

# NOTICE

**Notice** is hereby given that the Thirty Fourth Annual General Meeting of the members of **Kings Infra Ventures Limited** will be held on Wednesday, the 28th of September 2022, at **3.30 P.M.** at **Hotel Olive Downtown 28/286, Kadavanthra Junction, Kochi, Kerala-682020** 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, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint M/s. Elias & George, Chartered Accountants as the Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 34th Annual General Meeting of the Company until the conclusion of the 39th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.
3. To appoint a Director in the place of Mr. Chundezham Karunakara Panicker Gopalan Nair (DIN No. 02662315), who retires by rotation and being eligible, offers himself for re-appointment.

## **Special Business**

4. **Re-appointment of Mr. Balagopalan Veliyath (DIN : 05254460)** as Whole-time Director of the Company.

The Members are requested to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr Balagopalan Veliyath (DIN : 05254460) as a Whole-time Director, for a period of 5 (Five) years with effect from 1st October, 2022 to 30th September 2027 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit.

**"RESOLVED FURTHER THAT** Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee of the Board) be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

**5. To approve related party transactions and transactions under Section 185 of the Companies Act,2013 with the subsidiary company**

The Members are requested to consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 185, Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 (Listing Regulations) as amended from time to time and the Company's policy on Related Party Transactions and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company

1. To advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate / debentures / bonds etc., raised by subsidiary entity Kings Maritech Eco Park Limited and/or to enter into contract(s) / arrangement(s) / transaction(s) in the ordinary course of business with the said subsidiary entity, on such term(s) and condition(s) as the Board of Directors may deem fit for an amount not exceeding in the aggregate Rs.50 Crores (Rupees Fifty Crores only).

2. To advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate / debentures / bonds etc., raised by subsidiary entity Kings SISTA360 Private Limited and/or to enter into contract(s) / arrangement(s) / transaction(s) in the ordinary course of business with the said subsidiary entity, on such term(s) and condition(s) as the Board of Directors may deem fit for an amount not exceeding in the aggregate Rs.10 Crores (Rupees Ten Crores only).

**“RESOLVED FURTHER THAT** the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalize agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and /or execution of any deeds/ documents/ undertakings/agreements/ papers/writings for giving effect to this Resolution

#### **6. Approval of renewal of agreement between the company and Kings International Ltd**

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to renew the terms and conditions of agreement with Kings International Limited,a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations,for processing,purchase and sale of seafood products, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.20 Crore

<b>Sr. No</b>	<b>Nature of Transactions as per section 188 of the Companies Act, 2013</b>	<b>Name of the Director/KMP who is related and nature of their relationship</b>	<b>Name of the Related Party</b>
1	Purchase sale and processing of Seafood products	Mr. Shaji Baby John (Managing Director)	Kings International Limited

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby, authorised to do all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company, without requiring any further approval of the members.

**7. Approval of renewed terms and conditions of Loan agreement between Company and Promoters Mr. Shaji Baby John and Mrs.Rita Shaji John.**

**“RESOLVED THAT** the approval of the members be and is hereby accorded to the Board of Directors to approve the revised terms and conditions of the loan agreement between the company and the promoters Mr. Shaji Baby John and Mrs. Rita Shaji John to extend the repayment of outstanding unsecured borrowings for a period of one year and to provide interest at the rate of 6% per annum quarterly on the said loan amount

**“RESOLVED FURTHER THAT** the amount be repaid by the company either in cash, securities, or in any other form of consideration as may be mutually agreed between the Company and the said promoters.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions, if any, in its absolute discretion, deem fit and proper in the best interest of the Company, without requiring any further approval of the members”.

By order of Board of Directors

For **Kings Infra Ventures Limited**

Sd/-

Nanditha T

**Company Secretary & Compliance Officer**

Kochi

13.08.2022



## 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. 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 Thursday September 22, 2022 to Wednesday, September 28, 2022 **(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.

8. Notice of this Annual General Meeting, Audited Financial Statements for 2021-22 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:

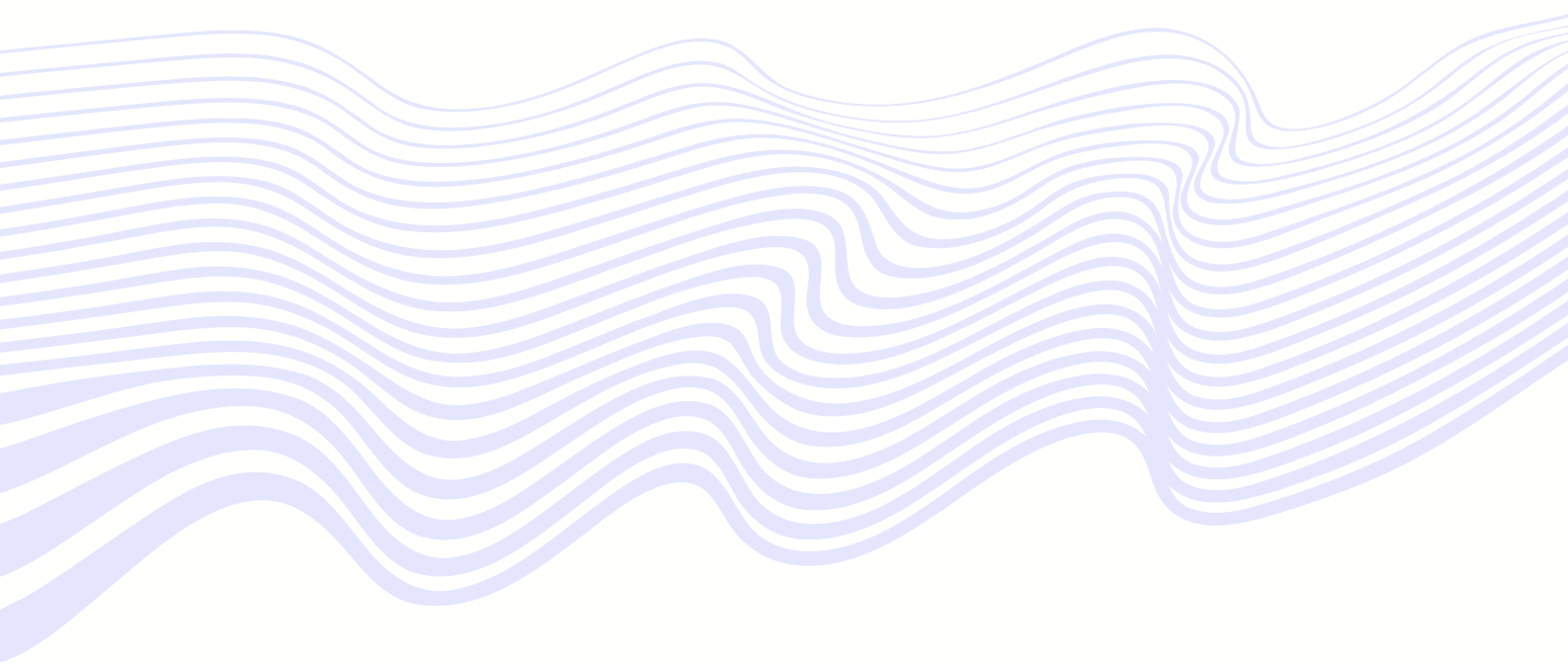
**M/s. S.K.D.C. Consultants Limited,**

Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, TN, India

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).

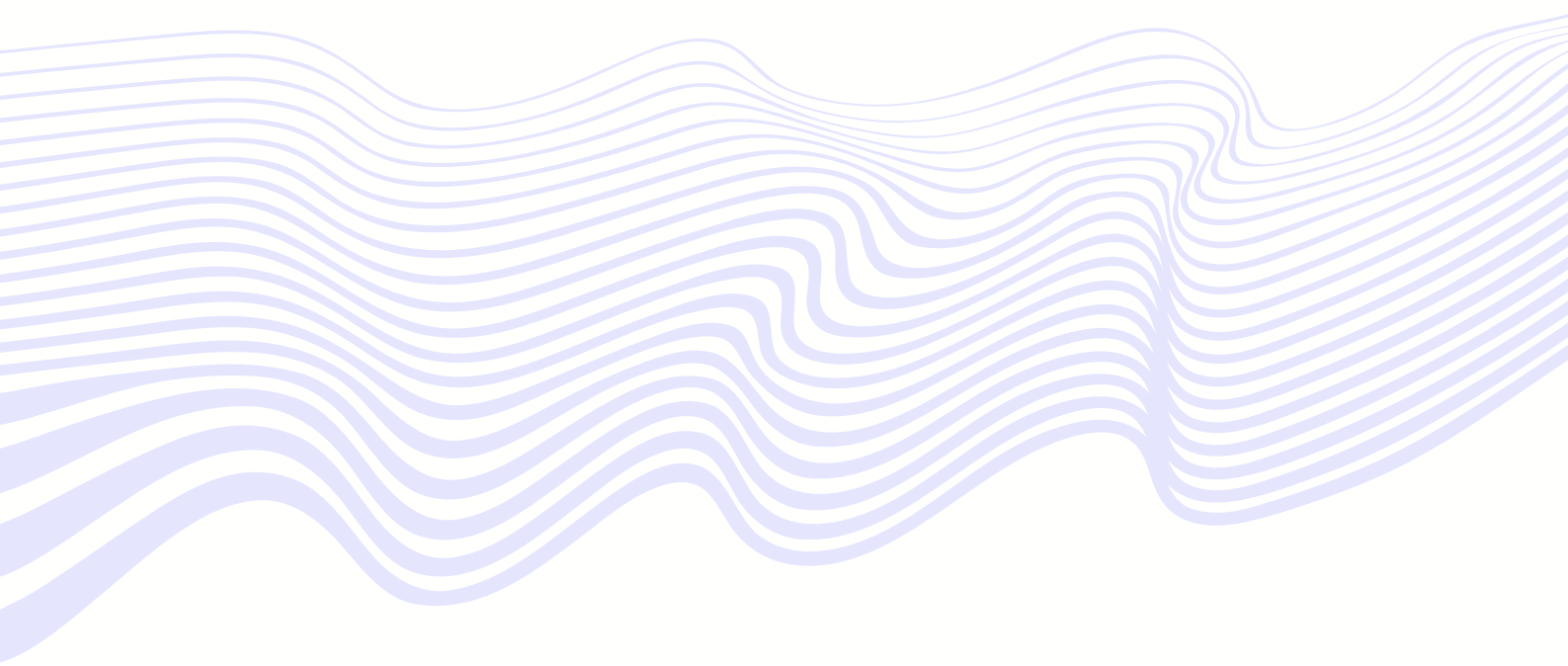
14. The details of the Director seeking reappointment under Item No 4 of this Notice, is annexed hereto in terms of Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.



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.

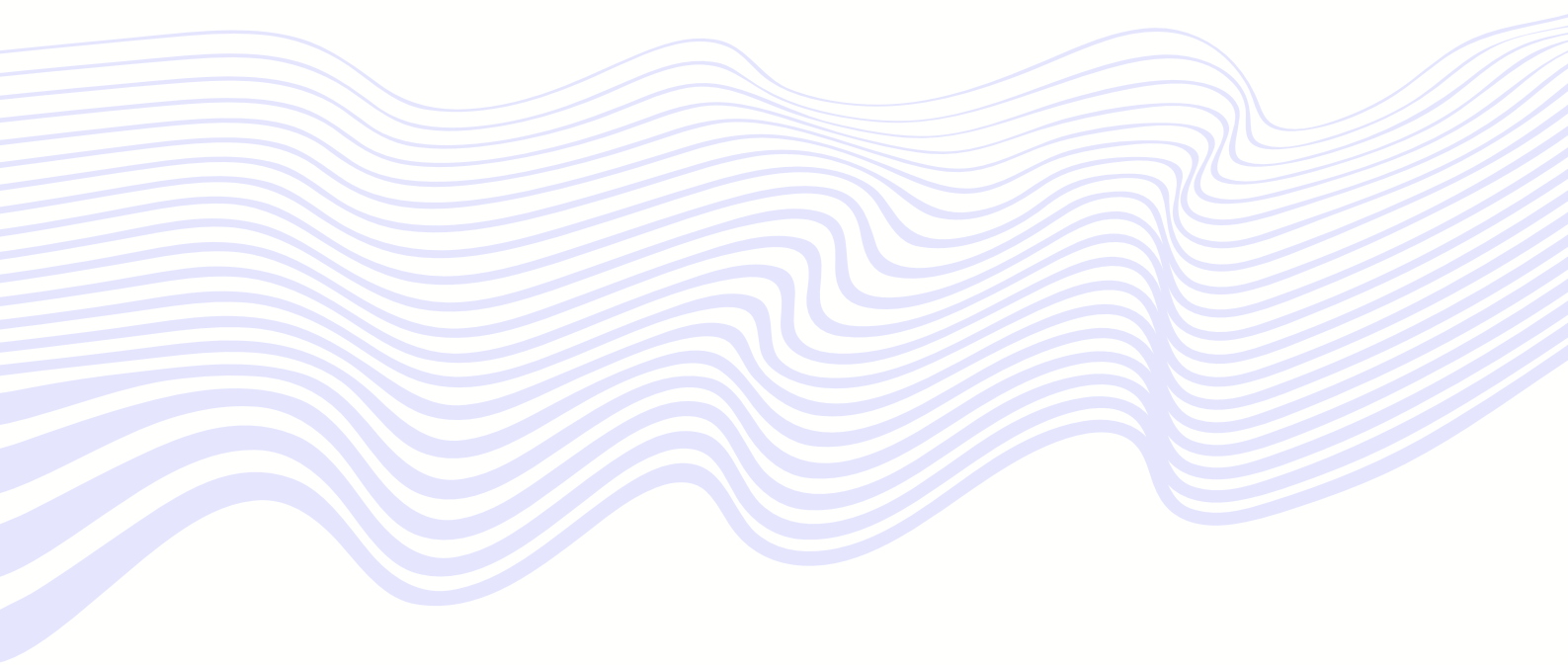
In case you wish to get a physical copy of the Annual Report, you may send your request to [investorgrievances@kingsinfra.com](mailto:investorgrievances@kingsinfra.com) mentioning your Folio/DP ID & Client ID.





17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

18. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at 6th September 2022. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and at [www.bseindia.com](http://www.bseindia.com) The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e- Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)



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

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

(i) The voting period begins on 25th September 2022 at 9am and ends on 27th September 2022 at 5pm

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242**

**dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholder's resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b></p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p style="text-align: center;"><b>Individual Shareholders holding securities in demat mode with NSDL Depository</b></p>	<p>1.1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2.2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3.3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p style="text-align: center;"><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period.</p>

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

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

Login type	Helpdesk details
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login securities in Demat mode with CDSL can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

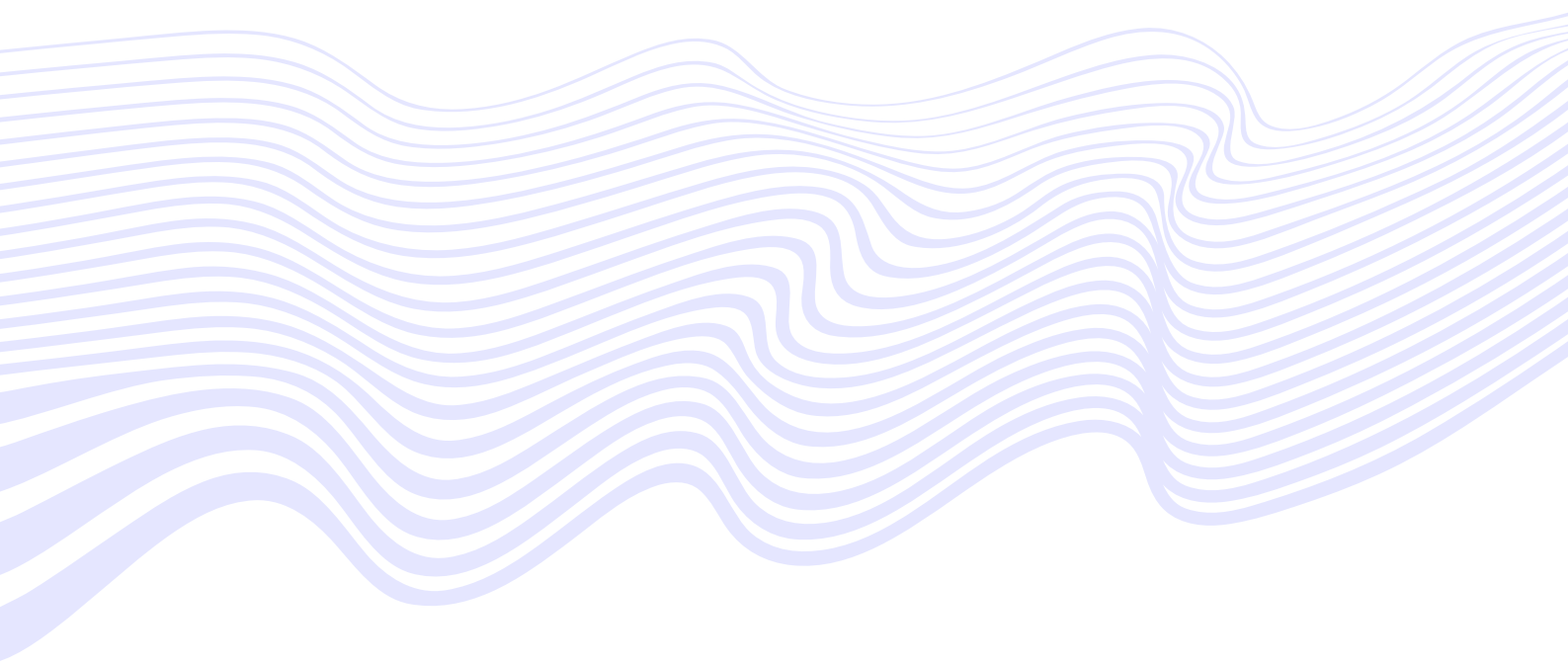
**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.

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

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e- voting of any company, then your existing password is to be used.

**6) If you are a first-time user follow the steps given below:**

	<p><b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b></p>
<p><b>PAN</b></p>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or Company/RTA. at <a href="mailto:cs@kingsinfra.com">cs@kingsinfra.com</a>/info@skdc-consultants.com.</li> </ul>
<p><b>Dividend Bank Details OR Date of Birth (DOB)</b></p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyyformat) 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.</li> </ul>



- (vi) After entering these details appropriately, click on “SUBMIT” tab
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Kings Infra Ventures Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians** –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Au letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to v the Scrutinizer and to the Company at the email address viz; [cs@kingsinfra.com](mailto:cs@kingsinfra.com), if they have voted from individual not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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

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

**If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33**

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

The Company has appointed Mr. CA Jomy Saimon FCA, Jomy Saimon and Associates, Chartered Accountant (Membership No. 221929) to act as the Scrutiniser to scrutinize 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.

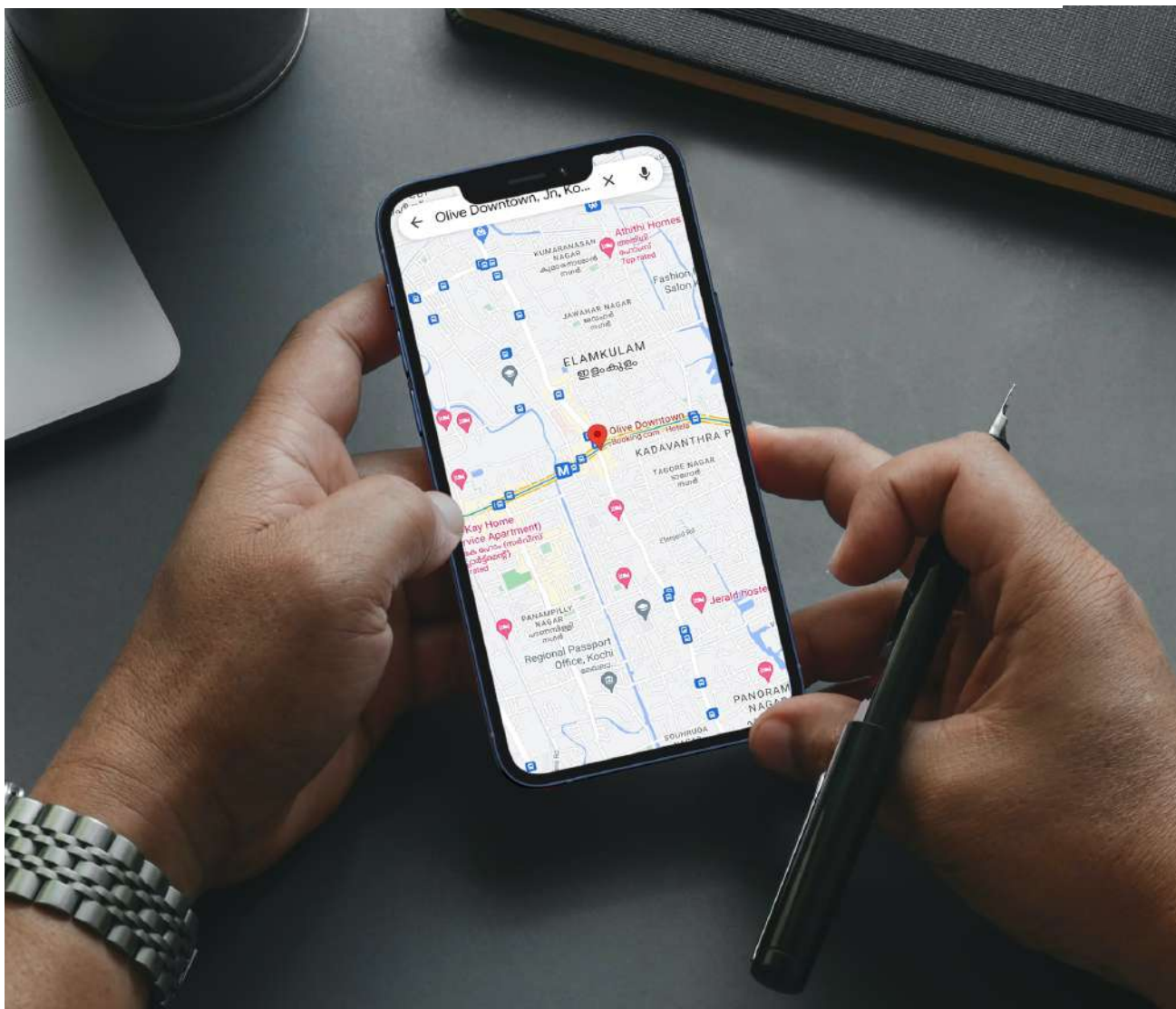
The Results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kingsinfra.com](http://www.kingsinfra.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and the same shall also be communicated to BSE Limited, where the shares of the Company are listed.

## **ROUTE MAP FOR 34<sup>th</sup> ANNUAL GENERAL MEETING OF KINGS INFRA VENTURES LIMITED**

Date: 28<sup>th</sup> Day of September, 2022

Time: 3:30 P.M.

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



By order of Board of Directors

For **Kings Infra Ventures Limited**

Sd/-

**Nanditha T**

**Company Secretary & Compliance Officer**

**Kochi**

**13/08/2022**

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM No:4

Mr. BalagopalanVeliyath, who was appointed as Whole Time Director by the members to hold office upto 30th September, 2022 and he had attained the age of 70 years. As per the provisions of Section 196 continuation/reappointment of his employment as Whole time Director requires approval of members by way of a Special Resolution at their meeting.

Keeping in view that Mr. BalagopalanVeliyath has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue his employment.

Mr. BalagopalanVeliyath has over four decades of experience in Sales & Marketing in Consumer Durables, Hospitality and Travel & Tourism. He has held senior leadership roles with extensive exposure to international markets in the Middle East, Europe and Asia Pacific.

The nomination and remuneration committee approved his remuneration and recommended the same to the Board of Directors. The details of remuneration payable to Mr. BalagopalanVeliyath and the terms and conditions of the re-appointment are given below:

#### Remuneration:

- Basic Salary: Rs.80000/- (Rupees Eighty Thousand Only) per month with annual increment to take effect from 1st April of the succeeding year, subject to the limits prescribed under Section 197 of the Companies Act, 2013.
- Commission: As may be determined by the Board of Directors based on the recommendation of the Compensation/Nomination and Remuneration Committee, subject to a ceiling of 2% of the annual profits of the Company, payable every year after the finalisation of the Annual Accounts of the Company.
- Perquisites: In addition to the salary, Mr. BalagopalanVeliyath is entitled to other benefits and perquisites as may be provided to other executives of the company.
- Provision of Car: The Company shall provide car with chauffeur for official use.
- Communication Facilities: Cell Phone, Laptop and Internet, with expenses to be borne by the Company.
- Other Terms and Conditions: As long as Mr. BalagopalanVeliyath functions as Whole-time Director of the Company, no sitting fees shall be paid to him for attending Meetings of the Board of Directors and/or any Committee thereof.

Your Directors recommend the Special Resolution for the approval of the Members.

Other than Mr. BalagopalanVeliyath, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

Additional information on Directors recommended for re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and under Secretarial Standards on General Meeting (SS-2):

A brief profile along with other details of Mr. BalagopalanVeliyath is as follows:

<b>Name of Director</b>	<b>BalagopalanVeliyath</b>
<b>Date of Birth&amp; Age</b>	15-05-1952 & 70 years
<b>Expertise in specific functional area</b>	Experience over 45 years
<b>Director Identification Number</b>	05254460
<b>Remuneration last drawn</b>	Rs. 9,60,000/- during the Financial Year 2021-22.
<b>Remuneration proposed to be paid</b>	As per explanatory statement at Item No. 4 of the Notice of AGM.
<b>List of the directorships held in other companies*</b>	<ol style="list-style-type: none"> <li>1.Kings Hotels And Resorts Limited</li> <li>2.Sri Srinivas Wheat Industries Private Limited</li> <li>3.Globalcollab Private Limited</li> <li>4.Kings Maritech Eco Park Limited</li> <li>5.Kings International Limited</li> <li>6.Prince Gates IT Parks Private Limited</li> <li>7. Priceless Consultancy Management Guide India Private Limited</li> <li>8. Alpha Daily Living Products India Private Limited</li> <li>9. King Propex Ventures Limited</li> </ol>
<b>Number of Board Meetings attended during the financial year</b>	9
<b>Profile of the Director</b>	Mr. BalagopalanVeliyath has over four decades of experience in Sales & Marketing in Consumer Durables, Hospitality and Travel & Tourism. He has held senior leadership roles with extensive exposure to international markets in the Middle East, Europe and Asia Pacific.
<b>No. of shares held in the Company</b>	Nil
<b>Membership / Chairmanship of Committees of other Boards as on 31st March, 2022**</b>	Nil
<b>Relationship with other Directors / Key Managerial Personnel</b>	Nil

<p><b>Relationships between Directors interse</b></p>	<p>Not related to any Director or Key Managerial Personnel of the Company</p>
<p><b>Date of Joining</b></p>	<p>1st April 2014</p>
<p><b>Terms and conditions of appointment</b></p>	<p>Mr. BalagopalanVeliyath is proposed to be appointed as Whole-time Director for a period of five years with effect from 1st October, 2022. The terms and conditions of his appointment are as per explanatory statement at Item No. 4.</p>

\*\*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 )

## ITEM NO: 5

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.'

Pursuant to the applicable provision of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act, applicable provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”) and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), all material related party transactions of the Company require prior approval of the members of the Company.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual turnover as per the last audited financial statements of the Company.

The Company may have to enter into related party contract(s) / arrangement(s) / transaction(s) in the ordinary course of business or to enter into transactions under Section 185 of the Companies Act, 2013 ('the Act') to render support for the business requirements of its Subsidiary Companies Kings Maritech Eco Park Limited and Kings SISTA360 Private Limited. Hence, as an abundant caution, the Board decided to seek approval of the shareholders for the said transaction(s) by way of passing a Special Resolution.

S. No	Particulars	Remarks
1.	Name of the Related Party	1.Kings Maritech Eco Park Limited 2. Kings SISTA360 Private Limited
2.	Name of the Directors or KMP who are Related	Mr. Shaji Baby John, Mr.Baby John Shaji and Mr. Balagopalan Veliyath
3.	Nature of relationship	Subsidiary entities
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	1.Kings Maritech Eco Park Limited- to enter into related party contract(s) / arrangement(s) / transaction(s) in the ordinary course of business or to enter into transactions under Section 185 of the Companies Act, 2013 Monetary value- 50 Crore 2.Kings SISTA360 Private Limited- to enter into contract(s) / arrangement(s) / transaction(s) in the ordinary course of business or to enter into transactions under Section 185 of the Companies Act, 2013 Monetary value- 10 Crore

In view of the above, the Board of Directors recommends passing the resolution as set out in item no. 5 of this Notice as Special Resolution.

#### **Item No.6**

In 2018, the related party transactions with Kings International Limited were approved for an aggregate value of Rs.10 crore at the Company's AGM.

The Company has been using the processing facility of Kings International Limited ,for the processing of its seafood products.In light of the volume of business and the need for long-term processing arrangements, the Board , subject to the approval of shareholders decided to renew the terms and conditions of the agreement with Kings International Limited for a maximum aggregate value of Rs.20 crores.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s).The Board of Directors recommends passing of the resolution as set out at item no 6 of this Notice as a Special Resolution .

Except Mr. Shaji Baby John, Chairman and Managing Director ,Mr. Baby John Shaji, Joint Managing Director and Mr. Balagopalan Veliyath , Executive Director or their respective relatives none of the other Directors, Key Managerial Personnel concerned or interested in the above resolution.

#### **ITEM NO: 7**

The Company had on 4th May 2018 entered into "Business Takeover Agreement' with M/s. SBJ Holdings to acquire the business of aquaculture and allied businesses of the latter on a going concern basis.

The sale consideration aggregating to Rs.2,77,42,384.95/- & Rs.63,22,888.76/- remains unpaid to the promoters Mr. Shaji Baby John and Mrs.Rita Shaji John .As part of the loan agreement approved by the Board of Directors, the amount payable to Mr. Shaji Baby John and Mrs. Rita Shaji John be converted into loan and the same be repaid in the form of cash, securities, or any other form of consideration mutually agreed upon by the company and the promoters.

Considering the best interest of the Company, the Board of Directors considers extending the repayment of the said loan for a period of one year with a quarterly interest of 6% per annum to the promoters, Mr. Shaji Baby John and Mrs. Rita Shaji John.

As a matter of good governance practice, approval of the members is sought to revise the terms and conditions of the loan agreement between the company and the promoters, Mr. Shaji Baby John and Mrs. Rita Shaji John.

Hence, the Board recommends the resolution set forth in the above item for the approval of the members by way of Special Resolution.

Except Mr. Shaji Baby John, his wife Mrs. Rita Shaji John, none of the other Directors, Key Managerial Personnel or their respective relatives are in any way, financially or otherwise, concerned or interested in the above resolution

By order of Board of Directors For

**Kings Infra Ventures Limited**

Sd/-

**Nanditha T**

Company Secretary & Compliance Officer

