

Ref No: KIV/SEC/BSE/734

Date: 04.12.2023

To

Department of Corporate Services

BSE Limited,

PJ Towers,

Dalal Street, Fort,

Mumbai – 400 001

Sub: Notice of Extra-Ordinary General Meeting of Kings Infra Ventures Limited

Scrip Code: 530215

Dear Sirs/Madam,

Please find attached Notice of the Extra-Ordinary General Meeting, scheduled to be held on Wednesday, 27th December, 2023 at 3:30 a.m. at HOLIDAY INN COCHIN ,33/1739 A, Chakkaraparambu Junction, National Highways By Pass, Vennala, Kochi-682028

Please take note of above information on record.

Thanking you

For Kings Infra Ventures Limited

Nanditha T

Company Secretary and Compliance Officer

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of KINGS INFRA VENTURES LIMITED (CIN: L05000KL1987PLC004913) will be held on Wednesday, 27th December 2023 at 3.30 P.M. at HOLIDAY INN COCHIN ,33/1739 A, Chakkaraparambu Junction, National Highways By Pass, Vennala, Kochi-682028 to transact the following business.

SPECIAL BUSINESS:**I. To Offer, Issue and Allot Equity Shares on Preferential Basis to Non-Promoters.**

To consider and if thought fit, to pass with or without modification the following resolution as a **Special resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 11,79,400 (Eleven Lakh Seventy Nine Thousand Four Hundred) equity shares having face value of Rs.10/- (Rupees Ten) each fully paid-up (“Equity Shares”) at a price of Rs. 142.50/- (Rupees One Hundred and Forty-Two Point Five Zero Only) per share (including premium of Rs.132.50/- (Rupees One Hundred and Thirty-Two Point Five Zero Only) per share) to non-promoters on such terms and conditions as may be deemed appropriate by the Board, on preferential basis, in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

Sr. No.	Name of the proposed allottee	Nature of persons who are ultimate beneficial owner	Category	Allottee is: QIB / MF / FI / Trust /	No. of Equity Shares
1	Alchemy Trust	Sucheta Sarvadaman Nakul Shaivya Sarvadaman Gupta Chaitanya Nakul Gupta	Non- Promoter	Trust	2,55,000
2	Rajesh Joseph	Rajesh Joseph	Non- Promoter	Non-QIB	2,11,000
3	Deenaben Mahendrabhai Ganatra	Deenaben Mahendrabhai Ganatra	Non- Promoter	Non-QIB	1,00,000
4	Priti Ravi Jain	Priti Ravi Jain	Non- Promoter	Non-QIB	50,000
5	Karthika Kizhakkayil Manoharan	Karthika Kizhakkayil Manoharan	Non- Promoter	Non-QIB	50,000
6	Moneka Anil Poddar	Moneka Anil Poddar	Non- Promoter	Non-QIB	50,000
7	Nithin N Nair	Nithin N Nair	Non- Promoter	Non-QIB	40,000
8	Umakant Dube	Umakant Dube	Non- Promoter	Non-QIB	35,100
9	Manju Pahwa	Manju Pahwa	Non- Promoter	Non-QIB	35,100
10	Sarwan Jain	Sarwan Jain	Non- Promoter	Non-QIB	35,100
11	Mittal Patel	Mittal Patel	Non- Promoter	Non-QIB	35,000
12	Lalit Pankajkumar Patel	Lalit Pankajkumar Patel	Non- Promoter	Non-QIB	35,000
13	Tushar Prabhudas Patel	Tushar Prabhudas Patel	Non- Promoter	Non-QIB	30,000
14	Prranti Oak	Prranti Oak	Non- Promoter	Non-QIB	30,000
15	Sanjeev Oak	Sanjeev Oak	Non- Promoter	Non-QIB	30,000
16	Karan Gupta	Karan Gupta	Non- Promoter	Non-QIB	24,600
17	Rajendra Kumar Bahuguna	Rajendra Kumar Bahuguna	Non- Promoter	Non-QIB	21,100
18	Meena Chandra	Meena Chandra	Non- Promoter	Non-QIB	21,100

19	Philip Ambattu Veedu Thomas	Philip Ambattu Veedu Thomas	Non- Promoter	Non-QIB	20,000
20	Kalpesh Satyendra Jhaveri	Kalpesh Satyendra Jhaveri	Non- Promoter	Non-QIB	20,000
21	Anu Bahuguna	Anu Bahuguna	Non- Promoter	Non-QIB	14,100
22	Patel Gunjan Jitendra	Patel Gunjan Jitendra	Non- Promoter	Non-QIB	10,000
23	Shruti Sunilkumar Mehta	Shruti S Mehta	Non- Promoter	Non-QIB	10,000
24	Aarti Pandya	Aarti Pandya	Non- Promoter	Non-QIB	10,000
25	Kuldip Singh Dogra	Kuldip Singh Dogra	Non- Promoter	Non-QIB	3,600
26	Rebecca Dogra	Rebecca Dogra	Non- Promoter	Non-QIB	3,600

RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations, the ‘Relevant Date’ for determination of the issue price of Equity Shares, shall be, November 24, 2023, the date 30 (Thirty) days prior to the date of the Extra Ordinary General Meeting (“Relevant Date”) (taking into account November 25, 2023 till November 27, 2023 were holidays) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued, offered and allotted be in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board (including any committee thereof) be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchange and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the equity shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on BSE where the shares of the Company are listed.

RESOLVED FURTHER THAT Mr. Shaji Baby John, Chairman & Managing Director, is hereby authorized to take appropriate action to remove the name(s) of any proposed allottee(s) who is/are found to be ineligible or not in compliance with the SEBI ICDR regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchange and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:

14B, 14th Floor, The Atria,
Opp. Gurudwara Temple,
Thevara, Kochi – 682015,
Kerala

Place: Kochi

Date: 27-11-2023

By order of the Board of Directors
For, KINGS INFRA VENTURES LIMITED

Sd/-
Nanditha T
Company Secretary & Compliance Officer

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of Item No. 1 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.**
3. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY, 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.**
4. Corporate members intending to send their authorised representative to attend the Extra Ordinary General Meeting (EGM) 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.
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. 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 Notice or Attendance Slips will not be made available at the Extra Ordinary General Meeting venue.
7. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.

GREEN INITIATIVE: SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment.

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

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

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

1. Notice of this Extra Ordinary General Meeting is available on the website of the Company www.kingsinfra.com.
2. 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.
3. 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.
4. 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.
 5. 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.
 6. 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,
Tamilnadu, India
Email: info@skdc-consultants.com

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

7. 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.
8. 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.
9. The shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 01st December 2023 will be eligible to receive the this notice.
10. 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/EGM. 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/EGM will be provided by CDSL.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at 6th September 2023. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com

respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

12. In continuation of this Ministry's **General Circular No. 20/2020** before, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose EGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their EGMs on or 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.
---	---

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 from 09:00 A.M. (IST) on Sunday 24th December 2023 and ends at 05:00 P.M. (IST) on Tuesday, 26th December 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20th December 2023 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 shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (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:

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in 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/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;

cs@kingsinfra.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

Sd/-
Nanditha T
Company Secretary & Compliance Officer

Place: Kochi
Date: 27-11-2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Item No 1: To expand the business operations and to meet the increased fund requirements of the Company, the Board of Directors at their meeting held on November 27, 2023, had considered and approved (subject to the approval of the members of the Company and such other approvals as may be required) the proposal for raising funds by way of issuance of Equity Shares on a preferential basis to Non-Promoters as mentioned in the resolution no.1.

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the SEBI (ICDR) Regulations 2018 (as amended), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any, and Sections 42 and 62(1) of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations 2018 and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. Objects of the Preferential issue:

The funds raised will be utilised for expansion of business through purchase of plant and machinery, investment in project and infrastructure development; working capital requirement including but not limited to supplier payments, general business expenses, marketing, brand and business development; Investment in Subsidiary Companies and Joint Ventures; repayment of debt of the company, providing bonds and bank guarantees in India and abroad for exports or otherwise; general corporate expenses.

2. Maximum number of specified securities to be issued:

11,79,400 (Eleven Lakhs Seventy-Nine Thousand Four Hundred) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each ("the Equity Shares") at a price of Rs. 142.50/- each (Rupees One Hundred and Forty-Two Point Five Zero Only) (including premium of Rs. 132.50/- (Rupees One Hundred and Thirty-Two Point Five Zero Only) per share) (being not less than the price calculated in terms of ICDR Regulations) to Non-Promoters on a preferential basis.

3. Amount which the company intends to raise by way of such securities.

The company intends to raise Rs. 16,80,64,500 /- (Rupees Sixteen Crores Eighty Lakhs Sixty-Four Thousand Five Hundred Only) including premium of Rs. 15,62,70,500/- (Rupees Fifteen Crores Sixty-Two Lakhs Seventy Thousand Five Hundred Only) way of issue of 11,79,400 equity shares of the Company on preferential Basis to Non-Promoters.

4. Intention of promoters / directors / senior management / key managerial personnel of the Company to subscribe to the offer; Contribution being made by the promoters or directors either as part of the preferential allotment or separately in furtherance of the object:

None of the promoters or Directors / Senior Management / Key Management Personnel have the intention to subscribe to the offer.

5. Shareholding Pattern before and after the proposed preferential issue:

SR.NO.	CATEGORY	No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters' holding:				
1	Indian				
	Individual	81,62,078	34.72	81,62,078	33.06
	Bodies Corporate	86,93,525	36.97	86,93,525	35.20
	Sub Total	1,68,55,603	71.69	1,68,55,603	68.26
	Foreign Promoters	--	--		
	Sub Total (A)	1,68,55,603	71.69	1,68,55,603	68.26
B	Non-Promoters' holding:				
1	Institutional Investors	--	--	--	--
2	Non-Institutional Investors				
	Private corporate bodies	6,85,873	2.92	6,85,873	2.78
	Directors and relatives	10,000	0.03	10,000	0.04
	Indian public	55,54,819	23.63	64,79,219	26.24
	Others [including HUF, NRI, IEPF Authorities, etc.]	4,05,955	1.73	6,60,955	2.68
	Sub Total (B)	66,56,647	28.31	78,36,047	31.74
	GRAND TOTAL (A+B)	2,35,12,250	100	2,46,91,650	100

*The above shareholding pattern has been prepared on the basis of shareholding as on 24th November 2023 as provided by the Registrar and Share Transfer Agent.

#The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares proposed to be made under this notice.

6. Proposed time within which the preferential issue shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as foresaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be, whichever is later.

7. Principle terms of assets charged as securities - None.
8. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name as per PAN	Pre-Issue			Proposed Allotment (Nos. Eq Sh)	Post -Issue		
		Category	Holding	%		Category	Holding	%
1	Alchemy Trust	Non- Promoter	0	0	2,55,000	Non- Promoter	2,55,000	1.03
2	Rajesh Joseph	Non- Promoter	20,000	0.09	2,11,000	Non- Promoter	2,31,000	0.94
3	Deenaben Mahendrabhai Ganatra	Non- Promoter	0	0	1,00,000	Non- Promoter	1,00,000	0.40
4	Priti Ravi Jain	Non- Promoter	0	0	50,000	Non- Promoter	50,000	0.20
5	Karthika KM	Non- Promoter	11,000	0.05	50,000	Non- Promoter	61,000	0.25
6	Moneka Anil Poddar	Non- Promoter	0	0	50,000	Non- Promoter	50,000	0.20
7	Nithin N Nair	Non- Promoter	0	0	40,000	Non- Promoter	40,000	0.16
8	Umakant Dube	Non- Promoter	0	0	35,100	Non- Promoter	35,100	0.14
9	Manju Pahwa	Non- Promoter	0	0	35,100	Non- Promoter	35,100	0.14
10	Sarwan Jain	Non- Promoter	0	0	35,100	Non- Promoter	35,100	0.14
11	Mittal Patel	Non- Promoter	9,750	0.04	35,000	Non- Promoter	44,750	0.18
12	Lalit Pankajkumar Patel	Non- Promoter	0	0	35,000	Non- Promoter	35,000	0.14
13	Tushar Prabhudas Patel	Non- Promoter	0	0	30,000	Non- Promoter	30,000	0.12
14	Prranati Oak	Non- Promoter	0	0	30,000	Non- Promoter	30,000	0.12
15	Sanjeev Oak	Non- Promoter	0	0	30,000	Non- Promoter	30,000	0.12
16	Karan Gupta	Non- Promoter	0	0	24,600	Non- Promoter	24,600	0.10
17	Rajendra Kumar Bahuguna	Non- Promoter	3,200	0.01	21,100	Non- Promoter	24,300	0.10
18	Meena Chandra	Non- Promoter	0	0	21,100	Non- Promoter	21,100	0.09
19	Philip A.T.	Non- Promoter	10,000	0.04	20,000	Non- Promoter	30,000	0.12
20	Kalpesh Satyendra Jhaveri	Non- Promoter	0	0	20,000	Non- Promoter	20,000	0.08
21	Anu Bahuguna	Non- Promoter	0	0	14,100	Non- Promoter	14,100	0.06
22	Patel Gunjan Jitendra	Non- Promoter	500	0.00	10,000	Non- Promoter	10,500	0.04
23	Shruti Sunilkumar Mehta	Non- Promoter	1,160	0.00	10,000	Non- Promoter	11,160	0.05

24	Aarti Pandya	Non- Promoter	0	0	10,000	Non- Promoter	10,000	0.04
25	Kuldip Singh Dogra	Non- Promoter	5,066	0.02	3,600	Non- Promoter	8,666	0.04
26	Rebecca Dogra	Non- Promoter	0	0	3,600	Non- Promoter	3,600	0.01
Total			60,676	0.26	11,79,400		12,40,076	5.02

9. In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- It shall re-compute the price of the Equity Shares issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

As the Equity Shares have been listed for a period of more than 26 (twenty-six) weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

10. The total number of shares or other securities to be issued

11,79,400 Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each (“the Equity Shares”) at a price of Rs. 142.50/- (Rupees One Hundred Forty-Two Point Five Zero Only) per share (including premium of Rs. 132.50/- (Rupees One Hundred Thirty-Two Point Five Zero Only) per share to Non-Promoters on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

11. Terms of Issue of the Equity Shares, if any.

The Equity Shares allotted in terms of this resolution shall rank pari -passu with existing equity shares of the Company in all respects.

12. Pricing of Preferential Issue:

The Board has fixed the price of Rs. 142.50/- (Rupees One Hundred Forty-Two Point Five Zero Only) per equity share in terms of Regulation 164 of the ICDR Regulations based on the certificate issued by M/s Saji Mathew & Associates, Practicing Chartered Accountant (Firm registration No.: 018048S; M. No. 234508) having office at #53/1749, Parvathynilayam, Near Metro Pillar # 848, SA Road, Vyttila PO, Cochin, PIN - 682019. The said certificate is available on website of the company at www.kingsinfra.com. The said certificate shall also be available for inspection at the registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Annual General Meeting.

13. Basis on which the price would be arrived at

The Equity Shares of the Company are listed on BSE Limited (“Stock Exchanges”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and the same has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. Further, in terms of Regulation 166A of SEBI (ICDR) Regulations, the said preferential issue, will not result in allotment of more than five per cent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, hence valuation report from an independent registered valuer for determining the price is not applicable.



In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each equity share to be issued shall be a price, being higher of the following:

- i. Average of 90 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is Rs. 135.19;
- or
- ii. Average of 10 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is Rs. 141.92.

The Board has fixed the floor price as Rs.142.50/- (Rupees One Hundred Forty-Two Point Five Zero only) per equity share and the said price fixed by the Board is higher than the above two prices calculated in terms of the ICDR Regulation and other applicable provisions.

14. Name and address of valuer who performed valuation.

Not Applicable

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

16. Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of equity shares is November 24, 2023 being the 30 days prior to the date of Extra Ordinary General Meeting.

17. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

18. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the financial year 2023-24, the company has made allotment of Secured Non-Convertible Debentures on preferential basis. Details of the allotment are as under;

SL No	Name of Allottees	No of Securities	Date of Allotment	Price of Allotment (Rs.)
1	Anil Kumar Gupta	500	4/14/2023	1000
2	Durgesh Nandini Chaubey	100	4/14/2023	1000
3	Sunil Samuel Pew	500	4/14/2023	1000
4	Shivani Bhatnagar	500	4/14/2023	1000

5	Madhu Bhatnagar	500	4/14/2023	1000
6	Assim Ahuja	200	4/14/2023	1000
7	G.S. Tucker	500	4/14/2023	1000
8	Arun Kumar Bhatnagar	500	4/14/2023	1000
9	Mohan Damodaranasan	500	4/14/2023	1000
10	Smrithi Baburaj Menon	400	4/14/2023	1000
11	Beena Ravendran	1,500	4/14/2023	1000
12	Sajithamol. C	500	4/14/2023	1000
13	Rosa Sibi	1,000	5/12/2023	1000
14	Vidya Sahar Ahuja (HUF)	500	5/12/2023	1000
15	Assim Ahuja (HUF)	100	5/12/2023	1000
16	Akhil Hari Singh	500	5/12/2023	1000
17	Sanjukta Sinha	1,000	5/12/2023	1000
18	Achamma Thomas	500	5/12/2023	1000
19	Asha Hari Singh	500	5/12/2023	1000
20	Thankamma Kuriakose	500	5/12/2023	1000
21	Thankamma Kuriakose	800	5/12/2023	1000
22	Vandana Trivedi Chhabra	2,000	5/12/2023	1000
23	Sajithamol C	500	5/12/2023	1000
24	Vineetha Mahesh	350	5/12/2023	1000
25	Amit Sinha	700	5/12/2023	1000
26	Lisa Laiby	1,100	6/19/2023	1000
27	Rajiv Sukumaran Nair	500	6/19/2023	1000
28	Shubhomoy Ashutosh Kar	1,000	6/19/2023	1000
29	Hari Singh	500	6/19/2023	1000
30	K.D. Varghese	600	6/19/2023	1000
31	Joshy K Kollattil	300	6/19/2023	1000
32	Preeti Gupta	800	6/30/2023	1000
33	Deepa Edward Abin	1,850	6/30/2023	1000
34	Rosa Sibi	1,500	6/30/2023	1000
35	P.R. John	1,500	6/30/2023	1000
36	Fr. Varghese Punakkal	600	6/30/2023	1000
37	Sunil Samuel Pew	500	6/30/2023	1000
38	P V Sasidharan	2,000	7/13/2023	1000
39	Rajeshwari K K	200	7/13/2023	1000
40	Rajeshwari K K	100	7/13/2023	1000
41	Hari Singh (HUF)	1,500	7/13/2023	1000
42	Mohandas Vengasseri	1,000	7/13/2023	1000
43	Assim Ahuja (HUF)	700	7/27/2023	1000
44	Thomas P. L.	1,000	7/27/2023	1000
45	July Reji	400	7/27/2023	1000
46	M G Bhaskar	150	7/27/2023	1000
47	Hari Singh (HUF)	500	7/27/2023	1000

48	Unigate Finserve Pvt. Ltd.	2,500	7/27/2023	1000
49	Jayanta Kalita	200	7/27/2023	1000
50	Chitra Gopalakrishnan	500	8/5/2023	1000
51	Sunilkumar M	500	8/5/2023	1000
52	Hari Singh (HUF)	1,000	8/5/2023	1000
53	Gunjan Kar	500	8/5/2023	1000
54	Saradambal N	200	8/5/2023	1000
55	Aby Mathew	515	8/5/2023	1000
56	Jayanta Kalita	450	8/5/2023	1000
57	Sailaja Nambiar	400	8/5/2023	1000
58	Vandana Trivedi Chhabra	1,000	8/5/2023	1000
59	Rajendra Kumar Bahuguna	2,500	8/17/2023	1000
60	Assim Ahuja (HUF)	300	8/17/2023	1000
61	Jayanta Kalita	400	8/17/2023	1000
62	Ajith Sinha	1,500	8/17/2023	1000
63	Unigate Finserve Pvt. Ltd.	500	8/17/2023	1000
64	Anjana C S	1,000	8/22/2023	1000
65	Lalitha P S	5,000	8/22/2023	1000
66	Arjun C S	1,000	8/22/2023	1000
67	Sajithamol. C	500	8/22/2023	1000
68	Ammini George	400	9/2/2023	1000
69	Sanjay VIP	1,000	9/2/2023	1000
70	Rathish R Menon	250	9/2/2023	1000
71	Raghunandan	250	9/2/2023	1000
72	Janki Bahuguna	800	9/2/2023	1000
73	Janki Bahuguna	800	9/2/2023	1000
74	Janki Bahuguna	800	9/2/2023	1000
75	Janki Bahuguna	800	9/2/2023	1000
76	Edward Abin	4,450	9/11/2023	1000
77	Manjulaasree Neti	1,000	9/11/2023	1000
78	Deepa Edward	820	9/11/2023	1000
79	Karthika P.S.	400	9/11/2023	1000
80	Manju Bob	360	9/11/2023	1000
81	Sheela Ashokan	1,500	9/11/2023	1000
82	Jayanta Kalita	200	9/11/2023	1000
83	G.S. Tucker	500	9/19/2023	1000
84	M.G. Bhaskar	200	9/19/2023	1000
85	Meena Chandra	2,600	9/19/2023	1000
86	Rajeshwari K K	250	9/19/2023	1000
87	Ambady Raveendran	1,500	9/27/2023	1000
88	Raghunandan	125	9/27/2023	1000
89	Rebecca Dogra	500	9/27/2023	1000
Total	No. of Allottees : 89	73,420		

**19. Lock-in period**

The Shares to be offered, issued and allotted shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

20. Compliance Certificate from M/S. SEP Associates, Practising Company Secretary

A copy of the certificate, from M/s. SEP Associates,, Practising Company Secretary (CP No.: 2210, M. No. F3050), having their office at Blinding No. C.C. 56/172, K.C. Abraham Master Road, Panampilly Nagar, Kochi - 682036 certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and also be available during the Extra Ordinary General Meeting. The said Certificate will be uploaded on the website of the Company at www.kingsinfra.com.

21. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the other directors are considered as interested in the above resolution.

22. Other disclosures

In accordance with SEBI ICDR Regulations,

- i. The Company has not allotted equity shares on preferential basis in the financial year.
- ii. Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fraudulent borrower or a fugitive economic offender.
- iii. The pre- preferential holding of the proposed allottees are in dematerialized form.
- iv. The provisions of Regulation 166A of the Chapter V of SEBI ICDR Regulations are not applicable, as none of the allottees or allottees acting in concert are not being allotted more than 5% of the post issue fully diluted share capital of Company.
- v. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 1 as special resolution for your approval. None of the other directors are considered as interested in the above resolution.

Registered Office:

14B, 14th Floor, The Atria,
Opp. Gurudwara Temple,
Thevara, Kochi – 682015,
Kerala
Place: Kochi
Date: 27-11-2023

By order of the Board of Directors
For, KINGS INFRA VENTURES LIMITED

Sd/-
Nanditha T
Company Secretary & Compliance Officer



ATTENDANCE SLIP

DP ID/Client ID/Folio No

--

No. of shares held

--

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

I hereby record my presence at the **Extra Ordinary General Meeting of the Company held on 27th Day of December, 2023, at 3:30 P.M. at HOLIDAY INN COCHIN ,33/1739 A, Chakkaraparambu Junction, National Highways By Pass, Vennala, Kochi-682028**

Name of the Member

Name of the Proxy

Signature

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

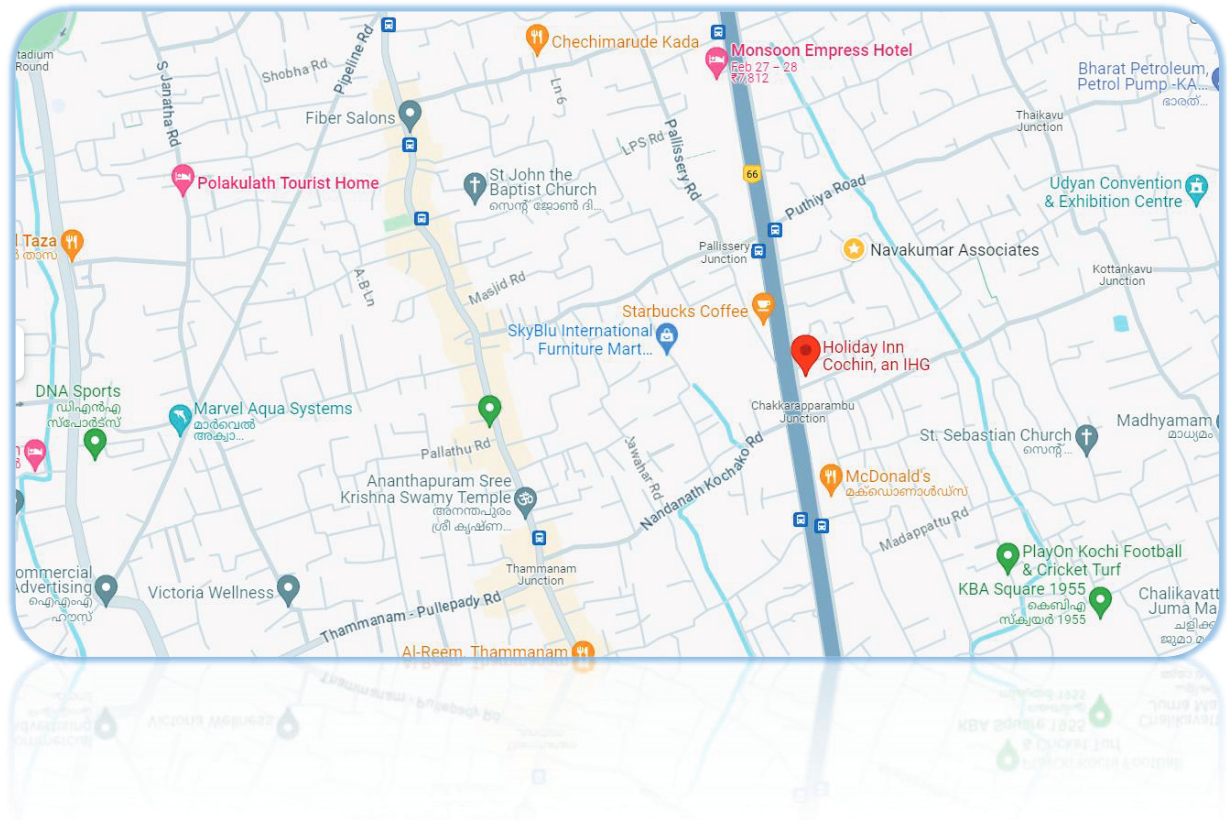


ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING OF KINGS INFRA VENTURES LIMITED

Date: Wednesday, 27TH Day of December,2023

Time: 3:30 P.M.

Venue: HOLIDAY INN COCHIN ,33/1739 A, Chakkaraparambu Junction, National Highways By Pass, Vennala, Kochi-682028



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

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



PROXY FORM

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra Ordinary General Meeting of the Company to be held on 27th December 2023** and any adjournment thereof in respect of such resolution as indicated in ballot paper:.

Affix Revenue Stamp

Note:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
2. A proxy need not be a member of the Company.
3. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. For the resolutions, explanatory statements and notes please refer Notice of Extra Ordinary General Meeting.



Form No. MGT 12
BALLOT PAPER/ POLLING PAPER

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

I/ We hereby exercise my/ our vote in respect of the following resolution(s) as set out in the Notice of Extra Ordinary General Meeting (EGM) of Company held on **Wednesday, the 27th Day of December, 2023, at 3:30 P.M. at HOLIDAY INN COCHIN ,33/1739 A, Chakkaramparambu Junction, National Highways By Pass, Vennala, Kochi-682028** which is proposed to be placed for consideration of members at the aforesaid Extra Ordinary General Meeting of the Company, by recording my/ our assent and/ or dissent to the said Resolution(s) in the following manner:

Res. No.	Resolution	Optional		
		For	Against	Abstain
	Special Business			
1	To Offer, Issue and Allot Equity Shares on Preferential Basis to Non-Promoters			

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

Signed this _____ day of _____ 2023

Signature of Shareholder

Signature of Proxy holder(s)

