21st

ANNUAL REPORT

2008-09

KINGS INFRA VENTURES LIMITED

21st Annual Report 2008-09

Board of Directors

Mr. Shaji Baby John	Chairman
Mr. Rita S John	Director
Mr. Sreenakesh	Director
Mr. H Ramakrishnan	Director
Mr. T Venkatramani	Director
Mr. E S Menon	Director
Mr. N Rajendran	Director
Mr. C K Gopalan Nair	Director

Auditors

M/s. Sankar & Moorthy
Chartered Accountants
37/3640, "Paradise",
Ponoth Road,
Kaloor,
Cochin – 17.

Bankers

Syndicate Bank

Registrar & Share Transfer Agents

S.K.D.C. Consultants Limited
P.B.No.2979, No.7,
Seth Narayandoss Layout,
Street No.1, West Power House Road,
Coimbatore – 641 012.

Registered Office

Kings Buildings
Neendakara
Quilon – 691582
Kerala

Corporate Office

G-363, Ground Floor,
George Technology Arcade,
K.C.Joseph Road,
Panampilly Nagar,
Kochi – 682036
Kerala.

KINGS INFRA VENTURES LTD.

(Formerly Victory Aqua Farm Ltd)

Regd. Office: Kings Building, Neendakara P.O, Kollam - 691 582, Kerala
Email: kings.infra@gmail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 21ST ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON WEDNESDAY THE 30TH SEPTEMBER 2009 AT 10.00 AM., AT REGISTERED OFFICE TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2009 and the Profit and Loss Account for the year ended on that date together with the reports of the Directors and the Auditors thereon.

2. To appoint a Director in the place of Mr. Sreenakesh who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration. M/s. Sankar & Moorthy, Chartered Accountants, Ernakulam, the retiring auditors, are eligible for re-appointment.

SPECIAL BUSINESS

4. To appoint Mr. N Rajendran as an Additional Director of the Company.

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

   "RESOLVED THAT Mr. N Rajendran who was appointed as Additional Director by the Board to hold office upto the date of this Annual General Meeting, and in respect of whom a notice under section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose, Mr. N Rajendran as a candidate for the office of the Director be and is hereby elected and appointed as Director of the Company, liable to retire by rotation."

5. To appoint Mr. C.K. Gopalan Nair as an Additional Director of the Company.

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

"RESOLVED THAT Mr. C.K. Gopalan Nair who was appointed as Additional Director by the Board to hold office upto the date of this Annual General Meeting, and in respect of whom a notice under section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose, Mr. C.K.Gopalan Nair as a candidate for the office of the Director be and is hereby elected and appointed as Director of the Company, liable to retire by rotation."

Shaji Baby John
Chairman

Place: Cochin
Date: 31st August, 2009.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Shareholders are requested to bring their copy (ies) of Annual Report at the meeting.
4. Members/proxies should fill in and handover the attendances slip while attending the Meeting.
5. 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.
6. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting.
7. The Company has already notified closure of Register of Members and Transfer Books from Friday, 25th September, 2009 to Wednesday, 30th September, 2009 (both days inclusive).

EXPLANATORY STATEMENT AS REQUIRED U/S 173(2) OF THE COMPANIES ACT, 1956 ANNEXED TO AND FORMING PART OF THE NOTICE

Item No.2

In compliance with corporate governance regulations, the particulars of the Directors being appointed or reappointed are furnished in Annexure – A and their attendance at the Board Meetings and the Committees thereof held during the financial year ending 31st March, 2009, is given in Annexure – B.

Item No.4

Mr. N Rajendran was co-opted as an Additional Director of the Company on 30th October 2008 and he will hold the office until the conclusion of this Annual General Meeting. The Company has received individual notices along with requisite deposits proposing him for being elected as Director.

Hence Item No.4 is proposed for consideration of Members.

None of the Directors, except Mr. N Rajendran is concerned or interested in this resolution. The Board commends the resolution at item no.5 for approval of the members.

Item No. 5

Mr. C.K.Gopalan Nair was co-opted as an Additional Director of the Company on 1st May 2009 and he will hold the office until the conclusion of this Annual General Meeting. The Company has received individual notices along with requisite deposits proposing him for being elected as Director.

Hence Item No.5 is proposed for consideration of Members.

None of the Directors, except Mr. C.K. Gopalan Nair is concerned or interested in this resolution. The Board commends the resolution at item no.5 for approval of the members.

By the order of the Board of Directors

Shaji Baby John
Chairman

Place: Cochin
Date: 31st August, 2009.

Annexure A

Details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting
(Pursuant of Clause 49 of the Listing Agreement)

Name of Director	Mr. N Rajendran	Mr.C.K.Gopalan Nair	Mr.Sreenakesh
Date of Birth	02-12-1954	19-03-1953	12-09-1958
Date of Appointment	30-10-2008	01-05-2009	27-09-1998
Expertise in Specific functional areas	Law of Banking	Banking and Finance	He is an expert in emerging fields of Media & Information Technology. He has more than two decades of experience
Qualification	B.Sc, LLB, CAIIB	B.Sc, CAIIB, CFA, CIFA, DIP(M)	B.Tech
List of other Companies in which Directorship is held as on 31 March, 2009	1. Care Connections (P) Ltd.	NIL	1. Kings Securities Ltd. 2. Hi-Line Developers & Projects (P) Ltd. 3. Cochin Technopark Ltd. 4. Pisces Technologies International Ltd. 5. Kings International Ltd. 6. Kings Infomatica Solutions (P) Ltd. 7. Karma Holistic Medicare (P) Ltd. 8. Kings Hotels and Resorts Ltd. 9. Kings Media Labs (P) Ltd. 10. Novina Properties (Kerala) (P) Ltd.
Chairman / Member of the Committees of the Board of the Companies in which he is a Director as on March 31, 2009	NIL	NIL	NIL
Share holding as on March 31, 2009	NIL	NIL	NIL

Annexure B

SL.NO.	Name of Director	Board Meetings	
		Held	Attended
1	Mr. N Rajendran	3	3
2	Mr.C.K.Gopalan Nair	*	*
3	Mr. Sreenakesh	10	10

* Appointment after 31st March 2009.

KINGS INFRA VENTURES LTD.

(Formerly Victory Aqua Farm Ltd)

Regd. Office: Kings Building, Neendakara P.O, Kollam - 691 582, Kerala
Email: kings.infra@gmail.com

DIRECTORS' REPORT

Your Directors have great pleasure in presenting the 21st Directors' Report of the Company together with the Audited Annual Accounts for the year ended 31st March 2009.

Financial Performance

During the year company entered into Infra structure related activities in a major way. In addition to land acquisition by the company for the major projects, the company also started the Construction Division which has resulted in a modest profit of Rs.2.54 Lacs. Owing to the global recession expected tie ups with the joint venture partners have not materialized which are expected to be concluded in the coming financial year. The Company has initiated work on land at Tuticorin which was being used for Aqua Culture in order to develop the land to set up a Free Trade Warehousiong Zone. The company has sought government approval for this project which is expected shortly. The Company is examining taking over of an ongoing real estate project which will give us additional revenue in the coming years.

The Board of Directors are of the opinion that, Infrastructure Development Projects, in which the Company is investing will bear fruits in the coming years.

The Board of Directors does not recommend declaration of any dividend for the financial year 2008-09 as the project activities are yet to gain momentum and achieve final milestones.

Board of Directors

In accordance with the principle of retirement of Directors by rotation, Mr. Sreenakesh retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Mr. N Rajendran was appointed as a Director of the Company by the Board of Directors w.e.f. 30th October, 2008. Necessary resolution for ratification and consent of the Company for the appointment are included in the Notice to Share holders.

Mr. C.K. Gopalan Nair was appointed as a Director of the Company by the Board of Directors w.e.f. 1st May, 2009. In the said meeting of the Board also decided to appoint him as Director and fixed his remuneration subject to the approval of the shareholders in the Annual General Meeting. Necessary resolution for ratification and consent of the Company for the appointment are included in the Notice to Share holders.

Corporate Governance

Your Directors are happy to report that your Company is compliant with the Corporate Governance requirements as per Clause 49 of the Listing Agreement with the Stock Exchanges effective January 2007. The Company Secretary's Certificate along with the report on Corporate Governance is included in the Annual Report. The Management Discussion and Analysis of the previous year's performance is also provided in the Annual Report.

Deposits

Your Company has not accepted deposits falling within the provisions of section 58A of the Companies Act, 1956 read with Companies (Acceptance of the Deposits) Rules, 1975 during the year under review.

Auditors

The Auditors, M/s.Sankar & Moorthy, Chartered Accountant, Cochin retire at the end of the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

Conservation of Energy and Technology Absorption, etc.

The company has nothing to report in respect of information on conservation of energy and technology absorption as required under section 217(1) of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 since the Company is not engaged in manufacturing or processing business. There were no foreign exchange earnings and outgo during the year under report.

Personnel

None of the employees was covered by the provision of section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975.

Directors Responsibility Statement

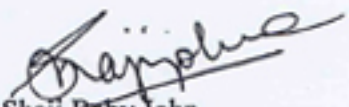
As required under section 217 (2AA) of the Companies Act, 1956, your Directors confirm having:

a) followed in preparation of the Annual Accounts, the applicable standards with proper explanation relating to material departures, where applicable;
b) selected such accounting policies and applied them consistently and made 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 to the profit of your Company for that period;
c) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities; and
d) prepared the Annual Accounts on a going concern basis.

Acknowledgements

The Board of Directors would like to sincerely thank the various Banks, Financial Institutions, and other investors and shareholders for their valuable support and co-operation.

For and on behalf of
the Board of Directors



Shaji Baby John
Chairman

Place: Cochin
Date: 31st August 2009

M/s. SANKAR & MOORTHY
Chartered Accountants

37/3640, "Paradise", Ponoth Road
Kaloor, Ernakulam, Cochin - 17

AUDITOR'S REPORT

To The Members of **KINGS INFRA VENTURES LIMITED**

1. We have audited the attached Balance Sheet of KINGS INFRA VENTURES LIMITED, as at 31st March 2009, the Profit and Loss Account and Cash Flow Statement for the Year Ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said order.

4. Further to our comments in the Annexure referred to above, we report that :
   a. We have 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 Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
   d. In our opinion, the Balance Sheet, the Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
   e. On the basis of written representations received from the directors, as on 31st March 2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
   f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
      i. In the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2009;
      ii. In the case of Profit and Loss account, of the profit of the company for the year ended on that date; and
      iii. In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Place: Ernakulam
Date : 31.08.2009

For SANKAR & MOORTHY
Chartered Accountants

V.C. JAMES
Partner
M.No.200/22565

SANKAR & MOORTHY * COCHIN-17 * CHARTERED ACCOUNTANTS

Annexure

KINGS INFRA VENTURES LIMITED

5. Referred to in paragraph 3 of our report of even date;

(i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The company has not disposed any fixed assets during the year

(ii) The company does not have inventories other than land.

(iii) a) According to the information and explanations given to us the company has not granted any unsecured loans to parties covered in the register maintained under Section 301 of Companies Act 1956

b) According to the information and explanations given to us, the Company has not taken any unsecured loan from parties covered in the register maintained under section 301 of the Companies Act 1956.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to fixed assets and with regard to the sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.

(v) The company has entered into contracts or arrangements with parties covered in the register maintained under section 301 of The Companies Act 1956, exceeding Rs.5,00,000/- during the financial year.

(vi) According to the information and explanations given to us, the company has not accepted any deposits from the public , thus the directives issued by the Reserve Bank of India and the provisions of sections 58A and 58AA of the Companies Act, 1956 and the rules framed there under are not applicable .

(vii) The company has an internal audit system commensurate with the size and nature of its business.

(viii) According to the information and explanations given to us, the Central Govt has not prescribed the maintenance of cost records under section 209(1) d of Companies Act, 1956

(ix) a)The company is regular in depositing with appropriate authorities undisputed statutory dues like income tax, FBT and other material statutory dues applicable to it, other than Provident fund payable of Rs: 26516.95.

b) According to the information and explanation given to us, no undisputed amounts payable in respect of income tax, FBT and other statutory dues were in arrears, as at 31st March 2009, other than those mentioned in note no.4 to the financial statements, for a period of more than six months from the date they became payable.

SANKAR & MOORTHY * COCHIN-17 * CHARTERED ACCOUNTANTS

(c)According to the information and explanation given to us, there are no dues of income tax, FBT and other statutory dues which have not been deposited on account of any dispute except provident fund dues of Rs:26516.95.

(x) In our opinion, the accumulated losses of the company are more than fifty percent of its net worth. The company has not incurred any cash losses during the financial year covered by our audit.

(xi) The company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.

(xii) According to the information and explanation given to us the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause 5 (xiii) of the Companies (Auditor's Report) order, 2003 are not applicable to the company.

(xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 5(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

(xv) According to the information and explanation given to us, the company has not given any guarantee for loans taken by others from a bank or financial institutions.

(xvi) According to the information and explanation given to us the term loans taken by the company have been applied for the purpose for which they are obtained.

(xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.

(xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.

(xix) The company has not made any public issue during the year under report.

(xx) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For SANKARY & MOORTHY
Chartered Accountants

Place: Ernakulam
Date: 31.08.2009

V.C.JAMES
Partner
M.No.200/22565

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KINGS INFRA VENTURES LTD

(Formerly Victory Aqua Farm Limited)

BALANCE SHEET AS AT 31ST MARCH, 2009

Particulars	Sch	Figures at the end of the current financial year 31.03.2009	Figures at the end of the previous financial year 31.03.2008
I. SOURCES OF FUNDS			
Share Holders Fund			
Share Capital	I	30,922,500.00	30,922,500.00
Reserves & Surplus	II	14,974,680.00	14,974,680.00
Loan Fund			
Secured Loan	III	993,881.06	1,142,205.33
Project Development Advance	IV	1,015,034,739.00	927,235,187.00
Total		**1,061,925,800.06**	**974,274,572.33**
II. APPLICATION OF FUNDS			
Fixed Assets	V		
Gross Block		16,965,764.85	16,427,855.85
Less: Depreciation		1,112,896.28	606,126.21
Net Block		15,852,868.57	15,821,729.64
Investments	VI	7,836,560.00	8,586,560.00
Deferred Tax Asset		40,064.50	6,533.50
Current Assets Loans and Advances			
Cash & Bank Balance	VII	46,011.00	230,176.21
Loans and Advances	VIII	816,242,543.97	779,877,467.02
Work in Progress	IX	200,669,774.00	133,448,352.00
Pre-Operative Expenses for Project Development	X	24,447,823.93	8,513,346.79
		1,041,406,152.90	922,069,342.02
Less: Current Liabilities & Provisions	XI	43,093,833.77	12,348,368.19
Net Current Assets		998,312,319.13	909,720,973.83
Miscellaneous Expenditure		12,422,012.85	12,422,012.85
Profit and Loss Account	XII	27,461,975.01	27,716,762.51
Total		**1,061,925,800.06**	**974,274,572.33**

For and on behalf of the Board of Directors

SHAJI BABY JOHN
Director

SREENAKESH
Director

Place : Ernakulam
Date :31.08.2009

KINGS INFRA VENTURES LTD COCHIN

As per our report of even date attached.
For SANKAR & MOORTHY
Chartered Accountants

V C JAMES,BSc, FCA
Partner
M.No.200/22565

SANKAR & MOORTHY COCHIN-17 CHARTERED ACCOUNTANTS

KINGS INFRA VENTURES LTD

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2009

Particulars	Sch	Figures at the end of the current financial year 31.03.2009	Figures at the end of the previous financial year 31.03.2008
I. INCOME			
Contract Income		2,690,000.00	-
Miscellaneous Income		64,510.00	
		2,754,510.00	-
II. EXPENDITURE			
Direct Expenses		2,501,510.00	-
Administrative Expenses		6,337.50	-
		2,507,847.50	-
III. Profit/(Loss) before Tax		246,662.50	-
Less:**Tax Expenses**			
Current Tax		25,406.00	
Deferred Tax		(33,531.00)	-
IV. Net Profit/(Loss) after Tax		254,787.50	-
Profit & Loss Account 2007-08		-	-
V. Net Profit Carried over to Balance Sheet		**254,787.50**	-
Significant Accounting Policies and Notes forming Part of Accounts	XIV		
Schedule I to XIV form part of the Accounts			
Earnings per Share (Basic)		0.08	
Earnings per Share (Diluted)	XIII	0.08	-

For and on behalf of the Board

SHAJI BABY JOHN
Director

SREENAKESH
Director

Place : Ernakulam
Date :31.08.2009

KINGS INFRA VENTURES LTD COCHIN

As per our report of even date attached.
For SANKAR & MOORTHY
Chartered Accountants

V C JAMES, FCA
Partner
M.No.200/22565

KINGS INFRA VENTURES LTD

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2009

		Figures at the end of the current financial year 31.03.2009	Figures at the end of the previous financial year 31.03.2008
A	**CASH FLOWS FROM OPERATING ACTIVITIES**		
	Net Profit Before Taxation	246,662.50	-
	Operating Profit Before Working Capital Change	246,662.50	-
	Adjustments for Changes in Working Capital		
	Increase(Decrease) in Creditors for Expenses	359,961.08	(215,273.13)
	Increase in Land for project development	(52,214,422.00)	(654,071,345.00)
	Decrease in Interest Due on Deposit	-	417,692.92
	Increase in Project Advance to Companies/Developers	(101,753,137.00)	-
	Increase(Decrease) in Other Creditors	30,360,098.50	(1,579,995.87)
	Increase in Export Warehousing Zone Development	(15,007,000.00)	(11,801,203.00)
	Decrease(Increase) in Project Advance	69,272,179.00	(109,312,904.00)
	Increase in Pre-Operating Expenses for Project Development	(15,427,707.07)	(7,717,153.25)
	Increase in Advance Tax	-	(349,067.10)
	Net Cash Used in Opereating Activities	**(84,163,364.99)**	**(784,629,248.43)**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Fixed Assets	(537,909.00)	(871,759.00)
	Sale of Fixed Assets	-	4,350.00
	Sale (Purchase) of Investments	750,000.00	(755,545.00)
	Advance to Companies	(16,429,958.95)	(53,208,509.17)
	Advance to Others	12,545,840.00	1,238,507.00
	Net Cash Used in Investing Activities	**(3,672,027.95)**	**(53,592,956.17)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Repayment of Secured Loan	(148,324.27)	(37,655,362.50)
	Advances Received for Project Development	87,799,552.00	814,822,443.00
	Net Cash from Financing Activities	**87,651,227.73**	**777,167,080.50**
	Net Decrease in Cash and Cash Equivalents (A+B+C)	**(184,165.21)**	**(61,055,124.10)**
	OPENING CASH AND CASH EQUIVALENTS	**230,176.21**	**61,285,300.31**
	CLOSING CASH AND CASH EQUIVALENTS	**46,011.00**	**230,176.21**

For and on behalf of the Board of Directors

SHAJI BABY JOHN
Director

SREENAKESH
Director

Place : Ernakulam
Date :31.08.2009

KINGS INFRA VENTURES LTD COCHIN

As per our report of even date attached.
For SANKAR & MOORTHY
Chartered Accountants

V C JAMES,BSc, FCA
Partner
M.No.200/22565

SANKAR & MOORTHY COCHIN-17 CHARTERED ACCOUNTANTS

KINGS INFRA VENTURES LTD
SCHEDULES FORMING PART OF BALANCE SHEET

	As at 31-Mar-09	As at 31-Mar-08
Schedule I : Share Capital		
Authorised Share Capital		
3500000 Equity Shares of Rs.10/- each	35,000,000.00	35,000,000.00
Issued, Subscribed and Paid up		
3092250 Equity Shares of Rs.10/- Each	30,922,500.00	30,922,500.00
Total :	**30,922,500.00**	**30,922,500.00**
Schedule II : Reserves & Surplus		
Securities Premium Account	14,974,680.00	14,974,680.00
Total :	**14,974,680.00**	**14,974,680.00**
Schedule III : Secured Loans		
Car Loan - Syndicate Bank	993,881.06	1,142,205.33
(Secured by hypothecation of vehicle)		
Total :	**993,881.06**	**1,142,205.33**
Schedule IV : Project Development Advance		
Alpha Consolidated Projects Bangalore	80,915,300.00	81,665,300.00
Alpha Holdings Infrastructure (P) Ltd	760,934,848.00	681,965,296.00
DD Resorts New Delhi	152,000,000.00	150,000,000.00
Shaji Baby John	21,184,591.00	13,604,591.00
	1,015,034,739.00	**927,235,187.00**
Schedule VI : Investments		
74293 Equity Shares of Kings Hotels & Resorts Ltd., of Face Value Rs.10/	742,930.00	1,492,930.00
149293 Equity Shares of Kings Securities Ltd.,of Face Value Rs.10/-	1,492,930.00	1,492,930.00
62000 Equity Shares of Kings Properties & Housing Ltd.,of Face Value Rs.10/- each	620,000.00	620,000.00
490000 Equity Shares of Kings International Ltd.,of Face Value Rs.10/-	4,900,000.00	4,900,000.00
Gold Coin 80gm	80,700.00	80,700.00
Total :	**7,836,560.00**	**8,586,560.00**
Schedule VII : Cash & Bank Balances		
Cash in Hand	41,089.00	186,775.58
Balance with Scheduled Banks		
Syndicate Bank	4,922.00	43,400.63
Total:	**46,011.00**	**230,176.21**

Schedule VIII : Loans & Advances			
Advance to Companies	A	72,626,698.12	56,196,739.17
Project Advance to Companies/Developers	B	634,177,333.00	532,424,196.00
Advances for Land Purchase	C	97,986,954.00	167,259,133.00
Advance to Others	D	2,667,233.00	15,213,073.00
Share Application Money	E	6,253,534.00	6,253,534.00
Deposit with Government Departments		2,530,791.85	2,530,791.85
Total:		**816,242,543.97**	**779,877,467.02**

Schedule IX : Work in Progress			
Land for Project Development	F	173,861,571.00	121,647,149.00
Free Trade & Warehousing Zone Development		26,808,203.00	11,801,203.00
Total :		**200,669,774.00**	**133,448,352.00**

Schedule X : Pre-Operative Expenses for Project Development		
Opening Balance	8,513,346.79	233,644.42
Salaries & Allowances		
Salaries & Allowances	4,731,757.00	1,724,912.00
Monthly Allowances	109,497.00	15,000.00
Office & Administration Expenses		
Generator Expenses	4,015.00	550.00
Advertisement	634,136.00	544,895.00
Books and Periodicals	6,013.00	11,358.00
Business Promotion	23,652.00	-
Car Maintenance	-	120,476.00
Computer Maintenance	49,533.00	106,071.00
Hire Charges	238,567.00	-
Domain Renewal Charges	2,985.00	-
Listing Fee	22,800.00	-
Meeting Expenses	4,173.00	-
Miscellaneous Expenses	2,538.58	-
Project Development Expenses	2,516,619.00	-
Electricity Charges	213,439.00	303,178.00
FBT Interest	7,911.13	-
Fringe Benefit Tax	93,515.00	123,219.87
Interest & Bank Charges	225,307.36	1,456,233.36
Internet Charges	20,970.00	26,591.00
Legal Charges	118,108.00	453,844.00
Local Conveyance	13,001.50	9,861.00
Medical Expenses	3,842.00	29,536.00
Office Expenses	25,477.00	44,827.00
Postage	5,794.00	5,311.00
Professional & Consultancy Charges	701,750.00	410,197.00
Printing & Stationery	86,343.50	137,059.00

SANKAR & MOORTHY
COCHIN-17
CHARTERED ACCOUNTANTS

Rates & Taxes		43,009.00	66,627.00
Registration & Licence Fee		486,603.00	131,177.00
Rent		964,497.00	484,800.00
Repairs & Maintenance		134,900.00	84,999.00
Security Charges		225,745.00	38,450.00
Sweeping Charges		30,300.00	1,950.00
Staff Welfare		6,500.00	-
Tea & Coffee		29,219.00	26,170.00
Telephone Charges		86,902.00	97,781.00
Travelling Expenses		3,014,375.00	1,180,931.00
Audit Fee & Service Tax		195,085.00	84,270.00
Vehicle Insurance		25,245.00	43,283.00
Vehicle Running Exp-Bike		2,970.00	-
Vehicle Running Exp-Car		315,035.50	207,421.00
Water Charges		11,915.00	7,147.00
Software Development and Maintenance Charges		-	647,500.00
Depreciation		506,770.07	569,079.20
Total:		24,454,161.43	9,428,348.85
Less: Expenses recognised in P&L Account		6,337.50	-
Less: Deferred Tax		-	6,533.50
Interest on Deposit:		-	908,468.57
Total :		**24,447,823.93**	**8,513,346.78**

Schedule XI : Current Liabilities & Provisions

Creditors		3,330,887.72	3,330,887.72
Kings Infomatica Solutions (P) Ltd		18,214,981.50	4,722,484.00
Bharathmatha Education Centre (P) Ltd		447,678.00	-
Riverbankheritage Builders India (P) Ltd		14,919,923.00	-
Mr.Kaushik		1,500,000.00	-
Trade Creditors		2,415,648.60	2,415,648.60
Creditors for Expenses	G	1,239,308.95	879,347.87
Provision for Income Tax		1,025,406.00	1,000,000.00
Total :		**43,093,833.77**	**12,348,368.19**

Schedule XII:Profit and Loss Account

Profit & Loss Account		27,716,762.51	27,716,762.51
Less:Profit for the Year		254,787.50	
Total:		**27,461,975.01**	**27,716,762.51**

SANKAR & MOORTHY CHARTERED ACCOUNTANTS COCHIN-17

Schedule A

Advance to Companies

Due from Companies under the same management

Hi-Line Developers & Projects (P) Ltd	41,110,908.00	33,495,822.00
(Maximum amount due at any time during the year is Rs.41120908)		
Bharathmatha Education Centre (P) Ltd	-	640,000.00
Kings Fisheries Ltd	4,860,701.00	3,696,653.00
Kings International Ltd (Farm Division)	1,354,175.00	900,000.00
(Maximum amount due at any time during the year is Rs.1354175)		
Kings International Ltd	13,665,157.95	12,024,789.00
(Maximum amount due at any time during the year is Rs.13793694)		
Kings Media Labs (P) Ltd	346,863.00	1,045,834.00
(Maximum amount due at any time during the year is Rs.1045901)		
Kings Properties & Housing Ltd	1,113,001.79	1,050,924.79
Kings Securities Ltd	2,895,941.38	2,813,953.38
(Maximum amount due at any time during the year is Rs.2895941.38)		
Pisces Technologies International Ltd	386,496.00	378,996.00
Priceless Consultancy Management Guide India (P) Ltd	206,187.00	119,767.00
Riverbankheritage Builders India (P) Ltd	-	30,000.00
(Maximum amount due at any time during the year is Rs.30067)		
Cochin Techno Park Ltd	16,719.00	-
(Maximum amount due at any time during the year is Rs.16719)		
Goodtimes India Holidays & Travels (P) Ltd	1,106,029.00	-
(Maximum amount due at any time during the year is Rs.1106029)		
Karma Holistic Medicare (P) Ltd	5,543,464.00	-
(Maximum amount due at any time during the year is Rs.5543464)		
Kings Hotels & Resorts Ltd	19,900.00	-
(Maximum amount due at any time during the year is Rs.19900)		
Carnberry Resorts & Hospitalities (P) Ltd	145.00	-
Edenwoods Projects & Properties (P) Ld	1,010.00	-
Total	**72,626,698.12**	**56,196,739.17**

SANKAR & MOORTHY * COCHIN-17 * CHARTERED ACCOUNTANTS

Schdule B

Project Advance to Companies/Developers

Alpha Holdings Infrastructure (P) Ltd	176,598,232.00	176,598,232.00
Hi-Line Developers & Projects (P) Ltd	74,615,534.00	74,615,534.00
Kings Media Labs (P) Ltd	71,130,375.00	-
Bharathamatha Education Centre (P) Ltd	58,568,980.00	58,568,980.00
Kings Properties & Housing Ltd	120,462,419.00	120,462,419.00
Kings Hotels & Resorts Ltd	19,488,987.00	10,442,210.00
Riverbankheritage Builders India (P) Ltd	47,052,361.00	47,052,361.00
Shaji Baby John	3,426,205.00	1,846,205.00
Mohammad Nazar	2,055,189.00	2,055,189.00
M.V.Prakasan	6,383,330.00	1,417,325.00
Rita S.John	4,999,620.00	4,999,620.00
Sunil Kumar	1,809,774.00	1,809,774.00
Uchit Properties (P) Ltd	32,556,347.00	32,556,347.00
Novina Properties (Kerala) (P) Ltd	15,029,980.00	-
Total	**634,177,333.00**	**532,424,196.00**

Schdule C

Advance for Land Purchase

Mohammed Nazer	53,912,254.00	53,912,254.00
Ibrahim Nazar	18,504,441.00	31,795,416.00
M.V.Prakasan	15,769,433.00	71,550,637.00
Chacko Thomas	3,794,826.00	3,994,826.00
Others	6,006,000.00	6,006,000.00
Total	**97,986,954.00**	**167,259,133.00**

Schdule D

Staff & Other Advances

Advance for Vyttila Land	2,501,050.00	15,001,050.00
Advances	47,320.00	212,023.00
Rent Advance	118,863.00	-
Total	**2,667,233.00**	**15,213,073.00**

Schedule E

Share Application Money

Kings Hotels & Resorts Ltd	5,071,619.00	5,071,619.00
Kings Securities Ltd	1,181,915.00	1,181,915.00
	6,253,534.00	**6,253,534.00**

Schdule F

Land for Project Development

Chengamanadu(Nedumbassery)	116,810,141.00	61,360,719.00
Sreemoolanagaram(Riverbank)	46,231,425.00	46,231,425.00
Palakkad	10,820,005.00	10,820,005.00
Ernakulam	-	3,235,000.00
Total	**173,861,571.00**	**121,647,149.00**

Schdule G

Creditors For Expenses

Audit Fee & Service Tax Payable	229,620.00	231,165.00
Expense Payable	860,908.00	343,608.00
FBT Payable	93,515.00	123,219.87
PF & EPF Payable	26,516.95	130,803.00
TDS Payable	28,749.00	50,552.00
Total	**1,239,308.95**	**879,347.87**

SANKAR & MOORTHY * COCHIN-17 * CHARTERED ACCOUNTANTS

Schedule V

KINGS INFRA VENTURES LTD

STATEMENT OF FIXED ASSETS AS ON 31.03.2009 (As Per Companies Act)

Particulars	Gross Block				Depreciation			Net Block	
	As at 01.04.2008	Addition	Deletion	As at 31.03.2009	Upto 31.03.2008	For the year	Upto 31.3.2009	As at 31.03.2009	As at 31.03.2008
	Rs Ps	Rs Ps	Rs Ps	Rs Ps	Rs Ps	Rs Ps	Rs Ps	Rs Ps	Rs Ps
Land	13,928,612.80			13,928,612.80				13,928,612.80	13,928,612.80
Furniture & Fittings	195,758.00	50,680.00		246,438.00	20,052.41	37231.16	57,283.57	189,154.43	175,705.59
New office Furnishihg	259,830.05	393,748.00		653,578.05	44,940.54	50283.95	95,224.49	558,353.56	214,889.51
UPS & Battery		18,020.00		18,020.00		2014.29	2,014.29	16,005.71	
Computer	274,356.00	2,861.00		277,217.00	80,389.12	78480.32	158,869.44	118,347.56	193,966.88
Motor car-Tata Indigo	1,253,634.00	-		1,253,634.00	351,612.84	233533.28	585,146.12	668,487.88	902,021.16
Air conditioners	155,280.00	72,600.00		227,880.00	21,599.45	27282.58	48,882.03	178,997.97	133,680.55
Generator	63,760.00	-		63,760.00	1,652.31	8639.18	10,291.49	53,468.51	62,107.69
Xeroxe Machine	55,125.00	-		55,125.00	3,319.25	7206.18	10,525.43	44,599.57	51,805.75
Water Dispenser	6,500.00	-		6,500.00	839.74	787.34	1,627.08	4,872.92	5,660.26
Software & Website	235,000.00	-		235,000.00	81,720.55	61311.78	143,032.33	91,967.67	153,279.45
Total	16,427,855.85	537,909.00	-	16,965,764.85	606,126.21	506,770.07	1,112,896.28	15,852,868.57	15,821,729.64

SANKAR & MOORTHY * CHARTERED ACCOUNTANTS * COCHIN-17

KINGS INFRA VENTURES LTD

STATEMENT OF FIXED ASSETS AS ON 31.03.2009 (As per Income Tax Act)

Sl. No.	Description Of Asset	W.D.V. As on 01.04.2008	Addition		Deletion	Total	Depreciation			W.D.V. As on 31.03.2009
			More than 180 days	Less than 180 days			Rate	Period	Amount	
1	Land	13,928,612.80	-	-	-	13,928,612.80	-	-	-	13,928,612.80
2	Furniture & Fittings	177,064.70	50,680.00	-	-	227,744.70	10%	1year	22,774.47	204,970.23
3	Generator	81,276.05	-	-	-	81,276.05	15%	1year	12,191.41	69,084.64
4	Water Dispenser	5,525.00	-	-	-	5,525.00	15%	1year	828.75	4,696.25
5	Xerox Machine	50,990.62	-	-	-	50,990.62	15%	1year	7,648.59	43,342.03
6	Computer	111,622.80	2,861.00	-	-	114,483.80	60%	1year	68,690.28	45,793.52
7	Softwares & Website	94,000.00	-	-	-	94,000.00	60%	1year	56,400.00	37,600.00
8	Air conditioner	125,388.60	72,600.00	-	-	197,988.60	15%	1year	29,698.29	168,290.31
9	Motor Car	985,669.73	-	-	-	985,669.73	15%	1year	147,850.46	837,819.27
10	New Office Furnishing	360,318.69	-	412,018.00	-	772,336.69	10%	1year	56,632.77	715,703.92
11	UPS & Battery	-	-	18,020.00	-	18,020.00	60%	1/2 year	5,406.00	12,614.00
	TOTAL	**15,920,468.99**	**126,141.00**	**430,038.00**	**-**	**16,476,647.99**			**408,121.02**	**16,068,526.97**

Schedule XIII

Basic and Diluted Earnings per share

		31.03.2009	31.03.2008
I	Numerator-Net Profit		
	Basic	254,787.50	-
	Diluted	254,787.50	-
II	Denominator-Average number of shares outstanding during the year		
	Basic	3092250	3092250
	Diluted	3092250	3092250
	Earnings per Share		
	Basic	0.08	-
	Diluted	0.08	-

SANKAR & MOORTHY
COCHIN-17
CHARTERED ACCOUNTANTS

KINGS INFRA VENTURES LTD
G-363, Ground Floor, George Technology Arcade,
K.C.Joseph Road,Panampilly Nagar,
Cochin-682036

PAN : AACCV3411D
Assessment Year : 2009-2010
Previous Year : 2008-2009
Status : Public Ltd Co.

STATEMENT OF COMPUTATION OF TOTAL INCOME & INCOME TAX

		RS. Ps.	RS. Ps.
I.	**PROFITS AND GAINS FROM BUSINESS OR PROFESSION**		
	Net Profit as per Profit and Loss Account	246,663	
	Loss: Depreciation U/s 32	408,121	
	Net Profit		(161,459)
	Total Income		(161,459)
	Tax on Total Income		NIL

UNABSORBED DEPRECIATION & CARRIED FORWARD LOSS

Sl.No		Business Loss	Depre.Loss	Total
1	A.Y.2008-09	-	549,857	549,857
2	A.Y.2009-10	-	161,459	161,459

KINGS INFRA VENTURES LTD

Computation of Minimum Alternate Tax payable under section 115JB

1	**Profit before tax as shown in the Profit and Loss Account**			246,663
2	**Add: Additions (if debited in profit and loss account)**			
	a	Income Tax paid or payable or its provision (other than FBT)	-	
	b	Reserve (except reserve under section 33AC)	-	
	c	Provisions for unascertained liability	-	
	d	Provisions for losses of subsidiary companies	-	
	e	Dividend paid or proposed	-	
	f	Expenditure related to exempt income under sections 10, 10AA, 11 or 12 [exempt income excludes income exempt under section 10(38)]	-	
	g	Depreciation attributable to revaluation of assets	-	
	h	Others (including residual unadjusted items)		
	i	Total additions (2a+2b+2c+2d+2e+2f+2g + 2h)		-
3		Total (1+2i)		246,663
4	**Less: Deductions**			
	a	Amount withdrawn from reserve or provisions if credited to Profit and Loss account	-	
	b	Income exempt under sections 10, 10AA, 11 or 12 [exempt income excludes income exempt under section 10(38)]	-	
	C	Amount withdrawn from revaluation reserve and credited to profit and loss account to the extent it does not exceed the amount of depreciation attributable to revaluation of asset	-	
	d	Loss brought forward or unabsorbed depreciation whichever is less		
	e	Profit of sick industrial company till net worth is equal to or exceeds accumulated losses	-	
	f	Others (including residual unadjusted items)		
	g	Total deductions (4a+4b+4c+4d+4e+4f)		-
5	**Book profit under section 115JB (3-4g)**			246,663
6	**Tax payable under section 115JB [10.3% of (5)]**			25,406
	Add: Interest			
	234 B		**1,524**	
	234C		**114**	
	,,		**343**	
	,,		**572**	
	,,		**254**	**2,807**
	Total Tax & Interest Payable			**28,213**

SANKAR & MOORTHY * COCHIN-17 * CHARTERED ACCOUNTANTS

KINGS INFRA VENTURES LTD
STATEMENT OF FRINGE BENEFIT TAX UPTO 31-03-2009

	1ST QUARTER	II QUARTER	III QUARTER	IVTH QUARTER	TOTAL
Business Promotion	-	9,611.00	14,041.00	-	23,652.00
Local Conveyance	1,225.00	1,775.50	6,765.50	3,235.50	13,001.50
Medical Expenses	2,750.00	1,000.00	92.00	-	3,842.00
Staff Welfare	1,500.00	5,000.00	-	-	6,500.00
Telephone Charges	33,312.00	9,730.00	12,915.00	30,945.00	86,902.00
Vehicle Insurance	-	-	7,061.00	18,184.00	25,245.00
Vehicle Running Expenses (Petrol)	45,550.00	57,537.00	65,066.00	49,615.00	218,768.00
Vehicle Running Expenses (Repair)	14,848.00	6,308.00	56,750.00	18,361.50	96,267.50
Depreciation	-	-	-	147,850.46	147,850.46
	99,185.00	90,961.50	163,690.50	268,191.46	622,028.46
20% Frienge Benefit	19,837.00	18,192.30	32,738.10	53,638.29	124,405.69
33.99% FBT	6,742.60	6,183.56	11,127.68	18,231.66	42,285.49
INTEREST- up to March 09	190.28	570.85	951.42	422.85	2,135.42
Interest from March to September 2009					2,537.13

Total FBT & Interest 46,958.04

	1ST QUARTER	II QUARTER	III QUARTER	IVTH QUARTER	TOTAL
					-
Travelling Expenses	637,461.00	378,242.00	779,748.50	1,218,923.50	3,014,375.00
	637,461.00	378,242.00	779,748.50	1,218,923.50	3,014,375.00
5% Frienge Benefit	31,873.05	18,912.10	38,987.43	60,946.18	150,718.75
33.99% FBT	10,833.65	6,428.22	13,251.83	20,715.60	51,229.30
INTEREST- up to March 09	230.53	691.60	1,152.66	512.29	2,587.08
Interest from March to September 2009					3,073.76

Total FBT & Interest 56,890.14

Grand Total	**103,848.18**
Less:Paid	-
FBT & Interest Payable	103,848.18
FBT	82,537.33
Surcharge 10%	8,253.73
Cess 3%	2,723.73
FBT Payable	93,514.80
Interest	10,333.39
Total FBT & Interest	103,848.18

SANKAR & MOORTHY CHARTERED ACCOUNTANTS COCHIN-17

KINGS INFRA VENTURES LIMITED

SHEDULE-XIV

NOTES TO THE FINANCIAL STATEMENT AS AT 31ST MARCH 2009

A.SIGNIFICANT ACCOUNTING POLICIES

1. **Basis for preparation of Financial Statements**

   The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles under the historical cost convention, on the accrual basis except in the case of certain financial transactions which are measured on the basis of fair values. Accounting policies have been consistently applied except where a new accounting standard is newly adopted or a revision is made to the existing standard.

2. **Revenue Recognition**

   The Company follows the mercantile system of accounting and recognises income & expenditure on accrual basis.

3. **Use of estimates**

   The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognised in the current and future periods.

4. **Fixed Assets**

   Fixed Assets are stated at cost less accumulated depreciation and impairments if any. Cost includes all identifiable expenditure incurred to bringing the Assets to its present condition.

5. **Depreciation**

   Depreciation is provided using the Written down Value Method, at the rates and in the manner specified in Schedule – XIV to the Companies Act, 1956.

6. Provisions and contingencies

A provision is recognised when an enterprise 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 reliable estimate can be made.

7. Investments

All the investments are classified as either current or long-term based on management's intention at the time of purchase. Current investments are carried at the lower of cost and fair value. Long term investments are carried at cost less provisions made to recognize any decline other than temporary, in the carrying value of each investment.

8. Impairment of assets

Impairment of assets is recognised when there is an indication of impairment. On such indication the recoverable amount of the assets is estimated and if such estimation is less than its carrying amount, the carrying cost is reduced to recoverable cost.

9. Employee Benefits

The provisions regarding Provident Fund, Employees State Insurance, and Gratuity etc mentioned in Accounting Standards 15(Employee benefits) are not applicable to the company at present.

10. Income tax

A provision is made for Income tax annually based on tax liability computed after considering tax allowances and exemptions.

11 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

B. Notes on Accounts

1. Kings Infra Ventures Ltd was formerly known as Victory Aqua Farm Ltd. The company was operating an aqua culture farm. The farm had to be closed down on 31.03.1997 consequent upon an order of Hon. Supreme Court of India. Thus the

SANKAR & MOORTHY * COCHIN-17 * CHARTERED ACCOUNTANTS

company was not in operation for a long period from 31-3-1997 to 2005. At present, the company has diversified its activities, and is pursuing land development and related activities. It is proposed to call for claims from creditors and lodge claims on debtors with a view to settling the dues amicably. Letters have been addressed to creditors/debtors to which the company has not received any replies. The matter is being pursued and as such debtors/creditors and loans and advances are subject to confirmation.

2. During the current year and previous year the Company has received advance for development of Projects which are refundable on completion of project with due share of profit.
3. During the year the Company was engaged in developmental activities. The Administrative and general expenses incurred during the year are accumulated under pre-operative expenses for project development.

4. During the year the Company has transferred 75000 shares of Kings Hotels & Resorts Ltd for a value of Rs.750000/-

5. There are certain Income tax cases pending for the period when company was engaged in aqua culture business. While the management argued that aqua culture farming should be treated as agriculture, the department has not accepted this contention. Similarly there were contradictory verdicts in Hon. High Courts in regard to the treatment of prawn ponds for the purpose of depreciation. In one verdict it was treated as plant and in another verdict it was treated as building. The entire matter is now under appeal with the Hon. Supreme Court.

6. Prior Year adjustments - NIL

7. Estimated amount of contracts to be executed on capital account and or not provided for in the accounts - Nil

8. Foreign currency loan disbursement –Nil

9. In the opinion of Directors, the current assets, Loans and advances have the values at which they are stated in the Balance Sheet if realized in the ordinary course of business.

10. Provision and / or payment in respect of auditor's remuneration:

Audit fee	: Rs.195805/-
Other Services	: Rs.190647/-

11. Production and sales : NIL

12. Earnings from sales : NIL

13. C.I.F. Value of Imports NIL

SANKAR & MOORTHY * COCHIN-17 * CHARTERED ACCOUNTANTS

14. Expenditure in foreign currency : NIL

15. Inventories
No Inventories other than land.

16. Employee benefits
Retirement benefits like gratuity and superannuation etc., are not accounted during the year because the relevant statutes are not applicable to the Company .

17. Deferred Tax
The increase in Deferred Tax Asset during the year is Rs 33531/- on account of timing difference in depreciation of Rs 98649/-.

18. The company is engaged in the business of development of Infrastructure facilities which constitutes a single business segment. So primary and secondary reporting disclosures for business/geographical segment as envisaged in AS-17 are not applicable to the company.

19. The Company has not recognised any impairment loss on its assets on the balance sheet date because there is no indication of impairment.

20. Previous year figures have been regrouped / rearranged wherever found necessary

For and on behalf of the Board of Directors

SHAJI BABY JOHN
Director

SREENAKESH
Director

KINGS INFRA VENTURES LTD COCHIN

As per our report of even date attached
For Sankar & Moorthy
Chartered Accountants

V C JAMES FCA
Partner
M.No.200/22565

Place: Ernakulam
Date: 31.08.2009

SANKAR & MOORTHY CHARTERED ACCOUNTANTS COCHIN-17

MANAGEMENT DISCUSSION AND ANALYSIS

India continues to ride high on a platform of robust economic growth driven by practically all sectors of the economy so much so that it grew at a record 7% in fiscal 2008. The upgrade on India's rating to investment grade reflects the country's strong economic prospects.

The growth momentum has been broad based and reinforced by the opening up of crucial infrastructure sectors to private players and foreign investors. Landmark reforms have been witnessed in telecommunication, airports, transportation and real estate development activities and this strong trend is likely to continue. Industry experts expect the growth to sustain about the 7% mark in the years to come in spite of temporary fall in growth rates owing to the global recession.

BUSINESS ENVIORNMENT

The prevalent business environment is very conductive to the growth of infrastructure construction companies, which are still at the threshold of a new growth era with massive amounts of investment earmarked covering a wide spectrum of infrastructure sector.

FINANCIAL PERFORMANCE

The Supreme Court ordered immediate closure of all Aqua Farms in the year 1996, which halted entire operations of the Company. The promoters negotiated with Company's Banks and Financial Institutions and by infusing own funds settled the dues. The concerned Banks/Financial Institutions have thereafter issued NO DUES certificates to the Company. This process was completed during the previous financial year.

The Board of Directors decided to enter into Infra Structure related activities; and accordingly changed the name of the Company to Kings Infra Ventures Limited and also amended the Objects Clause in line with the new line of business activity with due approval of Shareholders and Statutory Authorities with effect from 5th April 2007. New business initiatives undertaken by the Company are under various stages of implementation.

The Company plans to execute Infrastructure Projects. Extensive activities are underway to procure required land at Kochi for the present.

The Board of Directors are of the opinion that, Infra Structure Development Projects, in which the Company is investing will bear fruits in the coming years. The Company is hopeful of showing improved performance in the year 2008-09.

During the year the Company made Net Profit after Tax amounting to Rs.2.55 Lacs.

SPECIAL ECONOMIC ZONE (SEZs)

Kings Infra Ventures Limited has been working with several state governments and private business groups across the country. However, given the uncertainties in government policies and the repercussions of farmer protests in certain SEZs, the progress in this line of business has been slow.

We are aggressively pursuing these SEZs project once the business and the policy environment for SEZs stabilizes in India.

RISK AND OUTLOOK

Our business is highly regulated by Government at various levels, several regulatory approvals, permits, licenses, etc are required to be obtained from the Government for all our projects. Any delay in obtaining such approvals can affect the timely execution of our projects. The company is developing built-in procedures and practices to effectively mitigate the adverse affects of the risks involved in the business and is laid down procedures for handling risks in carrying out the business of the best advantage of all stakeholders and to improve the shareholder value and to ensure continuity of business.

Therefore, Company's outlook for 2008-09 remains positive.

INTERNAL CONTROL SYSTEMS

The company is having internal control systems which are considered adequate for controlling the operations of the company. All transactions are authorized, recorded and reported correctly and adequately. The internal control being designed will ensure that financial and other records are reliable for preparing financial information and for maintaing accountability of assets. All financial and audit control systems are also reviewed by the Audit Committee of the Board of Directors of the Company.

INFORMATION TECHNOLOGY

One of the key pillar for the internal systems and processes of a modern Company is its IT systems and networks. We are transforming ourself to an IT based organization.

PERSONNEL

The key to the success of any Company is its people. To meet the ambitious growth plans of the company, a structured organization with succession planning and strategies for development of the required technical and managerial skills within the organization are being developed. Regarding training, we are in the process of initiating a full-fledged programme.

RISK MANAGEMENT

The company is committed to high standards of business conduct and the risk management with a view to

- Protect the Company's assets
- Achieve sustainable business growth
- Avoid major surprises related to the overall control environment
- Safeguard shareholder investment; and
- Ensure compliance with applicable legal and regulatory requirements

CAUTIONARY STATEMENT

Statements in this report on Management's Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operation include a downtrend in the real estate sector, significant changes in political and economic environment in India or key financial markets aboard, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other costs.

CORPORATE GOVERNANCE REPORT
(Pursuant to Clause 49 of the Listing Agreement)

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The basic philosophy of Corporate Governance at 'Kings' is to achieve business excellence and to create and enhance the value for its Stakeholders, Customers, Employees and Business Associates and thereby to make a significant contribution to the Economy. The Company endeavours to achieve the highest levels of transparency, accountability, integrity and responsibility by following the best practices in Corporate Governance.

2. BOARD OF DIRECTORS

The Board of Directors comprises of 6 Non-executive Directors and 2 Executive Directors of which 5 are Independent. All Directors are liable to retire by rotation as per the provisions of the Companies Act, 1956.

During the year ended 31st March 2009, 10 Board Meetings were held on 19.04.08, 28.04.08, 21.07.08, 31.07.08, 30.08.08, 15.09.08, 27.09.08, 30.10.08, 01.01.09 & 20.02.09.

The composition of the Board of Directors and their attendance at the Board Meetings during the year and at the last. Annual General Meeting as also the number of other directorships and memberships of committees are given below:

Name of Director	Category	No. of Shares held in the Company	Attendance at		Directorships and Chairmanship/Membership of Board Committees in Other Companies as on 31.03.2009		
			Board Meetings	Last AGM	Director	Committee Member	Committee Chairman
Mr.Shaji Baby John	C, NED & P		10	Yes	10	-	-
Mrs.Rita S John	NED & P		10	Yes	5	-	-
Mr.Sreenakesh	NED & I		10	Yes	10	-	-
Mr.HRamakrishnan	NED & I		-	-	2	-	-
Mr. T.Venkatramani	NED & I		10	Yes	1	-	-
Mr.E.S.Menon	ED & I		10	Yes	1	-	-
Mr. Rajendran N	NED & I		3	-	1	-	-
Mr Gopalan Nair	ED & Professional		-	-	-	-	-

C–Chairman;NED–Non Executive Director; I – Independent; P – Promoter, ED-Executive Director

Other Directorships do not include Alternate Directorships, Directorships of Private Limited Companies which are neither a subsidiary nor a holding company of a Public Company, Companies under Section 25 of the Companies Act, 1956 and of companies incorporated outside India.Chairmanship / Membership of Board Committees include Chairmanship / Membership of Audit Committee and Shareholders' / Investors' Grievance Committee only as clarified by SEBI. The Membership / Chairmanship of Board Committees of Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act, 1956 are excluded for the purpose.

Reappointment of Directors

The Director, Mr. Sreenakesh shall retire by rotation at the ensuing Annual General Meeting and is eligible for reappointmentNotices in writing along with requisite deposit proposing their appointment as Directors have been received, in compliance of Section 257 of the Companies Act, 1956. The brief resumes and information relating to the Directors as required under clause 49 of listing agreement with the Stock Exchange is furnished as part of the Notice convening the Annual General Meeting.

Mr. N Rajendran and Mr. C.K. Gopalan Nair was co-opted as Additional Director to the Board and will hold the office till the date of this Annual General Meeting.

3. AUDIT COMMITTEE

The Company's Audit Committee consists of three Non-Executive and Independent Directors and one Non-Executive Promoter Director. The composition of the Committee and the qualification of the members of the Committee are in compliance with the requirements of Clause 49 of the Listing Agreement. The Chairman of the Audit Committee, Mr. H Ramakrishnan has expert knowledge of finance and accounting.

During the year 2008-09, the Committee met 4 times on 31-07-08, 27-09-08, 30-10-08 and 01-01-09.

The Audit Committee Meetings are attended by invitation by the Division Heads – Finance and Audit, and Representative of the Statutory Auditors.

The terms of reference of the Audit Committee include –

- Review of the business activities with a view to ascertain the system of managerial control, spotting out systems weakness in any operation and alert the management.
- Assessing the independence of Internal Auditors, monitoring their functions, supervising the audit process, and studying their reports and seek "Action Taken Report" from the management.
- Advising the Board for the appointment and fixation of remuneration of Statutory Auditors, co-ordination with the external auditors, go through the Management representation letters issued to the statutory auditors, answering the Management letters issued by the Statutory Auditors in consultation with the company's executives, overseeing the steps taken by the management in response to Statutory Auditor's remarks and suggestions given in the management letter.
- Review of the company's investment policies and the performance of various investments made by the company – the process of investment decisions, the fairness of transactions with related parties. Performance of subsidiary companies and the control exercised over them and their impact on the financials of the company.

- Risk assessment, review, and risk management, review of security system in an EDP environment, protection against data leakage and retrieval and preparedness for disaster management.

- Matters relating to legal compliance and review approve and monitor the company's code of ethics.

- Review of corporate financial statements (annual and interim) and judge the fairness, integrity and transparency and completeness, adherence to applicable law and accounting standards, both general and those specific to a particular industry or business activity. If there be any significant disagreement between the Management and the Statutory Auditors coordinate to resolve any pending issue in accounts closing.

- Examine the company's HR policies, HR issues and employee compensation package including ESOP, if any.

- Establish procedure for receiving, retaining and treating complaints received by the company regarding internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting/internal auditing matters.

- The Audit Committee shall also consider Management's explanation for any defaults in meeting the Company's obligations to its creditors, lenders, depositors and shareholders of unpaid dividends.

- The Audit Committee shall also do a comparison of budgeted performance and the actual performance and elicit reasons for variance.

- The Audit Committee shall examine the delegation of powers given to various operating executives and the revision thereof. And also if there is any non-adherence and call for explanation.

Name of Members of Audit Committee	Designation	No.of meeting attended
Mr. Ramakrishnan	Non – Executive & Independent Director	-
Mr.Shaji Baby John	Member & Non – Executive Promoter Director	4
Mr.Sreenakesh	Chairman, Member, Non-Executive & Independent Director	4
Mr.T Venkatramani	Member, Non-Executive & Independent Director	4

4. REMUNERATION COMMITTEE

The company has not constituted the Remuneration Committee, as it is a non-mandatory item. However, the Committee will be constituted as and when the requirement arises.

Remuneration to Non-Executive Directors

The Non-Executive Directors do not draw any remuneration from the Company. Presently no sitting fees are paid to Directors for attending the meetings of the Board/ Board Committees.

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

The Investors Grievance Committee reviews and redresses shareholder grievances / complaints. The Committee oversees the performance of the Registrars and Share Transfer Agents and recommends measures for overall improvement of the quality of investor services. The members of the Committee are Mr. Sreenakesh, Non – Executive & Independent Director, Chairman of the Committee and Mr. T Venkatramani Non – Executive Director& Independent Director. There are no pending legal cases, where claims have been made against the company. There are also no grievances made against the Company.

6. GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time	No. of Special Resolutions approved at the AGM
2006-07	At the Registered Office of the Company	29/09/07	10.00 a.m.	-
2007-08	Do	30/09/08	10.00 am	-
2008-09	Do	30/09/09	10.00 a m	-

7. DISCLOSURES

Related party disclosures are provided in the Notes forming part of the accounts in accordance with the provisions of Accounting Standard 18 – "Related Party Disclosures" issued by the Institute of Chartered Accountants of India. In the opinion of the Board, the transactions entered into by the Company with the related parties were not in conflict with the interest of the Company.

Presently the Companies shares are listed on the 3 Stock Exchanges viz, BSE, CSE & MSE. Shares of the Company were not permitted to be traded due to non-compliance of the listing agreement. The Company is adhering to the requirements of the listing agreement, since January 2007. However, no penalties or strictures were imposed by Stock Exchanges or SEBI or any other statutory authority on the company in any matter related to capital markets during the last three years.

Non-mandatory disclosures are not being complied with for the time being.

Code of Conduct:

The Board in its meting held on 31st January 2007 had adopted the Code of Conduct for Board of Directors and Senior Management Personnel. This Code is a comprehensive code applicable to all Directors and members of Senior Management. The Company has circulated the Code of Conduct for Directors and Senior Management to all the concerned officials.

Kapoor

CEO / CFO Certification :

Based on the affirmation received from the Board Members and Senior Management Personnel, declaration regarding compliance of Code of Conduct is made by Mr. Shaji Baby John, Chairman to the Board. The Board noted the said Certificate, as per the format given under clause 49(v), at its meeting held on 31st August 2009.

Code for Prevention of Insider Trading

In terms of Securities and Exchange Board of India (Insider trading) Regulations, 1992 the Company has formulated a comprehensive Code for Prevention of Insider Trading to preserve the confidentially and to prevent misuse of un-published price sensitive information. Every Director, officer and designated employees of the Company has a duty to safeguard the confidentially of all such information obtained in the course of his or her work at the Company and not to misuse his or her position or information regarding the Company to gain personal benefit or to provide benefit to any third party. The Code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company and the consequences of non-compliance. The Company has appointed a Compliance Officer who is responsible for adherence to 'Code for Prevention of Insider Trading'.

8. GENERAL SHAREHOLDERS' INFORMATION

Annual General Meeting

Date and Time	:	30th September 2009 - 10 a.m
Venue	:	Kings Building, Neendakara P.O Kollam – 691 582.

Financial Calendar 2008-09

The Company follows April – March as the Financial Year. The results of every quarter beginning from 1st April are declared in the month following the quarter.

Dates of book closure	: 25th September to 30th September (both days inclusive)
Listing on Stock Exchange	: Bombay Stock Exchange Limited & Cochin Stock Exchange Limited
Stock Code	: 530215 (BSE)
Market Price Data	: Market price of the equity shares of the Company during 2008-09 cannot be given since the shares are not traded at present at any of the Stock Exchanges.

Distribution of shareholding as on 31.03.2009, pursuant to clauses 35 of the Listing Agreement is as under:

Shareholding of nominal value of Rs.	No. of Shareholders	% of Shareholders	Amount of Share Capital in Rs.	% of Shareholding
Upto - 5,000	239	65.33	670090	02.16
5,001 - 10,000	68	18.33	517000	01.67
10,001 - 20,000	12	3.23	193010	00.62
20,001 - 30,000	2	0.54	56000	00.2
30,001 - 40,000	2	0.54	64000	00.21
40,001 - 50,000	0	0.00	0	00.00
50,001 - 1,00,000	16	4.31	1136030	03.67
1,00,001 and above	29	7.82	28286370	91.47
TOTAL	**368**	**100.00**	**30922500**	**100.00**

Distribution of the Shareholding on the basis of categories of shareholders as on 31.03.2009 is as under:

Category Code	Category of Shareholders	No. of Shareholders	Total no. of shares	Percentage of total shares
(A)	**Shareholding of Promoters & Promoter Group**			
(1)	**Indian**			
(a)	Individuals	23	1475491	47.71
(b)	Bodies Corporate	2	843525	27.28
	Sub-Total (A) (1)	**25**	**2319016**	**74.99**
(2)	**Foreign**			
(a)	Bodies Corporate			
	Sub-Total (B) (2)	**0**	**0**	**0**
	Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)	**25**	**2319016**	**74.99**
(B)	**Public Shareholding**			
(1)	**Institutions**			
(a)	Mutual Funds			
(b)	Foreign Institutional Investors			
	Sub-Total (B) (1)	**0**	**0**	**0**
(2)	**Non-Institutions**			
(a)	Bodies Corporate	4	110484	3.58
(b)	Individuals			
	i. Individual shareholders holding nominal share capital upto Rs. 1 Lakh.	326	216500	7.00
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	15	446250	14.43
(c)	Directors & their relatives			
(d)	Non resident Indians			
(e)	Clearing members			
(f)	Hindu undivided families			
	Sub-Total (B) (2)	**345**	**773234**	**25.01**
	Total Public Shareholding (B)=(B) (1)+(B) (2)			
	TOTAL (A) + (B)	**370**	**3092250**	**100.00**

Investor Correspondence : For any assistance regarding dematerialization of shares, shares, share transfers, transmission, change of address, non receipt of dividend or any other query relating to shares or for any generation correspondence, contact :

1. S.K.D.C Consultants Limited,
   P.B.No. 2979, No. 7, Seth Narayandoss Layout,Street No.1, West Power House Road,Coimbatore – 641 012
   Tel: 0422-5549995, Fax: 0422-2499574
   Email: info@skdc-consultants.com

2. Mr. Mohanan Krishnan Kutty
   Compliance Officer,
   G – 363, Ground Floor,
   George Technology Arcade, K.C.Joseph Road,Panampilly Nagar, Cochin – 682036
   Ph: 0484-4042544
   Email: kings.infra@gmail.com

Declaration on Code of Conduct

To the Members of Kings Infra Ventures Limited

This is to confirm that the Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company during January 2007.

It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2009, as envisaged in Clause 49 of the Listing Agreement with Stock Exchanges.

Shaji Baby John
Chairman

Place: Cochin
Date: 31st August 2009

CEO/CFO Certificate under Clause 49 of the Listing Agreement

I,Shaji Baby John and E.S.Menon Director (Finance)of Kings Infra Ventures Ltd hereby certify to Board that:

a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2009 and that to the best of our knowledge and belief:
   (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (2) 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) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls 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 they are aware and the steps they have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit committee that:
   (1) there are no significant changes in internal control over financial reporting during the year;
   (2) there have been so significant changes in accounting policies during the year which are required to be disclosed in the notes to the financial statements; and
   (3) there have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Shaji Baby John

E.S.Menon

Date: 31st August 2009

S. Vijay M.com, MBA, ACS
Company Secretary in Practice

Sree Krishna Kumara Vihar, 43/1355
St. Benedicts 3rd Cross Road
Cochin – 682 018, Kerala
Ph:-0484 – 2393891, Mob: 94475 76134
Email: - vijaysreenikethan@gmail.com

Certificate of Compliance of Corporate Governance

To the Members of Kings Infra Ventures Ltd

1. I have examined the compliance of conditions of Corporate Governance by Kings Infra Ventures Ltd (the Company) for the year ended 31st March 2009, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. My 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 statement of the Company.

3. The following explanations have been given to me in regard to operations of the Company.

    a) The Supreme Court ordered immediate closure of all Aqua Farms in the year 1996, which halted entire operations of the Company. The business plans for revival have been undertaken in Infra Structure related activities. The Company had made a modest profit

    b) The Company has applied to Bombay and Cochin Stock Exchanges for grant of permission for trading, after complying with the requirement of Listing Agreement.

4. In my opinion and to the best of my information and according to the explanations given to me as above I certify that the Company has started the process of complying with the conditions of Corporate Governance as stipulated in the Listing Agreement since January 2007.

5. I 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.

Place: Cochin
Date: 31st August 2009

Vijay S
Practicing Company Secretary
CP No: 8268

Res: Sreenikethan House, Perumpilly P O, Mulanthuruthy, Ernakulam – 682 314

KINGS INFRA VENTURES LTD.

(Formerly Victory Aqua Farm Ltd)

Regd. Office: Kings Building, Neendakara P.O, Kollam - 691 582, Kerala
Email: kings.infra@gmail.com

ATTENDENCE SLIP

21st Annual General Meeting on Wednesday 30th September 2009 at 10 a.m. at the Registered Office of the Company.

Name of the Shareholder	Folio/Client ID No.
	No. of Shares

* A member/proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.

* If you intend to appoint a proxy, please complete the Proxy Form below and deposit it at the Company's Registered Office 48 hours before the meeting. Please ensure that the proxy brings this Attendance Slip for the meeting.

I hereby record my presence at the 21st Annual General Meeting of the Company on 30th September 2009.

Name of the Proxy (if any) in Block Letters	Signature of the Member/Proxy

KINGS INFRA VENTURES LTD.

(Formerly Victory Aqua Farm Ltd)

Regd. Office: Kings Building, Neendakara P.O, Kollam - 691 582, Kerala
Email: kings.infra@gmail.com

PROXY FORM

Folio/Client ID No.
No. of Shares

I/We.....

of.....in the district of ..... being a member/members of KINGS INFRA VENTURES LTD (Formerly- VICTORY AQUA FARM LIMITED), hereby appoint .... of .... in the district of ..... or failing him .... of ..... in the district of ..... As my/our Proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on the 30th day of September 2009 and at any adjournment thereof.

Signed this ..... day of ..... 2009.

Signature

Affix Re
Re 0.15p Revenue Stamp

Note: The Proxy Form duly completed, must be deposited at the Regd. Office of the Company not less than 48 hours before the time for holding the Meeting.