <http://www.kingsinfra.com/policies.html>.

The statement containing the details required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) , 5(2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended by Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 is attached as 'Annexure C' which forms part of this Report.

### **LISTING WITH STOCK EXCHANGE**

The Company confirms that it has paid the Annual Listing fee for the year 2019-20 to BSE where the Company's Shares are listed.

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN**

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of caste, creed or social class of the employees. No complaint from women employees was received during the year regarding sexual harassment. During the year under review, there was no case filed pursuant to the sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements), Regulation, 2015. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of Committee meetings, etc. The Board reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive Directors and Non-Executive Directors.

### **GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of Equity Shares with differential rights as to dividend, voting or otherwise
2. Issue of Shares (including sweat equity shares) to employees of the Company under any scheme.
3. Disclosure regarding remuneration or commission to Managing Director or the Whole-time Directors from subsidiaries not applicable since there is no subsidiaries.
4. There is no change in the nature of business.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

## **INDUSTRIAL RELATIONS**

During the year under review, your Company enjoyed cordial relationship with its employees at all levels and looks forward to their continued support and higher level of productivity for achieving the targets set for the future.

## **INVESTOR RELATIONS**

Your Company always endeavors to keep the time of response to Shareholders request at the minimum. Priority is accorded to address all the issues raised by the Shareholders and provide them a satisfactory reply at the earliest possible time. The shares of the Company are listed in Bombay Stock Exchange and continue to be traded in electronic form and de-materialization exists with both the depositories viz., National Securities Depository Limited and Central Depository Services (India) Limited.

## **ACKNOWLEDGEMENT**

Your Directors wish to place on record their gratitude to Bankers, Share Transfer Agents, Auditors, Customers, Suppliers and Regulatory Authorities for their timely and valuable assistance and support. The Board values and appreciates the professionalism, commitment and dedication displayed by employees at all levels. Your Directors are thankful to the shareholders for their continued support and confidence.

By Order of Board of Directors

Sd/-  
Shaji Baby John  
**Chairman & Managing Director**  
DIN: 01018603

Sd/-  
Baby John Shaji  
**Joint Managing Director &  
Chief Financial Officer**  
DIN: 03498692

Kochi  
14/08/2019

(Annexure-B to Board Report)

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31/03/2019 of**  
**KINGS INFRA VENTURES LIMITED**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I REGISTRATION & OTHER DETAILS:**

i	<b>Name of the Company</b>	KINGS INFRA VENTURES LIMITED
ii	<b>CIN</b>	L05000KL1987PLC004913
iii	<b>Date of Incorporation</b>	23/11/1987
iv	<b>Category/Sub-category of the Company</b>	Public Company Limited By Shares
v	<b>Address of the Registered office &amp; contact details</b>	14 B, 14 <sup>th</sup> Floor, The Atria, Opp. Gurudwara Temple, Thevara, Ernakulam- KL 682015 Ph: 0484 6586557
vi	<b>Whether Listed Company</b>	Listed
vii	<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	S.K.D.C Consultants Limited, Kanapathy Towers, 3 <sup>rd</sup> Floor, 1391/A1, Sathy Road, Ganapathy, Coimbatore - 641 006. +91 422 6549995, <a href="mailto:info@skdc-consultants.com">info@skdc-consultants.com</a>

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Income from Sales	6820	98.49

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES—NA**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	8050778	111300	8162078	34.714	8050778	111300	8162078	34.714	0.00
b) Bodies Corporate	8693525	0	8693525	36.974	8693525	0	8693525	36.974	0.00
<b>Sub Total :(A) (1)</b>	16744303	111300	16855603	71.688	16744303	111300	16855603	71.688	0.00
<b>(2) Foreign</b>	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (2)</b>	0	0	0	0	0	0	0	0	0
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>16744303</b>	<b>111300</b>	<b>16855603</b>	<b>71.688</b>	<b>16744303</b>	<b>111300</b>	<b>16855603</b>	<b>71.688</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>	0	0	0	0	0	0	0	0	0
<b>Sub Total(B)(1):</b>	0	0	0	0	0	0	0	0	0
<b>(2) Non Institutions</b>									
<b>a) Bodies corporate</b>									
i) Indian	966490	110484	1076974	4.580	1333694	10000	1343694	5.715	1.135
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital up to Rs.1 lakhs	135575	239913	375488	1.598	332103	214113	546216	2.324	0.726
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	4572635	212850	4785485	20.353	4206192	316734	4522926	19.237	-1.116
<b>c) Others (NRI)</b>	3800	0	3800	0.016	174493	0	174493	0.742	0.726
<b>d) Clearing member</b>	402939	0	402939	1.714	16079	0	16079	0.068	-1.646
<b>e) HUF</b>	11961	0	11961	0.051	53239	0	53239	0.226	0.175
<b>Sub Total (B)(2):</b>	<b>6093400</b>	<b>563247</b>	<b>6656647</b>	<b>28.312</b>	<b>6115800</b>	<b>540847</b>	<b>6656647</b>	<b>28.312</b>	<b>0.000</b>

<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>6093400</b>	<b>563247</b>	<b>6656647</b>	<b>28.312</b>	<b>6115800</b>	<b>540847</b>	<b>6656647</b>	<b>28.312</b>	<b>0.000</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>22837703</b>	<b>674547</b>	<b>23512250</b>	<b>100</b>	<b>22860103</b>	<b>652147</b>	<b>23512250</b>	<b>100.00</b>	<b>0.000</b>

#### IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) **Category-wise Shareholding**

(ii) **Share Holding of Promoters as on 31.03.2019:**

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	
1	Shaji Baby John	4957428	21.084	NIL	4957428	21.084	NIL	0.000
2	Venus Fisheries Pvt Ltd	4683525	19.920	NIL	4683525	19.920	NIL	0.000
3	Baby John Shaji	1389000	5.908	NIL	1389000	5.908	NIL	0.000
4	Kings Propex Ventures Limited (Formerly known as Kings Properties and Housing Ltd)	1250000	5.316	NIL	1250000	5.316	NIL	0.000
5	Good Times India Holidays & Travels Pvt Ltd	1250000	5.316	NIL	1250000	5.316	NIL	0.000
6	Kings Infomatica Solutions Pvt Ltd	1250000	5.316	NIL	1250000	5.316	NIL	0.000
7	Shibu Baby John	473900	2.016	NIL	473900	2.016	NIL	0.000
8	Rita Shaji John	668025	2.841	NIL	668025	2.841	NIL	0.000

9	King Fisheries	260000	1.106	NIL	260000	1.106	NIL	0.000
10	Sheela James	176300	0.750	NIL	176300	0.750	NIL	0.000
11	Annamma Baby	172625	0.734	NIL	172625	0.734	NIL	0.000
12	Peter John	129000	0.549	NIL	129000	0.549	NIL	0.000
13	C Baby John	111300	0.473	NIL	111300	0.473	NIL	0.000
14	Annie Mathew John	84500	0.359	NIL	84500	0.359	NIL	0.000
	<b>Total</b>	<b>16855603</b>	<b>71.688</b>	<b>NIL</b>	<b>16855603</b>	<b>71.688</b>	<b>NIL</b>	<b>0.000</b>

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
<b>I. Shaji Baby John</b>					
	At the beginning of the year	4957428	21.084	4957428	21.084
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity	-	-	4957428	21.084
	<b>At the end of the year</b>	<b>4957428</b>	<b>21.084</b>	<b>4957428</b>	<b>21.084</b>
<b>II. Venus Fisheries Private Limited</b>					
	At the beginning of the year	4683525	19.920	4683525	19.920
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	4683525	19.920
	<b>At the end of the year</b>	<b>4683525</b>	<b>19.920</b>	<b>4683525</b>	<b>19.920</b>
<b>III. Baby John Shaji</b>					
	At the beginning of the year	1389000	5.908	1389000	5.908
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	1389000	5.908
	At the end of the year	<b>1389000</b>	<b>5.908</b>	<b>1389000</b>	<b>5.908</b>
<b>IV. Good Times India Holidays &amp; Travels Pvt Ltd</b>					
	At the beginning of the year	1250000	5.316	1250000	5.316
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	1250000	5.316
	At the end of the year	<b>1250000</b>	<b>5.316</b>	<b>1250000</b>	<b>5.316</b>

<b>V.Kings Infomatica Solutions Private Limited</b>					
	At the beginning of the year	1250000	5.316	1250000	5.316
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	-	-	1250000	5.316
	At the end of the year	<b>1250000</b>	<b>5.316</b>	<b>1250000</b>	<b>5.316</b>
<b>VI. Kings Propex Ventures Limited(Formerly known as :Kings Properties and Housing Ltd)</b>					
	At the beginning of the year	1250000	5.316	1250000	5.316
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	-	-	1250000	5.316
	At the end of the year	<b>1250000</b>	<b>5.316</b>	<b>1250000</b>	<b>5.316</b>
<b>VII. Rita Shaji John</b>					
	At the beginning of the year	668025	2.841	668025	2.841
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	-	-	668025	2.841
	At the end of the year	<b>668025</b>	<b>2.841</b>	<b>668025</b>	<b>2.841</b>
<b>VIII. Shibu Baby John</b>					
	At the beginning of the year	473900	2.016	473900	2.016
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	-	-	473900	2.016
	At the end of the year	<b>473900</b>	<b>2.016</b>	<b>473900</b>	<b>2.016</b>

<b>IX. King Fisheries Ltd</b>					
	At the beginning of the year	260000	1.106	260000	1.106
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	-	-	260000	1.106
	At the end of the year	<b>260000</b>	<b>1.106</b>	<b>260000</b>	<b>1.106</b>
<b>X. Sheela James</b>					
	At the beginning of the year	176300	0.750	176300	0.750
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	-	-	176300	0.750
	At the end of the year	<b>176300</b>	<b>0.750</b>	<b>176300</b>	<b>0.750</b>
<b>XI. Annamma Baby John</b>					
	At the beginning of the year	172625	0.734	172625	0.734
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	-	-	172625	0.734
	At the end of the year	<b>172625</b>	<b>0.734</b>	<b>172625</b>	<b>0.734</b>
<b>XII. Peter John</b>					
	At the beginning of the year	129000	0.549	129000	0.549
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	-	-	129000	0.549
	At the end of the year	<b>129000</b>	<b>0.549</b>	<b>129000</b>	<b>0.549</b>

<b>XIII. C Baby John</b>					
	At the beginning of the year	111300	0.473	111300	0.473
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/	-	-	111300	0.473
	At the end of the year	<b>111300</b>	<b>0.473</b>	<b>111300</b>	<b>0.473</b>
<b>XIV. Annie Mathew John</b>					
	At the beginning of the year	84500	0.359	84500	0.359
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/	-	-	84500	0.359
	At the end of the year	<b>84500</b>	<b>0.359</b>	<b>84500</b>	<b>0.359</b>

**(iii). CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE):  
NIL**

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

S I. N O		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Rekha B A	400000	1.702	400000	1.702
2	Sameera Chandra	337555	1.436	345555	1.470
3	Jacob Mathew	320000	1.361	320000	1.361
4	Aranco Infra Developers Pvt	320000	1.361	320000	1.361
5	Globe Capital Market Limited	0	0.000	319866	1.360
6	Adithya B S	428807	1.824	256409	1.090
7	Analysis Securities Pvt Ltd	240000	1.021	240000	1.021
8	Lilly Gardens Holiday	214250	0.911	214250	0.911
9	Umadevi B S	230000	0.979	212901	0.906
10	Somashekar B K	228000	0.970	200778	0.854
11	KSBL Securities Limited	400147	1.702	0	0

**(V) Shareholding of Directors & KMP**

SI No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	<b>Directors &amp; KMP</b>				
<b>1</b>	<b>Shaji Baby John: Chairman &amp; Managing Director</b>				
	At the beginning of the year	4957428	21.084	4957428	21.084
	Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	-	-	4957428	21.084
	At the end of the year	4957428	21.084	4957428	21.084
<b>2</b>	<b>Baby John Shaji – Joint Managing- Director&amp; CFO</b>				
	At the beginning of the year	1389000	5.908	1389000	5.908

	Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	1389000	5.908
	At the end of the year	1389000	5.908	1389000	5.908
<b>3</b>	<b>Rita Shaji John - Non-Executive Director</b>				
	At the beginning of the year	668025	2.841	668025	2.841
	Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	668025	2.841
	At the end of the year	668025	2.841	668025	2.841

### (V) Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the</b>				
i) Principal Amount	28928115.22	45697871.21	-	7,46,25,986.43
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>28928115.22</b>	<b>45697871.21</b>		<b>7,46,25,986.43</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	4,68,64,871.56	32,114,443.79	-	7,89,79,315.35
Reduction	-	15,37,166.00	-	15,37,166.00
<b>Net Change</b>	<b>4,68,64,871.56</b>	<b>3,05,77,277.79</b>	-	<b>7,74,42,149.35</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	75,792,986.78	76,275,149.00	-	15,20,68,135.78
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>75,792,986.78</b>	<b>76,275,149.00</b>		<b>15,20,68,135.78</b>

**VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE TIME DIRECTOR AND/OR MANAGER:**

SI	Particulars of Remuneration	Name of the MD/WTD/Manager		Total
		Shaji Baby John- MD (KMP)#	Balagopalan Veliyath- WTD	
1	Gross salary			
	(a)Salary as per provisions contained In section 17(1) of the Income Tax.1961.	NIL	910,000	910,000
	(b)Value of perquisites u/s17(2) of the Income tax Act,1961	NIL	NIL	NIL
	(c)Profits in lieu of salary undersection17(3)of the Income Tax Act,1961	NIL	NIL	NIL
2	Stock option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	as % of profit	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	<b>Total (A)</b>	--	<b>910,000</b>	<b>910,000</b>

# Nomination and Remuneration Committee approved the request of Managing Director to waive his right to receive salary from November 2016 onwards.

**B. REMUNERATION TO OTHER DIRECTORS:**

SI No	Particulars of Remuneration	Name of other Directors	Total Amount
		Baby John Shaji-JMD & CFO (KMP)	
1	Gross Salary	1,450,000	1,450,000
	(a)Salary as per provisions contained in section 17(1) of the Income Tax.1961.		
	(b)Value of perquisites u/s17(2)of the Income tax Act,1961		
	(c)Profits in lieu of salary undersection17(3)of the Income Tax Act,1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>1,450,000</b>	<b>1,450,000</b>

Sl. No.	Particulars of Remuneration	Alexander John Joseph	Paul Joseph	Total Amount
1	Independent Directors	90000	90000	180000
	Fee for attending board / committee meetings			
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	<b>Total (1)</b>	<b>90000</b>	<b>90000</b>	<b>180000</b>
2	Other Non-Executive Directors	NIL	NIL	NIL
	Fee for attending board / committee meetings	NIL	NIL	NIL
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	<b>Total (2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total (B)=(1+2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total Managerial Remuneration</b>	<b>90000</b>	<b>90000</b>	<b>180000</b>
	<b>Overall Ceiling as per the Act</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

Sl. No.	Particulars of Remuneration	Narayana Pillai Rajendran	Rathina Asokan	Total Amount
1	Independent Directors	140000	100000	240000
	Fee for attending board / committee meetings			
	Commission	-	-	-
	Others, please specify	-	-	-
	<b>Total (1)</b>	<b>140000</b>	<b>100000</b>	<b>240000</b>
2	Other Non-Executive Directors	NIL	NIL	NIL
	Fee for attending board / committee meetings	NIL	NIL	NIL
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	<b>Total (2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total (B)=(1+2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total Managerial Remuneration</b>	<b>140000</b>	<b>100000</b>	<b>240000</b>
	<b>Overall Ceiling as per the Act</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

Sl. No.	Particulars of Remuneration	Rita Shaji John	Total Amount
1	Independent Directors		
	Fee for attending board / committee meetings	NIL	NIL
	Commission	NIL	NIL
	Others, please specify	NIL	NIL
	Total (1)	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL
	Fee for attending board / committee meetings	70000	70000
	Commission	NIL	NIL
	Others, please specify	NIL	NIL
	Total (2)		
	Total (B)=(1+2)	70000	70000
	Total Managerial Remuneration	70000	70000
	Overall Ceiling as per the Act	NIL	NIL

**C.REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/ WTD:**

SI No	Particulars of Remuneration	Key Managerial Personnel	Total Amount
		Company Secretary & Compliance Officer Ms. Meera Cyriac & Mr.Ajithlal	
1	Gross salary	663,040.00	663,040.00
	(a)Salary as per provisions contained in section17(1) of the Income Tax.1961.		
	(b)Value of perquisites u/s17(2)of the Income tax Act,1961		
	(c)Profits in lieu of salary under section17(3)of the Income Tax Act,1961		
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as % of profit	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>663,040.00</b>	<b>663,040.00</b>

**VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
<b>Penalty</b>	NA	NA	NA	NA	NA
<b>Punishment</b>	NA	NA	NA	NA	NA
<b>Compounding</b>	NA	NA	NA	NA	NA
<b>B. DIRECTORS</b>					
<b>Penalty</b>	NA	NA	NA	NA	NA
<b>Punishment</b>	NA	NA	NA	NA	NA
<b>Compounding</b>	NA	NA	NA	NA	NA
<b>C. OTHER OFFICERS IN DEFAULT</b>					
<b>Penalty</b>	NA	NA	NA	NA	NA
<b>Punishment</b>	NA	NA	NA	NA	NA
<b>Compounding</b>	NA	NA	NA	NA	NA

For and on behalf of Board of Directors

Sd/-  
Shaji Baby John  
**Chairman & Managing Director**  
DIN: 01018603

Sd/-  
Baby John Shaji  
**Joint Managing Director &  
Chief Financial Officer**  
DIN: 03498692

Kochi  
14/08/2019

(Annexure-C to Board Report)

**A. Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended by Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016**

**1. The Ratio of the Remuneration of each Director to the Median Remuneration of the Employees of the Company For the Financial Year 2018-2019:**

<b>Executive Director</b>	<b>Ratio of Median Remuneration</b>
Shaji Baby John	0.000*
Baby John Shaji	6.660
Balagopalan Veliyath	4.179

\*\* Nomination and Remuneration Committee approved the request of Managing Director to waive his right to receive salary from November 2016 onwards.

**2. The percentage increase in remuneration of each Director, Managing Director, Chief Financial Officer and Company Secretary in the Financial year :-**

<b>Name</b>	<b>Designation</b>	<b>% of increase</b>
Shaji Baby John	Managing Director	Nil**
Baby John Shaji	Joint- Managing Director	73%
Balagopalan Veliyath	Whole-Time Director	14%
Meera Cyriac & Ajithlal	Company Secretary	Nil

\*\* Nomination and Remuneration Committee approved the request of Managing Director to waive his right to receive salary from November 2016 onwards.

**3. The percentage increase in the Median Remuneration of Employees in the Financial Year 2018-2019**

The percentage increase in the median remuneration of employees during the year is 16.63%.

**4. The number of permanent employees on the rolls of Company is 17 as on 31<sup>st</sup> March, 2019.**

**5. Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentage increase made in salaries of employees other than Managerial Personnel in Financial Year 2018-19 was 16.63 %. Percentage increase in the managerial remuneration for the year has been given above.

**2. Affirmation that the remuneration is as per the Remuneration Policy of the Company**

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration Policy of the Company.

**3. No employee's remuneration for the year 2018-19 exceeded the remuneration of any of the Directors.**

**4. Company's performance has been provided in the Board Report which forms part of the Annual Report.**

**B. None of the employees, whether employed for the part of the year or for full year, during the year 2018-2019 was drawing remuneration exceeding the limits as laid down u/s 197 (12) of the Companies Act, 2013 read with Rules 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managing Personnel) Rules, 2014 as amended by Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.**

For and on behalf of the Board of Directors

Sd/-

Shaji Baby John

**Chairman & Managing Director**

DIN: 01018603

Kochi  
14/08/2019

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31/03/2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

The Members,

**M/S. KINGS INFRA VENTURES LIMITED**

CIN: L05000KL1987PLC004913

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/S. **Kings Infra Ventures Limited**; (hereinafter called the company) (CIN:L05000KL1987PLC004913) Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M./s. KINGS INFRA VENTURES LIMITED, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2019 has complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. KINGS INFRA VENTURES LIMITED for the financial year ended on 31/03/2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;  
The company has duly complied with the procedure laid under The Companies Act 2013 and forms, returns in this connection have been duly filed, and there are no adverse remarks or qualification in this aspect.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Share based Employees Benefits ) Regulations, 2014
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(vi) As informed to me the following other Laws specifically applicable to the Company as under

- a. Factories Act, 1948
- b. Industrial dispute Act, 1947
- c. Payment of Wages Act, 1936
- d. The Minimum Wages Act, 1948
- e. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- f. Employees' State Insurance Act, 1948
- g. Equal Remuneration Act, 1976
- h. Shop & Establishment Act, 1948
- i. The Payment of Bonus Act, 1965
- j. The Payment of Gratuity Act, 1972
- k. The Contract Labour (Regulation and Abolition) Act, 1970
- l. The Maternity benefit Act, 1961
- m. The Child Labour Prohibition and Regulation Act, 1986
- n. The Industrial Employment (Standing Order) Act, 1946
- o. The Employee Compensation Act, 1923
- p. The Apprentices Act, 1961

I have also examined compliance with the applicable provisions of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Regulation 17(8) of SEBI (LODR) Regulation, 2015 entered into by the Company with Bombay Stock Exchange of India Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The company has duly complied with the various provisions contained in the Act; there are no remarks as on date of issue of the report.

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors, and Women Director. There is no change in the composition of the Board of Directors during the Financial Year under review.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events/ actions in pursuance of the above referred laws, rules, regulation, guidelines, etc, having a major bearing on the companies affairs.

Place : Cochin

Date : 20/06/2019

Signature: Sd/-

Name : G.Porselvam

C P No : 3187

## **CORPORATE GOVERNANCE REPORT**

Pursuant to Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance is as follows:

### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organisation. We believe that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics. Good Corporate Governance leads to long-term stakeholder value and enhances interests of all stakeholders. It brings into focus the fiduciary and trusteeship role of the Board to align and direct the actions of the organisation towards creating wealth and stakeholder value.

The Company's essential character is shaped by the values of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavors to improve on these aspects. The Board views Corporate Governance in its widest sense. The main objective is to create and adhere to a corporate culture of integrity and consciousness. Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Board of Directors fully supports and endorses the Corporate Governance practices being followed by the Company. The Company believes to act in the spirit of law and not just the letter of law.

### **BOARD OF DIRECTORS**

The business of the Company is managed by Board of Directors. The Board of Directors comprises of a Managing Director, a Joint Managing Director, a Whole Time Director, a Non- Executive Women Director and four Non-Executive Independent Directors. The Non-Executive Directors are drawn from amongst persons with experience in business, industry, finance and legal areas. The Board of Directors has the ideal composition with more than half the Directors being non-executive Directors.

### **DIRECTORS ATTENDANCE RECORD AND THEIR OTHER DIRECTORSHIP/S AND COMMITTEE MEMBERSHIP/S**

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies as on March 31, 2019 are given herein below. None of the Directors on the Board hold Directorships in more than ten public companies. Further none of them is a member of more than 10 (Ten) Board level Committees or Chairman of more than 5 (Five) Committees across companies in which he/she is a Director.

### **Skills/ Expertise/ Competencies of the Board of Directors**

The Company is engaged in Aquaculture and Infrastructure business. The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's aforesaid business(es) for it to function effectively and those available with the Board as a whole.

1. Production & Processing: Managing the production and processing activities to standardize and optimize the yield and profitability for various products
2. Sales & Marketing: Experience in leading business in different markets around world and promoting Company's brand and products to the international market.
3. Financial Skills: Fund Management, budgeting, costing, financial controls and risk management.
4. Administration/Governance: Protecting interest of all stakeholders, compliance of law in letter and spirit, timely disclosure of information.
5. Technical skills, professional knowledge and expertise, legal and regulatory knowledge.

### Composition of the Board and Directorships held as at March 31, 2019:

Name of the Director	Category of Director	Number of Other Directorship	Number of membership in other Board Committees	Chairmanships in Board Committees	Name of the Listed Company	Category of Director in the listed entity
Mr. Shaji Baby John	Executive Director	3	3	0	0	0
Mr. Baby John Shaji	Executive Director	1	0	0	0	0
Mr. Balagopalan Veliyath	Executive Director	0	0	0	0	0
Mrs. Rita Shaji John	Non Executive Director	3	0	0	0	0
Mr. Alexander John Joseph	Independent Director	4	8	2	- SKIL Infrastructure Ltd - JPT Securities Ltd - KLG Capital Services Ltd	Independent Director
Mr. Paul Joseph	Independent Director	0	0	0	0	0
Mr. Narayana Pillai Rajendran	Independent Director	0	0	0	0	0
Mr. Rathina Asokan	Independent Director	0	0	0	0	0

### Notes:

1. No. of other Directorships include Directorships in Public Limited Companies and excludes Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.
2. The disclosure excludes Directorships and the committee chairmanships and memberships in the Company.
3. The disclosure includes memberships and chairmanships in the Audit Committee and the Stakeholders Relationship Committee in public limited companies and excludes all other memberships and chairmanships in other committees.
4. Number of committee memberships and chairmanships in all Public Limited Companies are considered for the purpose of disclosure and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 have been excluded.

5. None of the Independent Directors serves as Independent Director in more than seven listed entities.

**Attendance of each Director at the Board meetings held during the financial year 2018-2019 and Last AGM held on 30.09.2018**

Name of Director	Category	DIN	No. of Board Meeting held during 2018-19	No. of Board Meeting Attended	Whether Attended last AGM held on 30.09.2018
Shaji Baby John	Executive Director	01018603	7	7	Yes
Baby John Shaji	Executive Director	03498692	7	7	Yes
Balagopalan Veliyath	Executive Director	05254460	7	7	Yes
Rita Shaji John	Non-Executive Director	01544753	7	7	Yes
Alexander John Joseph	Independent, Non Executive	00485766	7	5	Yes
Paul Joseph	Independent, Non Executive	03444740	7	6	Yes
Narayana Pillai Rajendran	Independent, Non Executive	01943124	7	7	Yes
Rathina Asohan	Independent, Non Executive	03112985	7	7	Yes

**LIMIT ON THE NUMBER OF DIRECTORSHIPS**

All the Directors have periodically and regularly informed the Company about their Directorship and Membership on the Board/ Committees of the Board of other companies. As per the disclosure received, none of the Directors of your Company hold memberships/ Chairmanships/Directorship more than the prescribed limits across all companies in which he/she is a Director.

## **INDEPENDENT DIRECTORS**

The Board of the Company has an optimum number of Independent Directors, as required under Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the independent Directors are persons of integrity and possess relevant expertise and experience in the industry. Independent Directors fulfill all the conditions for being independent to the Company, as stipulated under Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013. The maximum tenure of Independent Directors is determined in accordance with the Companies Act, 2013 and clarifications/circulars issued by the Ministry of Corporate Affairs, from time to time.

## **TRAINING OF INDEPENDENT DIRECTORS**

Whenever a new Non-executive Independent Director are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

## **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors of the Board who were evaluated on parameters such as level of engagements and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. However Directors who were subject to evaluation did not participate. The performance evaluations of Non Independent Directors were carried out by the independent Directors. The Director express their satisfaction with the evaluation process.

## **SEPARATE MEETING OF THE INDEPENDENT DIRECTORS**

The Independent Directors hold a Meeting on 14th February, 2019, without the attendance of Non-Independent Directors and members of Management. The following issues were discussed in detail:

- I. To Review the performance of non-independent Directors and the Board of Directors of Company as a whole;
- II. To Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non- Executive Directors;
- III. To assess the quality, quantity and timeliness of flow of information between the Company Management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc through various programs. These include orientation program upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis , responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. Such kind of training program helps to develop relationship of Directors with the Company and familiarise them with the Company processes. The management provides such information and training either at the meeting of Board of Directors otherwise.

The familiarization program for Independent Directors is disclosed on the Company's website at the following web link [www.kingsinfra.com](http://www.kingsinfra.com)

#### **DETAILS OF BOARD MEETINGS HELD IN 2018-19**

<b>Date of Board Meeting</b>	<b>No. of Directors on Board</b>	<b>No. of Directors in Attendance</b>
02 <sup>nd</sup> May, 2018	8	8
29 <sup>th</sup> May, 2018	8	8
10 <sup>th</sup> August, 2018	8	6
03 <sup>rd</sup> September, 2018	8	8
30 <sup>th</sup> September, 2018	8	8
13 <sup>th</sup> November, 2018	8	7
14 <sup>th</sup> February, 2019	8	8

During the year under review, 7 (Seven) Board meetings were held. The maximum time gap between any two consecutive meetings did not exceed 120 days. The necessary quorum was present for all the meetings.

#### **DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTERSE**

Mrs. Rita Shaji John is the wife of Mr. Shaji Baby John. Mr. Baby John Shaji is the Son of Mr. Shaji Baby John & Mrs. Rita Shaji John.

#### **MINIMUM INFORMATION**

During the year 2018-2019, the information's which are applicable to the Company as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

#### **AUDIT COMMITTEE**

The Audit Committee functions according to its Charter that defines its composition, authority, responsibilities and reporting functions. The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Companies Act, 2013.

#### **TERMS OF REFERENCE OF THE AUDIT COMMITTEE ARE BROADLY AS UNDER**

The terms of references of the Audit Committee are as per the guidelines set out in Listing Regulations, read with Section 177 of the Companies Act, 2013. These broadly includes to review the reports to be submitted with the Board of Directors with respect to auditing and accounting matters, to supervises the Company's internal control and financial reporting process, to review risk management, internal financial controls and governance processes, to discuss any related issues with the internal and statutory auditors and the management of the company, to discuss quarterly, half yearly and annual financial statement, to review the matters to be included in the Director's Responsibility Statement, to review the Management Discussion and Analysis Report of Company's Operation, to review the disclosure in financial statement including Related Party Transactions, to review the audit reports submitted by the Internal Auditor and Statutory Auditor, recommendation for appointment, remuneration and terms of appointment of auditors of the Company, to review and monitor the auditor's independence and performance , to investigate into any matter in relation to the items specified above or referred to it by the Board or information contained in the records of the company or other information as required under SEBI Listing Regulation. It also reviews the Company's established systems, Whistle Blower Mechanism/Vigil Mechanism, valuation of undertakings or assets of the Company wherever it is necessary, evaluation of internal financial controls and to approve and

review the transactions with related parties, changes, if any, in accounting policies Major accounting estimates and significant adjustments in financial statement, Compliance with listing and other legal requirements concerning financial statements and to Carrying out any other allied function.

## COMPOSITION

A qualified and independent Audit Committee has been set up by the Board in compliance with the requirements of Regulation 18 of SEBI Listing Regulations read with Section 177 of the Companies Act, 2013. Our Audit Committee ('the committee') comprises of three Independent Directors and two Executive Directors :-

Narayana Pillai Rajendran - Non Executive Director (Chairman)/Independent  
 Dr. Alexander John Joseph - Non Executive Director (Member)/Independent  
 Paul Joseph - Non Executive Director (Member)/Independent  
 Baby John Shaji- Executive Director (Member)

## AUDIT COMMITTEE ATTENDANCE

Name of the Member	Category	No of Meetings during the financial year 2018-19	
		Held	Attended
Narayana Pillai Rajendran	Independent Non Executive	4	4
Paul Joseph	Independent Non Executive	4	3
Alexander John Joseph	Independent Non Executive	4	2
Shaji Baby John	Executive	4	2
Baby John Shaji	Executive	4	4

During the year ended on 31.03.2019, the Audit Committee met four times on 29.05.2018, 10.08.2018, 13.11.2018, and 14.02.2019

Ms. Meera Cyriac, Company Secretary, acted as Secretary to the Committee.

## NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration committee of the Company is constituted in line with the provision of Regulation 19 of the SEBI Listing Regulations, read with Section 178 of the Act.

## COMPOSITION

Our Nomination and Remuneration committee ('the committee') comprises three Non-Executive Independent Directors:-

Rathina Asokan: - Non Executive Director (Chairman)/Independent  
 Narayana Pillai Rajendran: - Non Executive Director (Member)/Independent  
 Alexander John Joseph: - Non Executive Director (Member)/Independent

## TERMS OF REFERENCE

The role of the Nomination and Remuneration Committee of Kings Infra Ventures Limited also covers such functions and scope as prescribed under Section 178 of the Companies Act, 2013 read with allied Rules framed thereunder and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. These broadly include identifying the persons, who are qualified to become Directors of the Company and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment, remuneration and removal and also shall carry out evaluation of every Director's performance. Committee shall also formulate

the criteria for determining qualifications, positive attributes, independence of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other senior employees formulate criteria for evaluation of Independent Directors and the Board and other allied matters. The committee shall specifically ensure that level and composition of remuneration is reasonable and sufficient to attract retain and motivate Directors of quality required to run the company successfully.

#### **DETAILS OF COMMITTEE AND NO. OF MEETINGS HELD DURING THE YEAR**

Name of the Member	Category	No of Meetings during the financial year 2018-19	
		Held	Attended
Rathina Asohan	Independent Non Executive	3	3
Narayana Pillai Rajendran	Independent Non Executive	3	3
Alexander John Joseph	Independent Non Executive	3	2

During the year ended on 31.03.2019, the Committee met three times on 29.05.2018, 10.08.2018, and 14.02.2019.

Mr. Rathina Asohan, an Independent Director, is the Chairman of the Committee.

Mr. Rathina Asohan was present in the last Annual General Meeting held on 30.09.2018

Ms. Meera Cyriac, Company Secretary as secretary of the Committee.

#### **REMUNERATION POLICY**

The Nomination and Remuneration Policy provides for appropriate composition of Executive, Non-Executive Independent Directors on the Board of Directors of your Company along with criteria for appointment, remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013. The remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy of your Company.

The highlights of this policy are as follows:

#### **The key factors considered in formulating the Policy are as under:**

- I. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- II. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- III. Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

#### **REMUNERATION TO THE MANAGING DIRECTOR & WHOLE TIME DIRECTOR**

The Remuneration paid to the Managing Director/Whole-time Directors is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in the Board Meeting, subject to the approval of shareholders at General Meeting and such other authorities, as the case may be if necessary. The details of the Remuneration paid to Managing Director and Whole Time

Directors are stated in the Form MGT- 9– Extract of the Annual Return which forms part of the Board’s Report in this report.

### **REMUNERATION TO NON – EXECUTIVE DIRECTORS**

The Non-Executive Independent Director may receive remuneration by way of commission/compensation/sitting fee as per the provisions of the Companies Act, 2013. The amount of sitting fee shall be subject to the approval of Board of Directors/including any sub-committee thereof, up to the limits as specified under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force and also in Compliance with the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

### **REVIEW OF PERFORMANCE AND COMPENSATION TO SENIOR MANAGEMENT**

The Managing Director will approve the Remuneration of Senior Management which will be subject to review by Nomination and Remuneration Committee. The Nomination and Remuneration Committee reviews the performance of the Senior Management of your Company. The Committee ensures that the remuneration to the Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of your Company and its goals.

The full policy is available at website of company. i.e. [www.kingsinfra.com](http://www.kingsinfra.com)

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178 of the Act.

### **COMPOSITION**

Our Stakeholder Relationship Committee (‘the committee’) comprises three one Non-Executive Independent Director and two Executive Directors:-

Rathina Asohan: - Non Executive Director (Chairman)/Independent  
Shaji Baby John: - Executive Director (Member)  
Baby John Shaji: - Executive Director (Member)

The Committee has been constituted to specifically look into redressal of shareholders' grievance such as transfer, de-materialization related matters. The Committee has also been dealing the power to approve transfer / transmission, issue of new or duplicate certificates, sub-division of shares, split of shares and all matters related to shares.

Total number of letters and complaints received and replied to the satisfaction of shareholders during the year under review was NIL and there are NIL complaints pending with the Company as on March 31, 2019. The Company has also adopted code of internal procedures and code for prevention of insider trading in the shares of the Company, pursuant to Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended. The Board has designated Company Secretary as the Compliance Officer of the Company who acts as Secretary to the Committee and Members of the Committee are:

<b>Name of the Member</b>	<b>Category</b>	<b>Position</b>
Rathina Asohan	Independent Non Executive	Chairman
Shaji Baby John	Executive	Member
Baby John Shaji	Executive	Member

The Chairman of the Committee were present in the last Annual General Meeting held on 30.09.2018

### **GENERAL BODY MEETINGS**

The Details of Last Five General Meetings of the Company are as follows;

<b>Year</b>	<b>Location</b>	<b>Date</b>	<b>Time</b>	<b>Special Resolution Passed</b>
2017-18	Registered Office	30.09.2018	11AM	Yes(Increase in Authorised Capital of the Company and consequent amendment in Memorandum of Association & Re-appointment of Joint Managing Director and continuation of term of Independent Director)
2017-18	Registered Office	28.03.2018	11 AM	Yes(Approval of Related Party Transactions)
2016-17	Registered Office	23.09.2017	11 AM	Yes( Alteration of the Memorandum of Association of the Company)
2016-17	Registered Office	24.09.2016	11 AM	Yes (Re-appointment of Managing Director and Appointment of Joint Managing Director )
2015-16	Registered Office	30.09.2015 19.05.2015	11 AM 10 AM	Yes (For Taking Loan) Yes (Alteration of AOA- Insertion of Share Warrant Clause)

### **MEANS OF COMMUNICATION**

The quarterly, half yearly and yearly financial results of the Company were published in leading prominent daily newspapers such as Financial Express (English) and Deepika (Malayalam).

The results and other relevant information are also displayed on the Company's website i.e. [www.kingsinfra.com](http://www.kingsinfra.com). During the year Company has not issued any press release and no presentation was made to Institutional Investors/Analysts.

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Company Information' on the Company's website i.e. [www.kingsinfra.com](http://www.kingsinfra.com) gives information on various announcements made by the Company, Shareholding Pattern, Annual Report, Quarterly/Half yearly and Annual financial results along with the applicable policies and other compliances of the Company on the Company's website.

### **SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES)**

The Investor complaints are processed in a centralised web-based complaints redress system (known as SEBI Complaints Redress System i.e. SCORES). The salient feature of this system are :- Centralised database of all complaints, online upload of Action Taken Reports (ATR) by concerned companies and online viewing by investors of actions taken on complaint & its address. Further the Company disseminated to the Stock Exchange (i.e BSE), wherein its equity shares are listed, all mandatory information and price sensitive such other information, which in its opinion, are material and/or have a bearing on its performance/operations for the information of the public at large. For the benefit of

the shareholders, a separate email id had been created for shareholder correspondence viz. [investorgrievances@kingsinfra.com](mailto:investorgrievances@kingsinfra.com).

## SHAREHOLDING PROFILE

Mode of Holding	As on 31 <sup>st</sup> March 2019		As on 31 <sup>st</sup> March 2018	
	No. of Shares	% to Equity	No. of Shares	% to Equity
<b>Demat</b>	22860103	97.226	22837703	97.131
<b>Physical</b>	652147	2.774	674547	2.868
<b>Total</b>	<b>23512250</b>	<b>100</b>	<b>23512250</b>	<b>100</b>

## DETAILS OF SHARES HELD BY DIRECTORS

Name	As on 31 <sup>st</sup> March 2019	As on 31 <sup>st</sup> March 2018
Shaji Baby John	4957428	4957428
Baby John Shaji	1389000	1389000
Rita Shaji John	668025	668025

## RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by SEBI, Reconciliation of Share Capital Audit is carried out to reconcile the total admitted capital with National Securities Depositories Limited (NSDL) and the Central Depository Services Limited (CDSL), those held in physical form and the total issued and Listed Capital. This audit is carried out on quarterly basis and the report thereon is submitted to the Stock Exchange, where the Company's shares are listed and is also placed before the Board of Directors of the Company. No discrepancies were noticed during these Audits.

## GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

As part of the Green Initiative process, the Company has taken an initiative of sending documents like notice calling Annual General meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, etc., by email. Physical copies are sent only to those Shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned Depository to enable the Company to send the documents in electronic form.

## RELATED PARTY TRANSACTIONS

No transaction of material nature has been entered into by the Company with the promoters/related parties that may have potential conflict with the interests of the company. However, shareholders approval for related party transaction has been obtained on 28<sup>th</sup> March, 2018 & 30<sup>th</sup> September, 2018. But, no material related party transaction was entered during the reporting financial year.

## MATERIAL DISCLOSURES

There was no instance of non-compliance by the Company on any matter related to Capital markets.

## WHISTLE BLOWER POLICY

This policy is formulated by the Company to provide an opportunity to employees and an avenue to raise concerns and to access in good faith the Audit Committee, to the highest possible standards of

ethical, moral and legal business conduct and its commitment to open communication, in case they observe unethical and improper practices or any other wrongful conduct in the Company, to provide necessary safeguards for protection of employees from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against those employees.

## **RISK MANAGEMENT**

The details of Risk management policy are included in the Management Discussion & Analysis Report, which forms part of this report.

## **DISCLOSURE OF ACCOUNTING TREATMENT**

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2017. Figures for previous periods have been restated as per Ind AS. In accordance with Ind AS 101 First-time adoption of Indian Accounting Standards, the Company has presented a reconciliation from the presentation of Financial Statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of shareholders' equity as at 31st March 2017.

The Financial Statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of The Companies Act, 2013. Hence there are significant changes in the accounting policies adopted during the financial year.

## **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

In compliance with the provisions of SEBI (PIT) Regulations, 2015, the Company has adopted a Code of Conduct for prevention of Insider Trading. Company Secretary of the Company is the Compliance Officer. The Code of Conduct is applicable to all Directors and such designated employees of the Company as well as who are expected to have access to unpublished price sensitive information relating to the Company.

## **COMPLIANCE ON CORPORATE GOVERNANCE**

The quarterly compliance report has been submitted to the Stock Exchange where the Company's equity shares are listed in the requisite format. The Auditors' Certificate in Compliance on conditions of Corporate Governance requirements as per the Listing Agreement/Regulations forms part of this Annual Report. All the mandatory requirements have been complied with as stated in this report on Corporate Governance. There is no non-compliance with any requirement of corporate governance report of sub-paras (2) to (10) of the Corporate Governance report as given in Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations), have been made in this Corporate Governance report. Details required under clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the said Regulations are displayed on the website of the Company at [www.kingsinfra.com](http://www.kingsinfra.com).

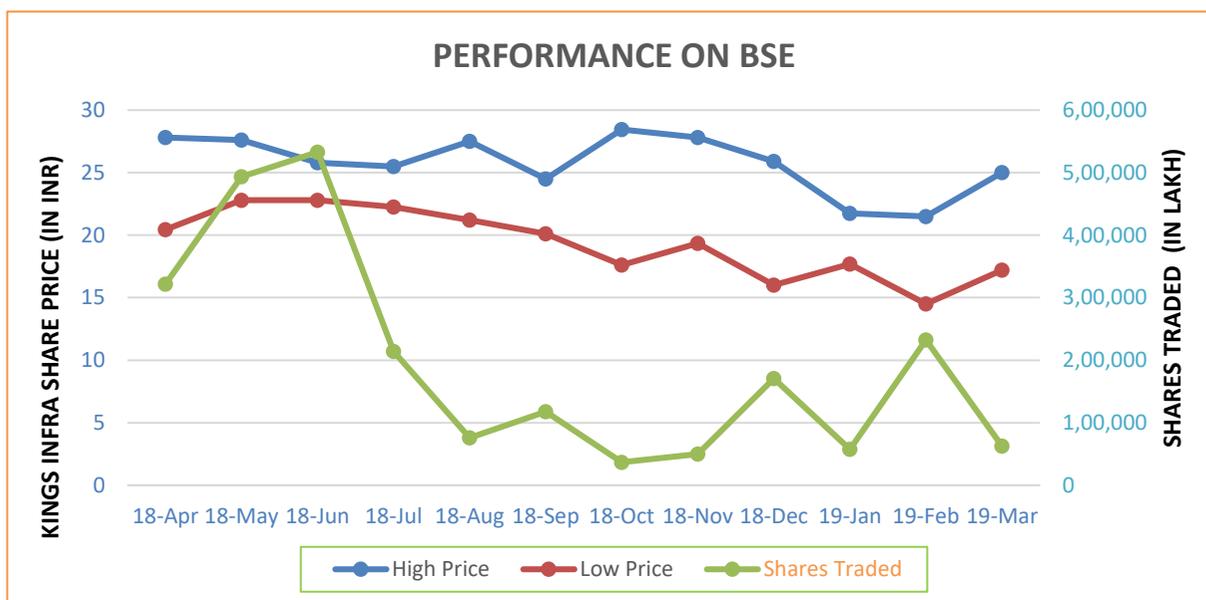
## GENERAL SHAREHOLDER INFORMATION

1.	<b>31<sup>st</sup> Annual General Meeting Day &amp; Date Time Venue</b>	<b>Saturday, September 21, 2019, 2PM Hotel Olive Downtown 28/286,Kadavanthra Jn. Kochi, Kerala ,682 020</b>
2.	<b>Financial Calendar (Tentative)Results for the quarter &amp;Financial Year ended;  June 30, 2019 September 30, 2019 December 31, 2019 March 31, 2020</b>	14 <sup>th</sup> August, 2019 Second week of November 2019 Second week of February 2020 Second week of May 2020
3.	<b>Listing Details</b>	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
4.	<b>Stock Codes</b>	Scrip Code:530215 ISIN:INE050N01010 CIN:L05000KL1987PLC004913
5.	<b>Book Closure</b>	September 14, 2019 to Saturday, September 21, 2019 (both days inclusive)
6.	<b>Registrar &amp; Share Transfer Agent</b>	S.K.D.C Consultants Limited,Kanapathy Towers, 3 <sup>rd</sup> Floor, 1391/A1, Sathy Road, Ganapathy, Coimbatore - 641 006.
7.	<b>Compliance Officer / Company Secretary</b>	CS Ajithlal 14 B, 14 <sup>th</sup> Floor, Atria Apartments, Opp. Gurudwara Temple, Thevara, Ernakulam- KL 682015 <a href="mailto:cs@kingsinfra.com">cs@kingsinfra.com</a> / <a href="mailto:investorgrievances@kingsinfra.com">investorgrievances@kingsinfra.com</a> Mob: 8129511400
8.	<b>Bank details for Electronic Shareholding</b>	Members are requested to notify their Depository Participant (DP) about the changes in bank details. Members are requested to furnish complete details of their bank account, including the MICR codes of their bank.
9.	<b>Furnish copies of Permanent Account Number (PAN)</b>	The members are requested to furnish their PAN which will help us to strengthen compliance with KYC norms and provisions of prevention of Money Laundering Act, 2002. For transfer of shares in physical form, SEBI has made it mandatory to the transferee to submit a copy of PAN card to the Company.
10	<b>Investor complaint to be addressed to</b>	Kings Infra Ventures Limited or RTA or CS Ajithlal, Compliance Officer
11	<b>E-mail ID of Grievance Redressal Division</b>	<a href="mailto:investorgrievances@kingsinfra.com">investorgrievances@kingsinfra.com</a>
12	<b>Payment of Listing Fees</b>	Annual listing fee for the year 2018-19 have been paid.
13	<b>Payment of Depository Fees</b>	Annual custody / Issuer fee for the year 2018-19 have been paid.
14	<b>Outstanding Warrants, GDRs/ADRs, and Convertible Bonds, Conversion date and likely impact on equity</b>	NA
15	<b>Plant Locations</b>	NA

## MARKET PRICE DATA

Monthly high and low of the equity shares of the Company trading volume are as follows from April 2018 to March 2019.

SI No.	Month	BSE		Volume
		High Price	Low Price	
1.	April 2018	27.80	20.45	3,21,392
2.	May 2018	27.60	22.80	4,93,383
3.	June 2018	25.80	22.80	5,32,826
4.	July 2018	25.50	22.25	2,13,946
5.	August 2018	27.50	21.20	75,603
6.	September 2018	24.50	20.10	1,17,623
7.	October 2018	28.45	17.60	36,792
8.	November 2018	27.80	19.35	49,908
9.	December 2018	25.90	16.00	1,70,590
10.	January 2019	21.75	17.70	57,356
11.	February 2019	21.50	14.50	2,32,635
12.	March 2019	25.00	17.20	62,520



## DISTRIBUTION OF SHAREHOLDING

No. of Equity Shares	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
1 - 100	193	22.81	7945	0.03
101 - 200	160	18.91	30711	0.13
201 - 300	77	9.10	21897	0.09
301 - 400	36	4.26	13825	0.06
401 - 500	69	8.16	34137	0.15
501 - 1000	115	13.59	92731	0.39
1001 - 2000	43	5.08	67636	0.29
2001 - 3000	16	1.89	41976	0.18
3001 - 4000	9	1.06	32965	0.14
4001 - 5000	8	0.95	39293	0.17
5001 - 10000	34	4.02	248284	1.06
10001 AND ABOVE	86	10.17	22880850	97.31
<b>Total</b>	<b>846</b>	<b>100.00</b>	<b>23512250</b>	<b>100.00</b>

## CEO AND CFO CERTIFICATION

As required under Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Managing Director and the Chief Financial Officer of the Company have certified to the Board regarding their review on the Financial Statements, Cash Flow Statement and other matters related to internal controls in the prescribed format for the year ended 31<sup>st</sup> March, 2019.

## CODE OF CONDUCT

The Board has laid down a Code of Conduct and Ethics for the Members of the Board and Senior Management Personnel of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year 2018-19. Requisite declaration signed by Mr. Shaji Baby John, Chairman & Managing Director to this effect is given below.

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March, 2019."

Sd/-  
Shaji Baby John  
Chairman & Managing Director

The aforementioned Code has been put on the Company's website and can be accessed at <http://www.kingsinfra.com>

For and on behalf of the Board of Directors  
Sd/-  
Shaji Baby John  
Chairman & Managing Director  
DIN: 01018603

Kochi,  
August 14, 2019

**CEO AND CFO CERTIFICATION**  
**(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015)**

In terms of regulation 17(8) of SEBI (LODR) Regulations, 2015, Managing Director and Chief Financial Officer of the Company has certified to the Board that:

- A. We have reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have been taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditor and the Audit committee that:
- i. there has not been any significant change in internal control over financial reporting during the year;
  - ii. there has not been any significant changes in accounting policies during and that the same have been disclosed in the notes to the financial statements; and
  - iii. we are not aware of any instances during the year of significant fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board of Directors

Sd/-  
Shaji Baby John  
**Chairman & Managing Director**  
DIN: 01018603

Sd/-  
Baby John Shaji  
**Joint Managing Director & CFO**  
DIN: 03498692

Kochi  
14<sup>th</sup> August, 2019

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To  
The Members of  
M/s. KINGS INFRA VENTURES LIMITED

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. KINGS INFRA VENTURES LIMITED having CIN L05000KL1987PLC004913 and having registered office at No. 14 B, 14th Floor, The Atria Opposite Gurudwara Temple Thevara, Ernakulam, Kerala - 682015 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or other Statutory Authority.

<b>S.No.</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Date of appointment</b>
1	Mr. Shaji Baby John	01018603	23/11/1987
2	Mrs. Rita Shaji John	01544753	13/11/2014
3	Mr. Alexander John Joseph	00485766	28/12/2015
4	Mr. Narayana Pillai Rajendran	01943124	30/10/2008
5	Mr. Rathina Asokan	03112985	29/05/2010
6	Mr. Paul Joseph	03444740	28/10/2015
7	Mr. Baby John Shaji	03498692	10/02/2014
8	Mr. Balagopalan Veliyath	05254460	01/10/2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

Place : Kochi

Date : 20<sup>th</sup> June, 2019

G.PORSELVAM

Company Secretary in Practice

Membership No. 9322

C.P.NO. 3187

## **CORPORATE GOVERNANCE CERTIFICATE**

**To  
The Members  
Kings Infra Ventures Limited  
14B, 14<sup>th</sup> Floor, The Atria, Opp Gurudwara Temple  
Thevara, Kochi- 682015**

We have examined the compliance conditions of Corporate Governance by Kings Infra Ventures Limited for the Financial year ended March 31, 2019 as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March, 2019.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Elias George & Co.

Chartered Accountants  
Sd/-  
Vaibhav T  
Partner

Kochi  
14<sup>th</sup> August, 2019

# MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

## INDUSTRY OVERVIEW

### Introduction

India has emerged as the second-largest fish producing country in the world. The country's seafood industry now contributes 6.3% of the total global fish production. Our seafood export has also been on an upward trajectory as it grew by 13.7% in quantity and 10.1% in value. Our seafood business, analysts affirm, is bound to grow at 17-18% this year too. The projected growth is moderate, achievable and pragmatic considering the world's skyrocketing appetite for fish and fish-related products. It also confirms that India's seafood now finds wider acceptance and is in great demand in the global market.

It, prima facie, looks good and encouraging. But, the question is: Is it enough? For, an unbiased industry analyst would mince no words in saying that India could have achieved much more considering its vast natural resources in the form of rivers and canals (1.95 lakh km), floodplain lakes (7.98 lakh hectare), ponds and tanks (24.33 lakh hectare), reservoirs (31.50 lakh hectare) and brackish water (14.10 lakh hectare).

In addition, India is also blessed with one of the largest EEZ spread across 2.02 million square kilometers. It is also pertinent to note that India's geographical conditions are best suited for the growth of aquaculture. This being scene, experts in general widely concur that India that exported fish worth Rs.45,000 crore actually has the potential to scale up this figure to Rs.4,50,000 crore upstaging China I – the global leader in aquaculture production – in the process. The \$232-billion aquaculture industry currently growing at a rate of 6 per cent only confirms that theirs is neither a misplaced enthusiasm nor Utopian idea. So, the answer is the industry doing good, but just not enough!

### Light at the end of the tunnel!

We all know that India's seafood industry has been playing a significant role in the national economy by contributing about 1% to the national GDP, 5.23% to the agricultural GDP. The proactive steps being taken by the NDA Government headed by Prime Minister Narendra Modi to usher in Blue Revolution 2.0 will usher in an era of exponential growth. The Central Government appears to have realised the unused potential of aquaculture industry and its ability to put an end to hunger and poverty by creating better employment opportunities and strengthening rural economy in its quest to create a new India that vibrant in every respect. It is heartening to note that the government wants to boost fish production through a slew of measures that include the creation of necessary infrastructure and adopting integrated, modern, sustainable technologies and practices. It has already made a new beginning on this score by setting up a Rs.7,522 crore Special Fisheries and Aquaculture Infrastructure Development Fund with a target to increase the country's seafood production to 15 million tonnes by 2020 and 20 million tonnes by 2022-23. If government maintains this momentum taking more complimentary measures, it would be safe to assume that the much-awaited Blue Revolution 2.0 will be soon a reality. As a matter of fact, the whole seafood industry has been waiting for a policy shift like waiting for the proverbial manna from the heaven. Yes, there is indeed some light finally at the end of the tunnel!

### Overall economic scenario & Impact on infrastructure and aquaculture industry

**Infrastructure** continues to be the second largest economic activity in India after agriculture, and is still witnessing rapid growth. The production of industrial machinery has also been on the rise – and the increasing flow of goods has spurred increases in rail, road and port traffic, necessitating further infrastructure improvements. The government has announced a target of Rs 25 trillion (US\$ 376.53 billion) investment in infrastructure over a period of next three years, which will include Rs 8 trillion (US\$ 120.49 billion) for developing 27 industrial clusters and an additional Rs 5 trillion (US\$ 75.30 billion) for road, railway and port connectivity projects.

But, there is no denying the fact that the world is currently passing through a general slump and economic slowdown. It has its effect on Indian economy too. The government, however, has allayed the fears by pushing ahead with reforms and insulating the businesses against any slowdown offering incentives, boosters and by liberalizing the lending policy. Experts believe that Indian economy - a bright spot in the global landscape - will beat the current trend and emerge unscathed from the current turmoil and will continue to retain its position as the second fastest growing country in the world next to China. They also expect real estate to recover and bounce back. The difficulties in the implementation of GST and RERA have now become passé and the domestic investment is gaining a healthy momentum and the prevailing mood is that of euphoria though the government continues to be cautious and watchful.

**Aquaculture** industry may not get affected much by the current turn of events because the global demand for fish and fish-related products is growing rapidly. The industry can thrive in the global market by offering fierce competition provided it gains access to better infrastructure and latest technologies back home leading to fuller utilization of its resources and improved yield. Considering the fact that the government's emphasis and thrust is on ushering Blue Revolution 2.0 and creating better infrastructure through heavy investments, India's seafood industry is expected to beat the slowdown syndrome fair and square.

### **Kings Infra – Roadmap**

The Board of Directors of Kings Infra Ventures Ltd is fully aware of the ground realities, market opportunities and possible threats. The company having reduced its dependence on the real estate sector has been focusing more on sustainable aquaculture practices. It is focusing on creating better infrastructure, newer technologies through intense Research and Development (R&D) and expanding its operations to larger parts of the country. Kings Infra – the key architect of the country's Blue Revolution 1.0 – understands that sustainable practices alone will determine the leadership role of a seafood producer in the emerging world as there is increased awareness among countries and people about the food they consume and the carbon print it leaves on the world's delicate ecological landscape. Now that there is greater thrust on quality and health of both fish and humans and most countries have put in place stringent quality regimes, Kings Infra knows, to emerge as a global player in the seafood industry, it has to follow ethical and globally accepted good practices. The sustainable, traceable, quality-certified (STQC) hub model – the first of its kind in the country - the company recently launched in Tuticorin in Tamil Nadu reflects this outlook and becomes the basic platform for its future activities. Kings Infra which believes that the STQC principle must pervade the entire spectrum of value chain right from broodstocks to packaging, branding and marketing the end product. The company is now in the process of replicating its STQC model to other parts of the country. Kings Infra is also all geared up for its next phase of expansion to Gujarat where it will play a key role in increasing shrimp production utilizing the State's unused brackish water areas working in tandem with the State Government and farmers. Further, the company is also poised to set up a multi-species integrated fish farm project in about 25 acres among other facilities. This facility will become training ground for farmers and small entrepreneurs eager to enter into aquaculture business. The company is also in the process of testing the various technologies in association with Dr J Jayalalitha Fisheries University, Government of Tamil Nadu. The idea is to go in for calculated expansion and to touch turnover of Rs.175 crore by the end of the financial year 2021-2022 and the Board of Directors is confident of achieving the target with relative ease.

### **Kings Infra – Strengths**

The Company has been recognized as the pioneers in aquaculture and was the first in the country to introduce Japanese technology for scientific fish farming. It is, in fact, credited with the title of 'Architect of India's Blue Revolution 1.0.' The great strength of the company continues to be its skilled and productive workforce. Further, the company also continuously invests in research to come up with innovative aquaculture practices on sustainable principles. It keeps a tab on global market trends utilizing the services of experts, analysts and industry watchers and does not hesitate to kick in the required changes in the modus operandi of its operations to remain relevant in a world that is maturing and continuously evolving. The company is quick in adapting to technological changes sweeping across

the seafood industry and it would not be an exaggeration to say that the neither company nor its workforce stand in stupor before new technologies. Instead, they make it a point to master them in the shortest possible time and put them in practice for improving operational efficiency, quality and yield. However the greatest strength of the company lies in its partnerships with international industry leaders giving its products access to the most advanced global markets!

So, it is no wonder Kings Infra was declared as the Company of the Year by Silicon India in recognition of its sterling performance. This achievement would not have become possible but for the immense contributions of the company's dedicated workforce.

### **Kings Infra – Threats**

Risk is an inherent part of any business and the fortunes can fluctuate according to changing market conditions and government policies. Kings Infra, however, keeps in place checks and balances through effective and continuous monitoring and is quick to come up with appropriate measures to mitigate crises including business portfolio, financial, legal and internal process risks, if and when they occur. Aquaculture and seafood industry requires substantial amount of working capital and banking facilities which in many cases is used to finance the purchase of materials and execution of construction and other activities even while payment from the clients is awaited. In certain cases, the company is also contractually bound to its clients, which again puts stress on working capital. Such situations sometimes are handled by resorting to availing supplier credits or slowing down of the procurement which may have some reasonable impact on the company's turn over and profitability. However various initiatives have been started to improve liquidity and avail better banking facilities. The company does not face any other threat other than such minor hiccups which is usual to any industry in general and aquaculture in particular.

### **Internal control systems and their adequacy**

The internal control mechanism of the company is well documented and implemented through a system of checks and balances. The company has appointed internal auditors to monitor and assess the adequacy and effectiveness of the internal control system. The company has business plans which are reviewed every quarter. The systems and procedures are being reviewed constantly to strengthen the internal control.

### **Financial performance**

An overview of the financial performance is given in the Directors' Report. The Audit Committee constituted by the Board of Directors periodically reviews the financial performance and reporting systems.

### **Human resources**

Human Resources continue to be one of the biggest assets of the company. The management has been paying special attention to various aspects like training, welfare and safety to further strengthen its human resources. The management focuses on hiring right talents required by the business at right time which will help build a result-oriented culture. The company does know the value of manpower and makes it a point to maintain constructive relationship with its employees creating a work environment that is conducive to improve efficiency. The company intends to introduce ESOPs and other performance linked incentive schemes to reward the good performers. The company places great value on commitment and competence and it encourages its personnel to come up with their creative best and rewards them well for their devoted output.

### **Overall outlook**

The overall industry outlook and the prospects of Kings Infra continue to be promising and encouraging. As the government is tweaking its policies for creating better infrastructure, investing on newer technologies and making better use of its natural resources, seafood industry has much to look forward to. Meanwhile, it should be remembered that sustainable aquaculture practices alone can bring in a

better tomorrow. The government can and is committed to support the seafood industry in very many ways. But, it is for the industry to decide whether to engage in globally accepted good practices or to make some easy money treading the risk of murky waters. As for Kings Infra, it is committed to the former for it knows, it will no longer sustain in a world that is an inhospitable place for sustainability. Hence the Infrastructure division as well as the aquaculture and seafood export division will focus to complement each other in this priority sector closely aligning with the vision of our PM for ushering in Blue Revolution 2.0

### **Disclosures**

During the year the company has not entered into any transaction of material nature with its promoters, the Directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interest of the Company at large.

### **Disclaimer**

Certain statements included above may be forward looking and would involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward looking statements. The company assumes no responsibility in respect of forward looking statements which may be amended or modified in future.

For and on behalf of the Board of Directors

Sd/-

Shaji Baby John

**Chairman & Managing Director**

DIN: 01018603

Kochi  
August 14, 2019

## INDEPENDENT AUDITOR'S REPORT

To the Members of Kings Infra Ventures Limited,

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the standalone financial statements of Kings Infra Ventures Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit, the Statement of cash flows and the Statement of Changes in Equity for the year then ended, notes to the financial statements including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Ind AS prescribed under section 133 of the Act read with the Companies (Ind AS) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state affairs of the Company as at 31<sup>st</sup> March, 2019, and its profit, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Emphasis of Matter

We draw attention to Note.30.1 (a) of the financial statements which describes the demand raised by the Income Tax Department u/s 220(2) of the Income Tax Act, 1961 amounting to Rs.1,32,93,493/- for Assessment years 1992-93, 1993-94, 1994-95 and 1995-96. The Company has filed an Interest Waiver Petition u/s 220(2A) before the Principal Commissioner of Income Tax and the application is pending. The Company is confident of getting full waiver of interest. Considering this, no provision has been made for the amount of interest claimed.

Our opinion is not modified in respect of this matter.

## **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters,

We have determined that there are no key audit matters to communicate in our report.

## **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the Directors' Report, Corporate Governance Report, Management Discussion and Analysis Report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and in doing so consider whether the other information is materially inconsistent with the financial statements or the knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as per applicable laws and regulations.

## **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities: selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related

to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibilities for the Audit of the Financial Statements**

Our objective are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also;

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understating of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financials controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

**For Elias George & Co.,**  
Chartered Accountants  
Firm Regn. No. 000801S

Sd/-  
**Vaibhav T Ved**  
Partner  
Membership No:235912

Kochi: 682020  
Date:29/05/2019

## **ANNEXURE 'A ' TO THE INDEPENDENT AUDITORS REPORT**

**The annexure referred to is our independent auditors report to the members of Kings Infra Ventures Limited on the standalone financial statements of the year ended 31<sup>st</sup> March 2019.**

We report that:

- i. (a) The Company is maintaining proper records showing full particulars, quantitative details and situation of fixed assets.  
  
(b) As explained to us, there is a regular program of physical verification of fixed assets, which is our opinion is reasonable having regard to the size of the Company and the nature of the assets. During the year, as informed to us, no material discrepancies have been noticed on such verification.  
  
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. As explained to us, the inventory has been physically verified by the management during the year. In our Company, the frequency of such physical verification of stock is reasonable. As explained to us, no material discrepancies were noticed on physical verification of inventories as compared to the book records.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships, or other parties covered in the register maintained under section 189 of the Companies Act 2013 ("the Act"). Accordingly, the provisions of the clause 3 (iii) (a),(b), and (c) of the Companies (Auditors Report) Order, 2016 are not applicable to the Company and hence not commented upon.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it. The company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Section 185 of the Companies Act, 2013.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Rules framed thereunder are not applicable .

- vi. As per the information and explanations given us, maintenance of cost records has not been specified by the Central Government under Section 148 (1) of the Companies Act, 2013 in respect of the activities carried out by the Company.
- vii. a) According to the information and explanations given to us and on the basis of our examination of books of accounts and records of the Company, in our opinion, the Company has been generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities. However, the Company has not paid its Advance Tax, liability under Section 207 of the Income Tax Act, 1961 for any of the instalments. As of 31<sup>st</sup> March, 2019 total unpaid Advance Tax liability works out to Rs. 6,689,398.75/-. According to the information and explanation given to us, no undisputed amounts payable in respect of the above were in arrears as 31<sup>st</sup> March 2019 for a period of more than six months from the date on which they were payable.
- b) As per the information and explanations given to us, in case of dues of income tax which have not been deposited on account of any dispute, then the amount involved and the forum where the dispute is pending is as follows

<b>Name of the Statute</b>	<b>Nature of dues</b>	<b>Amount (Rs.)</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>	<b>Remarks, if any</b>
Income Tax Act, 1961	Income Tax	1,32,93,493	AY 1992-93, 1993-94, 1994-95, 1995-96	Principal Commissioner of Income Tax	The Company has filed a waiver petition for the same before the Principal Commissioner of Income Tax and the application is pending.
Income Tax Act, 1961	Income Tax	9,28,420 1,99,080	AY 2013-14 AY 2014-15	High Court of Kerala	On account of dispute regarding unabsorbed depreciation for AY 1999-2000 to AY 2009-10

According to the information and explanations given to us, there are no material dues of Sales Tax, Service Tax, duty of Customs, or duty of Excise or Value Added Tax which have not been deposited on account of any dispute.

- viii. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institutions, Bank or Government. The company has not issued any debentures.
- ix. Based upon the Audit procedures performed and the information and explanations given by the management, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). The term loans taken by the company have been applied for the purpose for which they have been obtained.
- x. Based upon the Audit procedures performed and the information and explanations given by the Management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. The Company has paid or provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Companies (Auditor's Report) Order, 2016 ("the Order") are not applicable to the Company and hence not commented upon.
- xiii. In our opinion, all transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable Accounting Standards.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly the provisions of Clause 3(xiv) of the Order are not applicable to the company and hence not commented upon.
- xv. Based upon the audit procedures performed and information and explanations given by the management, the Company has not entered into any non-cash transactions with its Directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

**For Elias George &Co.,**  
Chartered Accountants  
Firm Regn No: 000801S

Kochi : 682020  
Date: 29/05/2019

Sd/-  
**Vaibav T Ved**  
Partner  
Membership No: 235912

## **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**The annexure referred to in our Independent Auditor's Report to the members of Kings Infra Ventures Limited on the IndAS Financial Statements for the year ended 31<sup>st</sup> March 2019.**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013("the Act").**

We have audited the internal financial controls over financial reporting of Kings Infra Ventures Limited ("the Company") as of 31<sup>st</sup> March 2019 in conjunction with our audit of the standalone financial statements of the company for the year ended on that date.

### **Management's responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute Of Chartered Accountants ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for insuring the orderly and efficient conduct of its business including adherence to Companies policies, the safeguarding of its assets, the preventions and detection of frauds and errors, the accuracy and completeness of accounting records and the timely preparation of reliable financial information, as required under the Act.

### **Auditors Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guide Note") and the Standards on the Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established an maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, the testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedure selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial systems, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial control system over financial reporting.

### **Meaning of internal financial controls over financial reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of the financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and receipts and expenditures of the Company are being made only in accordance with authorisations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of the internal financial controls over financial reporting including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also projections of any evaluation of the internal financial controls over financial reporting the future periods are subjected to risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit Of Internal Financial Controls Over Financial Reporting issued by the Institution of Chartered Accountants.

**For Elias George & Co.,**

Chartered Accountants

Firm Regn No: 000801S

**Sd/-**

**Vaibav T Ved**

Partner

Memb No. 235912

Kochi: 682020

Date: 29/25/2019

<b>Kings Infra Ventures Limited</b>			
<b>Balance Sheet as at 31st March 2019</b>			
Particulars	Note	31 March 2019	31 March 2018
		(Rs.)	(Rs.)
<b>I ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	3	15,742,181.10	14,918,891.24
(b) Capital Work-in-Progress		2,280,000.00	-
(c) Other Intangible Assets	4	16,116.20	21,302.03
<b>(d) Financial Assets</b>			
Investments	5	353,624.00	343,264.00
Loans	6	7,112,077.00	8,777,942.00
Others	7	1,502,693.00	549,466.00
(e) Deferred Tax Assets (net)	8	433,321.76	1,313,373.27
(f) Other Non-Current Assets	9	10,536,065.42	13,523,809.42
<b>Total Non-Current Assets</b>		<b>37,976,078.48</b>	<b>39,448,047.96</b>
<b>Current Assets</b>			
(a) Inventories	10	326,482,135.44	217,448,570.44
<b>(b) Financial Assets</b>			
Trade Receivables	11	52,520,967.32	75,804,297.29
Cash and Cash Equivalents	12	7,482,655.07	133,345.33
Bank Balances other than above			
(c) Other Current Assets	13	28,659,724.46	47,133,788.33
<b>Total Current Assets</b>		<b>415,145,482.29</b>	<b>340,520,001.39</b>
<b>Total Assets</b>		<b>453,121,560.77</b>	<b>379,968,049.35</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	14	235,122,500.00	235,122,500.00
(b) Other Equity	15	18,896,471.97	7,072,764.76
<b>Total of Equity</b>		<b>254,018,971.97</b>	<b>242,195,264.76</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>(a) Financial liabilities</b>			
Borrowings	16	76,275,149.00	45,697,871.21
(b) Provisions	17	6,934,320.00	2,205,620.00
<b>Total Non-Current Liabilities</b>		<b>83,209,469.00</b>	<b>47,903,491.21</b>
<b>Current liabilities</b>			
<b>(a) Financial liabilities</b>			
Borrowings	18	75,792,986.78	28,928,115.22
Trade payables	19		
Total outstanding dues of Micro Enterprises and Small Enterprises		-	-
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		22,666,408.25	-
(b) Other current liabilities	20	17,433,724.77	60,941,178.16
<b>Total Current Liabilities</b>		<b>115,893,119.80</b>	<b>89,869,293.38</b>
<b>Total Equity and Liabilities</b>		<b>453,121,560.77</b>	<b>379,968,049.35</b>
Corporate overview and Significant Accounting Policies		1-2	
Notes to the Financial Statements		3 - 30	
The accompanying notes are an integral part of these financial statements			
As per our report of even date		For and on behalf of the Board Of Directors	
For Elias George & Co Chartered Accountants FRN : 000801S			
sd/- <b>Vaibhav T Ved</b> (Partner) Membership No. 235912	sd/- <b>Shaji Baby John</b> Chairman & Managing Director DIN: 01018603	sd/- <b>Baby John Shaji</b> Joint Managing Director & Chief Financial Officer DIN: 03498692	
	sd/- <b>Balagopalan Veliyath</b> Whole - Time Director DIN: 05254460	sd/- <b>Ajithlal</b> Company Secretary M No. ACS 55467	
Place: Ernakulam Date: 29/05/2019			

<b>Kings Infra Ventures Limited</b>			
<b>Statement of Profit and Loss for the year ended 31 March 2019</b>			
	Note	31 March 2019	31 March 2018
		(Rs.)	(Rs.)
<b>Income</b>			
Revenue from Operations	21	335,140,619.52	95,800,099.06
Other Income	22	1,051,696.69	918,458.33
<b>Total Income</b>		<b>336,192,316.21</b>	<b>96,718,557.39</b>
<b>Expenses</b>			
Cost of Operations	23	-	75,941,649.39
Cost of Materials Consumed	24	296,693,208.64	-
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-trade	25	(14,436,420.00)	(1,233,904.36)
Employee Benefits Expense	26	8,090,982.00	5,099,086.00
Finance Costs	27	7,391,777.50	3,853,009.00
Depreciation and Amortisation Expense	3,4	565,268.83	336,823.21
Other Expenses	28	13,066,470.51	4,517,209.48
<b>Total Expenses</b>		<b>311,371,287.48</b>	<b>88,513,872.72</b>
<b>Profit before tax</b>		<b>24,821,028.73</b>	<b>8,204,684.67</b>
Tax Expense			
Current Tax			
For Current Year		6,934,320.00	2,205,620.00
For Prior Years		6,180,372.00	-
Deferred Tax		(117,370.48)	(11,043.58)
<b>Profit after tax</b>		<b>11,823,707.21</b>	<b>6,010,108.25</b>
<b>Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Comprehensive Income for the year (Comprising Profit and Other Comprehensive Income for the period)</b>		<b>11,823,707.21</b>	<b>6,010,108.25</b>
<b>Earnings per Equity Share</b>			
Basic (Rs.)	29	0.50	0.26
Diluted (Rs.)		0.50	0.26
<b>Corporate overview and Significant Accounting Policies</b>		1-2	
<b>Notes to the Financial Statements</b>		3 - 30	
The accompanying notes are an integral part of these financial statements			
As per our report of even date		For and on behalf of the Board Of Directors	
<b>For Elias George &amp; Co</b>			
Chartered Accountants			
FRN : 000801S			
sd/-		sd/-	sd/-
<b>Vaibhav T Ved</b>		<b>Shaji Baby John</b>	<b>Baby John Shaji</b>
<b>(Partner)</b>		Chairman & Managing Director	Joint Managing Director &
Membership No. 235912		DIN: 01018603	Chief Financial Officer
			DIN: 03498692
		sd/-	sd/-
		<b>Balagopalan Veliyath</b>	<b>Ajithlal</b>
		Whole - Time Director	Company Secretary
		DIN: 05254460	M No. ACS 55467
Place: Ernakulam			
Date: 22/05/2019			

<b>Kings Infra Ventures Limited</b>		
<b>Statement of Cash Flows for the year ended 31 March 2019</b>		
	<b>31st March 2019</b>	<b>31st March 2018</b>
<b>A: Cash Flow from Operating Activities</b>	<b>(Rs.)</b>	<b>(Rs.)</b>
<b>Net Profit After Taxation and Extra Ordinary Items</b>	<b>11,706,336.73</b>	<b>5,999,064.67</b>
<b>Adjustments for :</b>		
Depreciation & Amortisation	565,268.83	336,823.21
Gain on Fair Valuation of Gold	(10,360.00)	-16,344.00
Interest Income	(405,495.00)	(637,117.00)
Finance Cost	7,391,777.50	3,853,009.00
<b>Operating Profit before Working Capital Changes</b>	<b>19,247,528.06</b>	<b>9,535,435.88</b>
(Increase)/ Decrease in Trade Receivables	61,976,579.97	(6,395,199.50)
(Increase)/ Decrease in Inventories	(25,624,855.00)	(1,233,904.36)
(Increase)/Decrease in Other Current Assets	18,641,145.87	1,658,747.21
(Increase)/Decrease in Other Non Current Assets	2,987,744.00	39,277.10
(Increase)/Decrease in Financial Assets Loans	1,665,865.00	-
(Increase)/Decrease in Financial Assets Others	(903,227.00)	349,578.00
(Increase)/Decrease in MAT Credit Entitlement	997,422.00	-
(Decrease)/Increase in Trade Payables	(16,499,160.85)	(6,080,283.43)
(Decrease)/Increase in Other Current Liabilities	(44,910,946.39)	2,775,484.10
(Decrease)/Increase in Provisions	3,237,600.00	-
<b>Cash Generated from Operations</b>	<b>20,815,695.66</b>	<b>649,135.00</b>
<b>Net Cash from/(used in) Operating Activities (A)</b>	<b>20,815,695.66</b>	<b>649,135.00</b>
<b>B: Cash Flow from Investing Activities</b>		
Sale of Investments	-	4,900,000.00
Purchase of Property, Plant & Equipment, Intangible Assets	(337,630.00)	(391,054.00)
Increase in CWIP	-	-
Interest Income	405,495.00	637,117.00
<b>Net Cash from/(used in) Investing Activities (B)</b>	<b>67,865.00</b>	<b>5,146,063.00</b>
<b>C: Cash Flow from Financing Activities</b>		
Increase/(Decrease) in share Capital	-	-
Increase/(Decrease) Money Received against Share Warrants	-	-
Increase/(Decrease) in Capital Reserve	-	-
Finance Cost	(7,391,777.50)	(3,853,009.00)
Increase/(Decrease) in Long Term Borrowings	(2,792,944.28)	(9,574,000.00)
Increase/(Decrease) in Short Term Borrowings	(3,650,964.10)	1,009,292.32
<b>Net Cash/(used in) Financing Activities (C)</b>	<b>(13,835,685.88)</b>	<b>(12,417,716.68)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash equivalents (A+B+C)</b>	<b>7,047,874.78</b>	<b>(6,622,518.68)</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>133,345.33</b>	<b>7,305,330.01</b>
<b>Cash and Cash Equivalents from Acquisition through Business Combination</b>	<b>301,434.96</b>	<b>-</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>7,482,655.07</b>	<b>682,811.33</b>
As per our report of even date	<b>For and on behalf of the Board Of Directors</b>	
<b>For Elias George &amp; Co</b>		
<b>Chartered Accountants</b>		
FRN : 000801S		
sd/-	sd/-	sd/-
<b>Vaibhav T Ved</b>	<b>Shaji Baby John</b>	<b>Baby John Shaji</b>
<b>(Partner)</b>	Chairman & Managing Director	Joint Managing Director & Chief Financial Officer
Membership No. 235912	DIN: 01018603	DIN: 03498692
	sd/-	sd/-
	<b>Balagopalan Veliyath</b>	<b>Ajithlal</b>
	Whole - Time Director	Company Secretary
	DIN: 05254460	M No. ACS 55467
Place: Ernakulam		
Date: 29/05/2019		

**Kings Infra Ventures Limited**

**Statement of Changes in Equity for the period ended 31 March 2019**

**A Equity Share Capital**

Balance as at 1st April 2018	Changes in equity share capital during the year 2018-19	Balance as at 31st March 2019
235,122,500.00	-	235,122,500.00

**B Other Equity**

	Reserves And Surplus		Total
	Securities Premium Reserve	Retained Earnings	
Balance as at 01 April 2018	18,924,680.00	(11,851,915.24)	7,072,764.76
Total Comprehensive Income for the Year	-	11,823,707.21	11,823,707.21
Any Other Change	-		0.00
Balance as at 31 March 2019	18,924,680.00	(28,208.03)	18,896,471.97

Corporate overview and Significant Accounting Policies

1-2

Notes to the Financial Statements

3 - 30

The accompanying notes are an integral part of these financial statements

As per our report of even date

For and on behalf of the Board Of Directors

For Elias George & Co

Chartered Accountants

FRN : 000801S

sd/-

**Vaibhav T Ved**

(Partner)

Membership No. 235912

sd/-

**Shaji Baby John**

Chairman & Managing Director

DIN: 01018603

sd/-

**Baby John Shaji**

Joint Managing Director &

Chief Financial Officer

DIN: 03498692

sd/-

**Balagopalan Veliyath**

Whole - Time Director

DIN: 05254460

sd/-

**Ajithlal**

Company Secretary

M No. ACS 55467

Place: Ernakulam

Date: 29/05/2019

**Kings Infra Ventures Limited**  
**Notes forming part of the Financial Statements**

**Note 1: Corporate Information**

Kings Infra Ventures Limited (referred to as "the Company") is a Public Limited Company incorporated and domiciled in India with its registered office at 14B, 14th Floor, The Atria Opp Gurudwara Temple, Thevara, Ernakulam, Kerala - 682015. The Company is engaged in the field of land banking and creating infrastructure for projects in the key sectors of integrated life spaces, lifespaces, logistics, warehousing, hospitality, healthcare, education and clean energy. The company is also engaged in the business of developing infrastructure for aquaculture and seafood production and to deal in all whatsoever manner in aquaculture and seafood products. The company is also interested in processing and export of aquaculture and seafood products.

The company's equity shares are listed for trading on BSE Limited in India. The Financial Statements for the year ended 31<sup>st</sup> March 2019 were approved by the Board of Directors and authorized for issue on May 29<sup>th</sup>, 2019

**Note 2: Significant Accounting Policies**

**a) Statement of Compliance**

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

**b) Basis of Preparation**

These Standalone Financial Statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date

### **c) Use of Estimates and Judgements**

The preparation of these Financial Statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the Financial Statements and the reported amounts of income and expense of the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year are included in the following notes.

#### ***Useful Lives of Property, Plant and Equipment***

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future period.

#### ***Valuation of Deferred Tax Liabilities/Assets***

The Company reviews the carrying amount of deferred tax liabilities/assets at the end of each reporting period.

#### ***Impairment of unquoted investments***

The Company reviews its carrying value of investments annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

#### ***Provisions and Contingent Liabilities***

##### **Provisions**

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (except retirement benefits and leave encashments) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

##### **Contingent liabilities & commitments**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

### **Recoverability of advances/ receivables**

The Company makes provisions for expected credit loss based on an assessment of the recoverability of trade and other receivables.

### **d) Property, Plant and Equipment**

The Company had applied for the one time transition exemption of considering the carrying cost on the transition date i.e. 1<sup>st</sup> April 2016 as the deemed cost under Ind AS. Hence regarded thereafter as historical cost.

Property, plant and equipment are stated at cost [i.e., cost of acquisition or construction inclusive of freight, erection and commissioning charges, non-refundable duties and taxes, expenditure during construction period, borrowing costs (in case of a qualifying asset) up to the date of acquisition/installation], net of accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditure relating to Property, Plant & Equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expense in Statement of Profit and Loss.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in profit or loss when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### **e) Capital Work in Progress**

Capital Work in progress represents projects under which the property, plant and equipment are not yet ready for their intended use at the reporting date and are carried at cost.

### **f) Intangible Assets**

Software : Cost of software which is not an integral part of the related hardware acquired for internal use is capitalized as intangible asset.

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible assets are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and amortization method for an intangible asset are reviewed at the end of each reporting period. The

amortization expense on intangible asset is recognized in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in Statement of Profit and Loss when the asset is derecognized.

### **g) Depreciation**

Assets in the course of development or construction and freehold land are not depreciated.

Other assets are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Depreciation is calculated on the depreciable amount, which is cost of an asset less its residual value. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a written down value basis over its expected useful life as per the useful life prescribed in Schedule II to the Companies Act, 2013.

When significant spare parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and changes in estimates, if any, are accounted for prospectively. Fully depreciated assets still in use are retained in financial statements at residual value.

Management believes that useful lives of assets are same as prescribed in Schedule II to the Act:

<b>Asset Class</b>	<b>Useful Life</b>
Furnitures & Fixtures	10 years
Office Equipment	5 years
Plant & Machinery	15 years
Vehicle	8 years

### **h) Impairment of Assets**

The Company assesses the impairment of assets at each Balance Sheet date. If events or circumstances indicate that the carrying amount of the asset exceeds the recoverable amount, the loss on account of impairment is accounted accordingly. The recoverable amount is the higher of an asset's fair value less costs of disposal & value in use.

### **i) Financial Instrument**

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

### **Financial Assets at Fair Value through other Comprehensive Income( FVTOCI)**

Financial assets are measured at Fair Value through Other Comprehensive Income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

### **Financial Assets at Fair Value through Statement of Profit and Loss( FVTPL)**

Financial assets are measured at fair value through Statement of Profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through statement of profit & loss are immediately recognized in the statement of profit and loss.

### **Financial Assets at Amortised Cost**

Financial Assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### **Trade Receivables**

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as contract asset. A receivable is a right to consideration that is unconditional and only the passage of time is required before the payment of that consideration is due.

The Company assesses at each Balance Sheet date whether a financial asset or a group of financial asset is impaired. Ind AS 109 requires expected credit loss to be measured through a loss allowance.

The Company recognizes lifetime expected credit loss for all trade receivables that do not constitute a financial transaction. Impairment loss allowance is based on a simplified approach as permitted by Ind AS 109.

Full provision is made for all trade receivables considered doubtful of recovery if it is probable/certain that the debt is not recoverable.

Impairment loss allowance(or reversal) that is required to be recognized at the reporting date is recognized as an impairment loss or gain in the statement of profit and loss account.

### **j) Inventories**

Inventories are carried at the lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and selling expenses. Cost includes the fair value of consideration paid including duties and taxes (other

than those refundable), inward freight and other expenditure directly attributable to the purchase. Trade discounts and rebates are deducted in determining the cost of purchase.

#### **k) Cash and Cash Equivalents**

Cash and Cash Equivalents consist of cash on hand and balances with banks.

#### **l) Contract Assets**

Where the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the Company presents the contract as a contract asset. A contract asset is a company's right to consideration in exchange of goods or services that the Company has transferred to a customer. Contract Assets are reviewed for impairment in accordance with Ind AS 109.

#### **m) Contract Liabilities**

Where the Company receives consideration, or the Company has the right to an amount of consideration that is unconditional (i.e. a receivable), before the Company transfers the good or service to the customer, the Company presents the contract as a contract liability when the payment is made or the payment is due (whichever is earlier). A contract liability is a company's obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer.

#### **n) Revenue Recognition**

Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted.

Revenue from sale of seafood products is recognized at a point in time when the customer obtains control of the promised asset and the company has satisfied its performance obligation. The amount of revenue is measured at its transaction price.

Revenue from Construction Projects is recognized over time, upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive, in exchange for those products or services.

Income from export incentives such as drawback and Merchandise Export from India Scheme (MEIS) are recognized on accrual basis.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### **o) Foreign Currency Transactions**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the "functional currency"). The

financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

In the Financial Statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined. All exchange differences are included in the Statement of Profit and Loss.

## **p) Taxation**

Income tax expenses for the year comprises of current tax and the net change in the deferred tax asset or liability during the year. It is recognized in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized directly in equity or in other comprehensive income.

### **Current Income Tax**

Current tax is the expected tax payable /receivable on the taxable income /loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/expenses and penalties, if any related to income tax are included in current tax expense.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amount and there is an intention to settle the asset and liability on net basis.

### **Deferred Tax**

Deferred tax is recognized in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amount used for taxation purposes.

A deferred tax liability is recognized based on the expected manner of realization or settlement of carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the assets can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefits will be realized

Deferred tax assets and deferred tax liabilities are offset when there is legally enforceable right to set off deferred tax assets against deferred tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authorities.

Minimum Alternate Tax credit is recognized as deferred tax asset only when and to the extent there is a convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT Credit asset is written down to the extent there is no longer a convincing evidence to the effect that the company will pay normal income tax during the specified period.

#### **q) Provision for Liabilities and Charges, Contingent Liabilities and Contingent Assets**

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with the applicable Ind AS.

Provisions represent liabilities to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Contingent Liabilities are not recognized but are disclosed in the notes unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not recognized but disclosed in the Financial Statements when an inflow of economic benefits is probable.

#### **r) Statement of Cash Flows**

Cash flows are reported using indirect method as set out in Ind AS -7 “Statement of Cash Flows”, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### **s) Earnings per Share**

The Company presents basic and diluted earnings per share (“EPS”) data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares. The Company did not have any potentially dilutive security in any of the years presented.

#### **t) Segment Reporting**

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the Chief Operating Decision Maker, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is the Managing Director.

The Company has identified business segments as reportable segments. The Business segment comprise 1) Infrastructure 2) Aquaculture

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the company as a whole and are not allocable to segments on a reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities.”

**u) Acquisition through business combination**

The Company acquired a partnership firm named SBJ Holding during the year.

The following information is disclosed as per Ind AS 103 Business Combination.

**i) The name and a description of the acquiree.**

SBJ Holding

A partnership firm incorporated under the Indian Partnership Act, 1932 since April 1, 2014 and having its corporate office/ factory at B-7, B-8(A) and B-10, Tuticorin Co-Operative Industrial Estate Ltd., Korampallam, Tuticorin-628101 and its registered office at C-589, Kendriya Vihar, Yelahanka, Bangalore-560064, State of Karnataka. The firm is engaged in the business of aquaculture and allied businesses and has established an extensive supply chain involving long term business relationships and understandings with farmers, agents, suppliers and feed suppliers.

**ii) The acquisition date.**

26/07/2018

**iii) The percentage of voting equity interests acquired.**

100%

**iv) The primary reasons for the business combination and a description of how the acquirer obtained control of the acquiree.**

The company has commenced business of dealing in aquaculture and seafood products and it is beneficial to the company to acquire the business on a going concern basis, instead of setting up a new supply chain and building fresh relationships.

All assets and liabilities of the firm were taken over by the company for an agreed consideration.

**v) A qualitative description of the factors that make up the goodwill recognized**

No Goodwill has arisen on takeover of assets and liabilities of the Firm.

**vi) The acquisition-date fair value of the total consideration transferred and the acquisition-date fair value of each major class of consideration,**

Rs. 3,33,70,222

**vii) Contingent consideration arrangements and indemnification assets:**

NIL.

**viii) Acquired receivables:**

NIL.

**ix) The amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed**

Amounts recognized for each major class of assets:

Assets - tangible Rs. 10,45,742.87

Capital Work in Progress Rs. 22,80,000

Loans & Advances Rs. 1,76,402

Inventories Rs. 8,34,08,710

Trade Receivables Rs. 3,86,93,250

Cash and cash equivalent Rs. 3,51,434.96

Amounts recognized for each major class of liabilities:

Bank Overdraft Rs. 5,05,15,835.66

Trade payables Rs. 4,02,51,837.10

Provisions Rs. 18,17,645

**x) Information required for each contingent liability recognized**

NIL

**xi) The total amount of goodwill that is expected to be deductible for tax purposes.**

NIL

**xii) Transactions that are recognized separately from the acquisition of assets and assumption of liabilities in the business combination:**

NIL

**xiii) Bargain purchase:**

NIL

**ixv) Business combination in which the acquirer holds less than 100 per cent of the equity interests in the acquiree at the acquisition date:**

NIL

**xv) Business combination achieved in stages**

NIL

**xvi) Revenue and profit or loss of the acquiree since the acquisition date included in the consolidated statement of profit and loss for the reporting period:**

NIL

**xvii) The revenue and profit or loss of the combined entity for the current reporting period as though the acquisition date for all business combinations that occurred during the year had been as of the beginning of the annual reporting period.**

NIL



**Kings Infra Ventures Limited**  
Notes forming part of the Financial Statements

**Note - 4**

<b>Intangible Assets</b>	<b>(Amount in Rs.)</b>	
	<b>Softwares</b>	<b>Total</b>
<b>Gross carrying amount</b>		
At 1 April 2018	267,539.12	267,539.12
Additions	-	-
Disposals/assets written off	-	-
<b>Balance as at 31 March 2019</b>	<b>267,539.12</b>	<b>267,539.12</b>
<b>Accumulated amortisation</b>		
At 1 April 2018	246,237.09	246,237.09
Amortisation charge for the year	5,185.83	5,185.83
Adjustment for Disposals/assets written off	-	-
<b>Balance as at 31 March 2019</b>	<b>251,422.92</b>	<b>251,422.92</b>
<b>Net book value (deemed cost) as at 1 April 2018</b>	<b>21,302.03</b>	<b>21,302.03</b>
<b>Net book value as at 31 March 2019</b>	<b>16,116.20</b>	<b>16,116.20</b>

**Kings Infra Ventures Limited**  
**Notes forming part of the Financial Statements**

Note - 5 Investments Non-Current	31 March 2019 (Rs.)	31 March 2018 (Rs.)
<b>(i) Investment in Government or trust securities</b>		
<b>Amortised Cost</b>		
Unquoted		
(1) 5 years National Savings Certificate	100,000.00	100,000.00
Aggregate Amount of unquoted investments	100,000.00	
<b>(ii) Other Investments( At Fair Value through Profit &amp; Loss a/c)</b>		
<b>Investments in Gold</b>		
(1) 80 grams of gold	253,624.00	243,264.00
	<b>353,624.00</b>	<b>343,264.00</b>
<b>Note - 6</b>		
<b>Loans</b>		
<b>Unsecured, Considered Good</b>		
Security Deposits	7,112,077.00	8,777,942.00
	<b>7,112,077.00</b>	<b>8,777,942.00</b>
<b>Note - 7</b>		
<b>Other Financial Assets Non- Current</b>		
Balance in Deposit Accounts given as security	1,502,693.00	549,466.00
	<b>1,502,693.00</b>	<b>549,466.00</b>
<b>Note - 8</b>		
<b>Deferred Tax Assets (net)</b>		
Deferred tax assets arising on account of :		
Depreciation and amortisation	233,957.51	116,587.02
MAT Credit Entitlement	199,364.25	1,196,786.25
	<b>433,321.76</b>	<b>1,313,373.27</b>
<b>Note - 9</b>		
<b>Other Non-Current Assets</b>		
<b>Unsecured, considered good</b>		
<b>(i)Advances Other than Capital Advances</b>		
<b>(a) Other Advances</b>		
Advances for Projects	10,000,000.00	12,000,000.00
Balances with Statutory/Government Authorities	536,065.42	1,523,809.42
	<b>10,536,065.42</b>	<b>13,523,809.42</b>
<b>Note - 10</b>		
<b>Inventories</b>		
<b>Infra Division</b>		
(a)Work-in-Progress	215,226,270.44	217,448,570.44
<b>Aquaculture Division</b>		
(a)Finished Goods	100,067,430.00	-
(b)Raw Materials( seafood in growing stage in ponds)	10,531,250.00	-
(c) Others		
Packing Material	657,185.00	-
	<b>326,482,135.44</b>	<b>217,448,570.44</b>
<b>Note - 11</b>		
<b>Trade Receivables</b>		
(a)Unsecured, Considered Good	52,520,967.32	75,804,297.29
(b)Trade Receivables which have significant increase in Credit Risk	108,240.00	
Less: Allowance for bad and doubtful debts	(108,240.00)	
	<b>52,520,967.32</b>	<b>75,804,297.29</b>
<b>Note - 12</b>		
<b>Cash and cash equivalents</b>		
Cash on hand	372,561.96	134.00
Balances with banks		
In Current accounts	7,110,093.11	133,211.33
	<b>7,482,655.07</b>	<b>133,345.33</b>

Note - 13					
<b>Other Current Assets</b>					
<b>Unsecured advances</b>					
<b>(i) Advances Other than Capital Advances</b>					
Advances to Employess		95,597.42		104,996.00	
Other Advances(Projects)		6,241,478.55		24,677,734.55	
<b>(ii) Others</b>					
Contract Assets		22,322,142.57		0	
Unbilled Revenue		-		22,322,142.57	
Prepaid Expenses		505.92		28,915.21	
		<b>28,659,724.46</b>		<b>47,133,788.33</b>	
<b>Note - 14</b>					
<b>Equity share capital</b>		<b>31-Mar-2019</b>		<b>31 March 2018</b>	
<b>(i) Authorised</b>					
Equity Share Capital of face value of Rs. 10 each		<b>Number</b>	<b>Amount</b>	<b>Number</b>	
		32,500,000	325,000,000	25,100,000	
		<b>32,500,000</b>	<b>325,000,000</b>	<b>25,100,000</b>	
<b>(ii) Issued and Subscribed</b>					
Equity Share Capital of face value of Rs. 10 each		<b>Number</b>	<b>Amount</b>	<b>Number</b>	
		23,590,000	235,900,000	23,590,000	
		<b>23,590,000</b>	<b>235,900,000</b>	<b>23,590,000</b>	
<b>(iii) Paid Up</b>					
Equity Share Capital of face value of Rs. 10 each		<b>Number</b>	<b>Amount</b>	<b>Number</b>	
		23,512,250	235,122,500	23,512,250	
		<b>23,512,250</b>	<b>235,122,500</b>	<b>23,512,250</b>	
<b>(iv) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year</b>					
		<b>Number</b>	<b>Amount</b>	<b>Number</b>	
Balance at the beginning of the year		23,512,250	235,122,500	23,512,250	
Add: Issued during the year		-	-	-	
Less: Redeemed during the year		-	-	-	
<b>Balance at the end of the year</b>		<b>23,512,250</b>	<b>235,122,500</b>	<b>23,512,250</b>	
<b>(v) Rights, preferences and restrictions attached to equity shares</b>					
The holders of equity shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. In the event of liquidation of the Company, the remaining assets of the Company shall be distributed to the holders of equity shares in proportion to the number of shares held to the total equity shares outstanding as on that date. All shares rank equally with regard to the Company's residual assets.					
<b>(vi) Details of shareholder holding more than 5% share capital</b>					
<b>Name of the Equity Shareholder</b>		<b>31st March 2019</b>		<b>31st March 2018</b>	
		<b>Number of shares</b>	<b>%</b>	<b>Number of shares</b>	<b>%</b>
Venus Fisheries Pvt Ltd		4,683,525	19.92%	4,683,525	19.92%
Shaji Baby John		4,957,428	21.08%	4,957,428	21.08%
Baby John S		1,389,000	5.91%	1,389,000	5.91%
Goodtimes India Holidays & Travels Pvt Ltd.		1,250,000	5.32%	1,250,000	5.32%
Kings Propex Ventures Ltd.		1,250,000	5.32%	1,250,000	5.32%
Kings Infomatica Solutions Pvt L		1,250,000	5.32%	1,250,000	5.32%
<b>(vii) Details of Forfeited Shares : 77,750 Equity Shares out of the Shares allotted on 12.05.1995</b>					
Details of upfront amount forfeited due to non conversion of Share warrants (25% of 15,80,000/- Share warrants) :					<b>3,950,000.00</b>
<b>Note -15</b>					
<b>Other Equity</b>					
<b>Reserves And Surplus</b>					
		<b>31 March 2019</b>		<b>31 March 2018</b>	
		<b>(Rs.)</b>		<b>(Rs.)</b>	
<b>Securities Premium Account</b>					
Opening balance		18,924,680.00		18,924,680.00	
Transferred/adjustment during the year		-		-	
Closing balance		18,924,680.00		18,924,680.00	
<b>Retained earnings</b>					
Opening balance		(11,851,915.24)		(17,862,023.49)	
Transferred/adjustment during the year		-		-	
Profit during the year		11,823,707.21		6,010,108.25	
Closing balance		(28,208.03)		(11,851,915.24)	
<b>Total Reserves And Surplus</b>					
		18,896,471.97		7,072,764.76	
<b>Total Other Equity</b>					
		<b>18,896,471.97</b>		<b>7,072,764.76</b>	

<b>Note 16</b>		
<b>Borrowings Non-Current</b>		
(a) Loans from related parties	44,160,705.21	45,697,871.21
(b) Other loans		
Payable towards takeover of firm	32,114,443.79	
	<b>76,275,149.00</b>	<b>45,697,871.21</b>
<b>Note 17</b>		
<b>Provisions Non-Current</b>		
(a) Others		
Provision for Income Tax	6,934,320.00	2,205,620.00
	<b>6,934,320.00</b>	<b>2,205,620.00</b>
<b>Note 18</b>		
<b>Borrowings - Current</b>		
(i) Loans repayable on demand		
(a) from Banks		
Secured		
Working Capital Loan from Bank	75,792,986.78	28,928,115.22
	<b>75,792,986.78</b>	<b>28,928,115.22</b>
<b>Repayment terms (including current maturities) and security details for term loan:</b>		
	<b>Terms of Repayment</b>	
1) Rupee Term loan primarily secured by charge on		
(i) 43.84 ares of land at Kavassery village, Alathur Taluk, Pallakad district and 2.83 ares of land at Kaumalloor village, Paravur Taluk, Ernakulam District	Monthly installments of Rs.2.625 lakhs to be paid within 120 months.	
(ii) Guarantee given by Mr Shaji Baby John, Mr Baby John Shaji and Mrs Rita Baby John	25,966,010.66	28,928,115.22
2) Cash Credit facility provided by PNB		
Account Number 4273008700001952	7,532,475.90	-
Account Number 4273008700001891	42,294,500.22	-
Security for the above is as follows:		
A. Trading		
Hypothecation of entire current assets of the party, stock of shrimp and other seafood materials in trade including shrimp feed, any other materials acceptable to the bank and also hypothecation of book debts arising out of trade (upto 90 days). Margin 30%		
B. Aquafarm		
1. Stock of shrimps in various life stages under cultivation financed by the bank, stock of feed, medicine, any other accessories/ materials for shrimp culture and book debts created out of bank loan. Margin 30%		
2. Charge on the aquafarm where the cultivation is proposed, viz, 16.16 acres of aquafarm in Vaipar Village S No 7,5,15/2,15/1,16,4/2,19,14,16 Vilathikulam Taluk, Tuticorin Dt valued at Rs. 1.61 cr by AV T Murugesan dt 21.11.16		
3. Book Debts present and future arising out of genuine trade sanctions, upto a period of 90 days		
	<b>75,792,986.78</b>	<b>28,928,115.22</b>
<b>Note 19</b>		
<b>Trade Payables (Unsecured)</b>		
Outstanding dues of Micro enterprises and Small enterprises		
Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 - Note 29.7		
Outstanding dues of creditors other than Micro enterprises and Small enterprises	22,666,408.25	-
	<b>22,666,408.25</b>	<b>-</b>
<b>Note 20</b>		
<b>Other Current Liabilities</b>		
(a) Revenue received in advance		
Contract Liability	129,002.22	58,271,645.22
Advances from Debtors	12,831,035.96	
(b) Others		
Payable to Statutory Authorities	-3,732,972.68	1,331,356.36
Accrued Salaries and Benefits	979,055.00	661,220.00
Creditors for Expenses	7,227,604.27	676,956.58
	<b>17,433,724.77</b>	<b>60,941,178.16</b>

<b>Kings Infra Ventures Limited</b>		
<b>Notes forming part of the Financial Statements</b>		
	<b>31 March 2019</b>	<b>31 March 2018</b>
	<b>(Rs.)</b>	<b>(Rs.)</b>
<b>Note 21</b>		
<b>Revenue from Operations</b>		
<b>(a) Sale of products</b>		
Income from Sale of Property	5,000,000.00	83,975,000.00
Export Sales	258,783,813.10	-
Sea Food Sales	49,004,246.00	-
<b>(b) Sale of services</b>		
Contract Income	-	11,825,099.06
<b>(c) Other Operating Revenue</b>		
Export Benefit(Draw Back)	5,597,668.00	-
Export Benefit (Duty Credit Scrip)	16,754,892.42	-
	<b>335,140,619.52</b>	<b>95,800,099.06</b>
<b>Note 22</b>		
<b>Other Income</b>		
<b>(a) Interest Income</b>		
	405,495.00	637,117.00
<b>(b) Other non-operating income</b>		
Gain on Fair Valuation of Gold	10,360.00	16,344.00
Foreign Exchange Gain	587,972.54	-
Miscellaneous Income		
(i) Sundry Creditors Written Back	171.90	24,997.33
(ii) Other Income	122.25	240,000.00
(ii) Excess Provision Written Back	47,575.00	-
	<b>1,051,696.69</b>	<b>918,458.33</b>
<b>Note 23</b>		
<b>Cost of Operations</b>		
Construction Materials & Consumables, Land	-	70,903,611.19
Labour	-	998,224.00
Construction Expenses	-	3,418,329.20
Hire Charges	-	-
Rents ( Equipments & Machinery )	-	420,525.00
Other Expenditure	-	200,960.00
	-	<b>75,941,649.39</b>
<b>Note 24</b>		
<b>Cost of Materials Consumed</b>		
Raw Materials Consumed	292,696,968.78	
Packing Materials Consumed	3,996,239.86	
	<b>296,693,208.64</b>	-
<b>Note 25</b>		
<b>Change in Inventories of Finished Goods, Work-in-progress and stock-in-trade</b>		
<b>Infrastructure Division</b>		
Work-in-progress:		
At the beginning of the year	217,448,570.44	216,214,666.08
Less: At the end of the year	215,226,270.44	217,448,570.44
Decrease in Work-in-progress	2,222,300.00	(1,233,904.36)
<b>Seafood Division</b>		
Finished Goods		
At the beginning of the year	-	-
Add: Acquired during the year through business combination	83,408,710.00	
Less: At the end of the year	100,067,430.00	-
(Increase) in Finished Goods	(16,658,720.00)	
<b>Net Change in Inventories of Finished Goods, Work-in-progress and stock-in-trade</b>	<b>(14,436,420.00)</b>	<b>(1,233,904.36)</b>
<b>Note 26</b>		
<b>Employee Benefits Expense</b>		
Salaries, Wages & Allowances	8,077,468.00	5,099,086.00
Staff Wefare Expenses	13,514.00	-
	<b>8,090,982.00</b>	<b>5,099,086.00</b>

<b>Note 27</b>		
<b>Finance Costs</b>		
Interest Expense on Borrowings	7,050,591.00	3,627,322.74
Bank Charges	341,186.50	225,686.26
	-	-
	<b>7,391,777.50</b>	<b>3,853,009.00</b>
<b>Note 28</b>		
<b>Other Expenses</b>		
Power and fuel	93,557.00	42,266.00
Water	25,553.00	21,416.00
Rent	981,625.00	673,020.00
ROC Charges	583,642.00	-
Repairs and Maintenance	798,310.48	250,258.69
Insurance	465,022.29	12,542.00
Interest on statutory charges	53,140.00	12,514.40
Rates and Taxes	244,006.00	192,532.25
Communication Expenses	375,327.22	185,681.06
Clearing and Forwarding	21,500.00	-
Commission and Brokerage	3,547,883.00	-
Court Expenses	50,000.00	-
Inspection Charges	25,400.00	-
Travelling and Conveyance	2,384,853.68	661,830.77
Transportation Charges	13,510.00	-
Membership & Subscription	72,831.00	-
Late Fees	14,570.00	-
Printing and Stationery	397,752.00	77,515.28
Advertisement Expenses	317,483.48	150,745.50
Business Promotion Expenses	117,413.00	-
Legal and Professional Charges	953,469.12	1,484,845.00
Auditors Remuneration, for Statutory Audit (Note (i))	182,500.00	140,000.00
Miscellaneous Expenses	64,705.17	7,255.31
Listing & Other fees	250,000.00	265,930.00
Office Expenses	351,465.07	118,056.22
Security Charges	63,000.00	-
Sitting Fees	490,000.00	220,000.00
Website Expenses	19,712.00	801.00
Allowance for bad & doubtful debts	108,240.00	-
	<b>13,066,470.51</b>	<b>4,517,209.48</b>
<b>Note (i) Details of payment to auditors</b>		
<b>Payment to auditor</b>		
Audit fee	125,000.00	110,000.00
Tax audit fee	-	-
<b>In other capabilities</b>		
Taxation matters	-	-
For Other Services	-	-
- Limited Review	49,500.00	30,000.00
- Others	8,000.00	-
	<b>182,500.00</b>	<b>140,000.00</b>
<b>Note 29</b>		
<b>Earnings per Share</b>		
The following reflects the income and share data used in the basic and diluted EPS computations:		
	<b>31 March 2019</b>	<b>31 March 2018</b>
Profit attributable to equity holders of the parent:		
Continuing operations	11,823,707.21	6,010,108.25
Discontinued operation	-	-
<b>Profit attributable to equity holders of the parent for basic earnings</b>	<b>11,823,707.21</b>	<b>6,010,108.25</b>
Interest on convertible preference shares	-	-
<b>Profit attributable to equity holders of the parent adjusted</b>	<b>11,823,707.21</b>	<b>6,010,108.25</b>
Weighted average number of Equity shares for basic EPS*	23,512,250.00	23,512,250.00
Effect of dilution:		
Convertible preference shares	-	-
Share options	-	-
<b>Weighted average number of Equity shares adjusted for the effect of dilution *</b>	<b>23,512,250.00</b>	<b>23,512,250.00</b>
<b>Earnings per equity share (for continuing operation):</b>		
(1) Basic	<b>0.50</b>	<b>0.26</b>
(2) Diluted	<b>0.50</b>	<b>0.26</b>

**Kings Infra Ventures Limited**  
Notes forming part of the Financial Statements

**Note - 30 Additional Information to the Financial Statements**

30.1 Contingent liabilities, Capital commitments (to the extent not provided for) & Contingent assets	As at 31st March, 2019	As at 31st March, 2018
<b>(a) Claims against the Company not acknowledged as Debt</b>	13,293,493.00	NIL
The Income Tax Department has demanded interest u/s 220(2) amounting to Rs. 1,32,93,493 for Assessment Years 1992-93,1993-94,1994-95,1995-96. The Company has filed an Interest Waiver Petition u/s 220(2A) before the Principal Commissioner of Income Tax and the application is pending. The company is confident of getting full waiver of interest. Considering this, no provision has been made for the amount of interest claimed.		
<b>(b) Commitments</b>		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for;	NIL	NIL
(ii) Uncalled liability on shares and other investments partly paid	NIL	NIL
(iii) Other commitments	NIL	NIL
<b>(c) Contingent Assets</b>	NIL	NIL

**Note 30.2**

**Capital Management**

The Company's objective for capital management is to maximise share holder value, safeguard business continuity and support the growth of the company. The Company determines the capital requirement based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through a mixture of equity, internal fund generation and borrowed funds. The Company's policy is to use short term and long term borrowings to meet anticipated funding requirements.

<b>Note 30.3</b>		
<b>Income Tax Expenses</b>		
The reconciliation of estimated income tax expense at statutory income tax rate		
	31-Mar-19	31-Mar-18
Profit before income taxes	24,821,028.73	8,204,684.67
Indian Statutory income tax rate	27.82%	25.8%
<b>Expected income tax expense</b>	<b>6,905,210.19</b>	<b>2,112,706.30</b>
Tax effect of adjustments to reconcile		
Donation & Tax Penalty	-	386.25
Disallowance u/s 40(a)(ia)	7,018.99	
Unabsorbed Depreciation	-	-
Short Term Capital Loss	-	-
Tax paid for prior year	6,180,372.00	
Interest	-	63,888.35
Others	-95,279.66	17,595.52
<b>Total Income tax expense</b>	<b>12,997,321.52</b>	<b>2,194,576.42</b>

**Kings Infra Ventures Limited**  
**Notes forming part of the Financial Statements**

**Note - 30.5**

**Financial Risk Management**

**Financial Instruments by Category**

For amortised cost instruments, carrying value represents the best estimate of fair value.

	31 March 2019			31 March 2018		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
<b>Financial Assets</b>						
Investments						
Equity instruments	-	-	-	-	-	-
Investment in Gold	253,624.00	-	-	243,264.00	-	-
National Savings Certificate	-	-	100,000.00	-	-	100,000.00
Trade receivables	-	-	52,520,967.32	-	-	75,804,297.29
Cash and cash equivalents	-	-	7,482,655.07	-	-	133,345.33
Security deposits	-	-	7,112,077.00	-	-	8,777,942.00
<b>Total Financial Assets</b>	<b>253,624.00</b>	<b>-</b>	<b>67,215,699.39</b>	<b>243,264.00</b>	<b>-</b>	<b>84,815,584.62</b>

	31 March 2019			31 March 2018		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
<b>Financial Liabilities</b>						
Borrowings	-	-	152,068,135.78	-	-	74,625,986.43
Trade payables	-	-	22,666,408.25	-	-	-
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>174,734,544.03</b>	<b>-</b>	<b>-</b>	<b>74,625,986.43</b>

**Financial Risk Management Policy**

**Financial Risk Management Objective and Policies:**

The Company's principal financial liabilities comprise of loans and borrowings, trade and other payables and advances from customers. The main purpose of these financial liabilities is to finance the Company's operations, projects under implementation and to provide guarantees to support its operations. The Company's principal financial assets include Investment, loans and advances, trade and other receivables and cash and bank balances that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

**Market Risk**

Market risk is the risk that the fair value of future cash flows of financial assets will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial Assets affected by market risk include loans and borrowings and deposits.

**Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short term debt obligations with floating interest rates.

**Foreign Currency Risk**

Foreign Currency Risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

Foreign currency risk of the company is managed through a properly documented risk management policy approved by the board.

**Credit Risk**

Credit Risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to a credit risk from its operating activities (primarily trade receivables and advances to suppliers) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

**Kings Infra Ventures Limited**  
**Notes forming part of the Financial Statements**

**Note - 30.6**

**Disclosures Pursuant to Section 186(4) Of The Companies Act,2013**

The Company has not made any investment or given any loan or guarantee as covered under Section 186 of Companies Act,2013.

**Note - 30.7**

**Disclosure under Micro, Small and Medium Enterprises Development Act, 2006**

Clause 22 of Chapter V of the Micro, Small and Medium Enterprises Development Act, 2006, require following additional information in the Annual Statement of Accounts

- (i) Principal amount remaining unpaid to any supplier at the end of the accounting year - Nil
- (ii) Interest due thereon remaining unpaid to any supplier at the end of the accounting year - Nil
- (iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day - Nil
- (iv) The amount of interest due and payable for the year - Nil
- (v) The amount of interest accrued and remaining unpaid at the end of the accounting year - Nil
- (vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid - Nil

Company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 to meet the above mentioned disclosure requirements the and hence disclosures if any, required under the said Act have not been given.

**Kings Infra Ventures Limited**  
**Notes forming part of the Financial Statements**

Note - 30.8  
Ind AS 24 - Related Party Disclosure

**Related Parties to the Company**

- 1 Kings Travelworld (India) Private Limited
- 2 Kings International Limited
- 3 Alexander John Joseph
- 4 Shaji Baby John
- 5 Rita Shaji John
- 6 Rajendran N
- 7 Rathina Ashokan
- 8 Paul Joseph
- 9 Baby John Shaji
- 10 Balagopalan Veliyath
- 11 SBJ Holding

- Enterprises in which the KMP has Substantial Influence  
Enterprises in which the KMP has Substantial Influence  
Independent Non-Executive Director  
Managing Director  
Promoter Non-Executive Director  
Independent Non-Executive Director  
Independent Non-Executive Director  
Independent Non-Executive Director  
Joint Managing Director  
Whole Time Director  
Partnership Firm in which Directors of the Company are Partners

Particulars	Total	Kings Travelworld (India) Private Limited	Kings International Limited	Alexander John Joseph	Shaji Baby John	Rita Shaji John	Rajendran N	Rathina Ashokan	Paul Joseph	Baby John Shaji	Balagopalan Veliyath	SBJ Holding
<b>Transactions</b>												
Services Received	8,577,010.00	982,285.00	7,594,725.00	90,000.00		70,000.00	140,000.00	100,000.00	90,000.00	1,450,000.00	910,000.00	
Sitting Fees	490,000.00				2,127,166.00					360,000.00		
Remuneration	2,360,000.00											
Repayment of Loan	2,487,166.00											
Business Acquired	33,370,222.00											33,370,222.00
<b>Outstanding balance on Balance Sheet date</b>												
Consideration Payable	32,114,443.79					49,500.00	103,500.00	72,000.00	61,000.00	371,915.00	77,013.00	32,114,443.79
Sitting Fee Payable	344,500.00			58,500.00						590,000.00		
Remuneration Payable	448,928.00											
Loans Received	44,160,705.21				43,570,705.21							
Trade receivable/(payable)	(300,951.83)	(1,071,607.00)	770,655.17									

Note: Related parties have been identified by the Management.

**Kings Infra Ventures Limited**  
**Notes forming part of the Financial Statements**

**Note - 30.9**  
**Ind AS 108 - Segment Reporting**

Operating segments are defined as components of an enterprise for which discrete financial information is available that evaluated regularly by the Chief Operating Decision Maker, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is the Managing Director.

**Segment information**

The Company has identified business segments as its reportable segments. Business segments comprise **Infrastructure Division and Aquaculture.**

**Infrastructure Division** : Company is interested in creating infrastructure for projects in the key sectors of integrated life spaces, logistics, warehousing, hospitality, healthcare, education and clean energy.

**Aquaculture Division** : The division is primarily engaged in processing of seafood products that meet global food safety standards

Revenues and expenses directly attributable to segments are reported under each reportable segment.

Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Property, plant and equipment that are used interchangeably amongst segments are not allocated to reportable segments.

**Geographic Information**

Geographical revenue is allocated based on the location of the customers.

Information regarding geographical revenue is as follows:

	March 31, 2019	March 31, 2018
<b>Revenue from External customers</b>		
India	76,356,806.42	95,800,099.06
Outside India	258,783,813.10	-
	<b>335,140,619.52</b>	<b>95,800,099.06</b>

For the year ended / As at March 31, 2019 (CY) and March 31, 2018 (PY)  
Summarised Segment Information

Particulars	31st March, 2019	31st March, 2018
<b>1. Segment Revenue</b>		
(Sale/income from each segment)		
a) Infrastructure	5,000,000.00	95,800,099.06
b) Aquaculture	330,140,619.52	-
<b>Total</b>	<b>335,140,619.52</b>	<b>95,800,099.06</b>
Less: Inter segment revenue	-	-
Sales/Income from Operations	<b>335,140,619.52</b>	<b>95,800,099.06</b>
<b>2. Segment Results</b>		
(profit+)/loss(-) before tax and interest from each segment)		
a) Infrastructure	2,777,700.00	12,057,693.67
b) Aquaculture	28,383,409.54	-
<b>Total</b>	<b>31,161,109.54</b>	<b>12,057,693.67</b>
Less: Finance Cost	7,391,777.50	3,853,009.00
Add: Other unallocable income net of unallocable expenditure	1,051,696.69	-
Total Profit before tax	24,821,028.73	8,204,684.67
<b>3. Segment Assets</b>		
a) Infrastructure	278,131,075.02	379,968,049.35
b) Aquaculture	174,541,047.79	-
c) Unallocated	449,437.96	-
<b>Total</b>	<b>453,121,560.77</b>	<b>379,968,049.35</b>
<b>4. Segment Liabilities</b>		
a) Infrastructure	84,485,245.91	137,772,784.59
b) Aquaculture	107,683,022.89	-
c) Unallocated	6,934,320.00	-
<b>Total</b>	<b>199,102,588.80</b>	<b>137,772,784.59</b>
<b>5. Capital Employed</b>		
(Segment Assets-Segment Liabilities)		
a) Infrastructure	193,645,829.11	242,195,264.76
b) Aquaculture	66,858,024.90	-
c) Unallocated	-6,484,882.04	-
<b>Total</b>	<b>254,018,971.97</b>	<b>242,195,264.76</b>

**Note - 30.10**

Previous year figures have been regrouped and classified wherever necessary to conform to the current year presentation.

**As per our report of even date**

**For Elias George & Co**

Chartered Accountants

FRN : 000801S

sd/-

**Vaibhav T Ved**

**(Partner)**

Membership No. 235912

**For and on behalf of the Board Of Directors**

sd/-

**Shaji Baby John**

Chairman & Managing  
Director

DIN: 01018603

sd/-

**Baby John Shaji**

Joint Managing Director &  
CFO

DIN: 03498692

sd/-

**Balagopalan Veliyath**

Whole - Time Director

DIN: 05254460

sd/-

**Ajithlal**

Company Secretary

M No.ACS 55467

Place: Ernakulam

Date: 29/05/2019

# Kings Infra Ventures Limited

CIN: L05000KL1987PLC004913

14 B, 14<sup>th</sup> Floor, The Atria, Opp. Gurudwara Temple,  
Thevara, Ernakulam- 682015

W- www.kingsinfra.com, E- info@kingsinfra.com

Ph- 0484 6586887

## ATTENDANCE SLIP

DP ID/Client ID/Folio No

--

No. of shares held

--

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the **31<sup>st</sup> Annual General Meeting of the Company held on 21<sup>st</sup> Day of September, 2019, at 2PM at Hotel Olive Downtown 28/286, Kadavanthra Jn. Kochi, Kerala ,682 020**

Name of the Member .....

Name of the Proxy .....

Signature .....

**Note:** Please complete this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report for reference at the meeting.

**ROUTE MAP FOR 31<sup>st</sup> ANNUAL GENERAL MEETING OF KINGS INFRA VENTURES LIMITED**

Date: 21<sup>st</sup> Day of September,2019

Time: 2 P.M.

Venue: Hotel Olive Downtown 28/286,Kadavanthra Jn. Kochi, Kerala ,682 020

**Route Map & Land Mark**  
31<sup>st</sup> AGM on Saturday, 21<sup>st</sup> September 2019, at 2.00 PM  
**Hotel Olive Downtown 28/286,Kadavanthra Jn. Kochi, Kerala ,682 020**



# Kings Infra Ventures Limited

CIN: L05000KL1987PLC004913  
14 B, 14<sup>th</sup> Floor, The Atria, Opp. Gurudwara Temple,  
Thevara, Ernakulam- 682015  
W- www.kingsinfra.com, E- info@kingsinfra.com  
Ph- 0484 6586887

## 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 Member(s):	
Registered Address:	
Folio No./Client Id: :	DP ID:
E-mail Id:	

I/We, being the member(s) of the above named Company hold ..... Shares hereby appoint:

1	Name :	Address :
	E-mail Id :	Signature :
or failing him/her		
2	Name :	Address :
	E-mail Id :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **31<sup>st</sup> Annual General Meeting of the Company to be held on .....**and any adjournment thereof in respect of such resolution as indicated in ballot paper:.

Affix  
Revenue  
Stamp

### **Note:**

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. A proxy need not be a member of the Company.

3. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. For the resolutions, explanatory statements and notes please refer Notice of the 31<sup>st</sup> Annual General Meeting.

\*\*\*\*\*

# Kings Infra Ventures Limited

CIN: L05000KL1987PLC004913

## Form No. MGT 12 BALLOT PAPER/ POLLING PAPER

<b>Name(s) of Member(s) (in BLOCK/ CAPITAL Letters)</b>	
<b>Registered Address</b>	
<b>DP ID / Client ID or Folio No</b>	
<b>No. of equity shares held</b>	

I/ We hereby exercise my/ our vote in respect of the following resolution(s) as set out in the Notice of 31<sup>st</sup> Annual General Meeting (AGM) of Company held on **Saturday, the 21<sup>st</sup> Day of September, 2019, at 2 P.M. at Hotel Olive Downtown 28/286, Kadavanthra Jn. Kochi, Kerala ,682 020**, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by recording my/ our assent and/ or dissent to the said Resolution(s) in the following manner:

Res. No.	Resolution	Optional		
		For	Against	Abstain
	<b>Ordinary Business</b>			
1	Adoption of Audited Balance Sheet as at 31 <sup>st</sup> March 2019 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.			
2	To appoint a Director in place of Mrs. Rita Shaji John (DIN No. 01544753), who retires by rotation and being eligible, offers herself for re-appointment.			
	<b>Special Business</b>			
3	Re-appointment of Mr. Narayana Pillai Rajendran (DIN: 01943124) as Independent Director			
4	Re-appointment of Mr. Rathina Asokan (DIN 03112985) as Independent Director			

**\*Please put a tick mark in appropriate column against the resolution(s) indicated above. In case the shareholder/ proxy wishes his/ her vote**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder .....

Signature of Proxy holder(s) .....

## INSTRUCTIONS

This Ballot Paper is provided, pursuant to Companies Act, 2013 and SEBI (LODR) Regulations, 2015, to enable the shareholder(s) or their proxy(ies) for voting by way of Ballot Paper, who does not have access to e-voting facility and/ or who have not voted through e-voting, so that they can also participate in voting process through this physical Ballot Paper.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot Paper. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting by Ballot Paper shall be treated as invalid.

The Scrutinizer will collate the votes downloaded from the e-voting system as well as the votes received through physical Ballot Papers from member(s) at the venue of AGM for declaring the final result for each of the Resolutions forming part of 31<sup>st</sup> AGM Notice of Company

### **Process and manner for Members opting to vote by using the Ballot Paper:**

1. Please complete and sign this Ballot Paper and drop in the locked Ballot Box provided in the meeting hall of this AGM for voting purpose.
2. This Ballot Paper should be signed by the Member as per the specimen signature registered with Registrar and Share Transfer Agent of the Company.
3. In case of joint holding, the Ballot Paper should be completed and signed by the first named Member and in his/ her absence, by the next named joint holder or by their proxy(ies) duly authorised by any Joint Holder(s). A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing a duly attested/ notarized copy of the POA.
4. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization document(s).
5. Votes should be cast in case of each resolution separately either in favour or against by putting the tick mark in the respective column provided in the Ballot Paper.
6. A Member may request Ballot Paper from the Company or they can download the same from the website of the Company viz. [www.kingsinfra.com](http://www.kingsinfra.com), if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The Ballot Papers will also be rejected if it is torn, defaced or mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified with the available records.
8. The decision of the Scrutinizer on the validity of the Ballot Paper and any other related matter shall be final and binding.
9. The results declared along with Scrutinizer's Report shall be placed on the Company's website i.e. [www.kingsinfra.com](http://www.kingsinfra.com) within 48 hours of working days of the conclusion of this AGM and on the website of CDSL, whenever they upload, and will simultaneously be forwarded to the Bombay Stock Exchange(s) where the Company's shares are listed.





# Kings Infra Ventures Limited

14 B, 14th FLOOR, THE ATRIA,  
OPP.GURUDWARA TEMPLE,THEVARA,

ERNAKULAM, KERALA- 682015

CIN: L05000KL1987PLC004913

E-mail- [kings.infra@gmail.com](mailto:kings.infra@gmail.com)

[www.kingsinfra.com](http://www.kingsinfra.com)

