

Date: July 24, 2023,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400 001

Madam/Sir,

Sub: Intimation of 26th Annual General Meeting (AGM)

Ref: Regulation 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the above mentioned subject, we hereby intimate that the 26th Annual General Meeting (AGM) of the members of the Company is scheduled to be held on Friday, the 18th day of August 2023 at 03.00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to *inter alia* consider:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and Reports of Board of Directors' and Auditors' thereon;
2. To appoint a Director in place of Mrs. Biji Shibu (DIN: 06484566), who is liable to retire by rotation, and being eligible, offers herself for re-appointment;
3. To appoint Statutory Auditors and fix their remuneration;
4. Appointment of Mr. Kuriakose (DIN: 08924909) as Independent Director;
5. Appointment of Mr. Joseph Paul Menacherry (DIN: 06540233) as Independent Director
6. Appointment of Mr. Abraham Thariyan (DIN: 07132831) as Independent Director
7. Revised remuneration to Mr. Shibu Theckumpurath Varghese (DIN: 02079917), Wholetime Director
8. Remuneration to Mrs. Biji Shibu (DIN: 06484566), Non-Executive Director

Notice of the AGM is attached herewith.

Kindly take the same on your records.

Thanking you,

For and on behalf of KLM Axiva Finvest Limited

Shibu Theckumpurathu Varghese

Wholetime Director
(DIN: 02079917)

Notice of 26th Annual General Meeting

Notice is hereby given that the 26th Annual General Meeting of the members of **KLM Axiva Finvest Limited** will be held on Friday, the 18th day of August 2023 at 03:00 P.M. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) 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, 2023 and Reports of Board of Directors’ and Auditors’ thereon.
2. To appoint a Director in place of Mrs. Biji Shibu (DIN: 06484566), who is liable to retire by rotation, and being eligible, offers herself for re-appointment.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013, Mrs. Biji Shibu (DIN: 06484566), who retires by rotation and being eligible has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint Statutory Auditors and fix their remuneration.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 read with the companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any modification or re-enactment thereof, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the company, M/s. R. B. Jain & Associates, Chartered Accountants, (FRN 103951W), be and is hereby re-appointed as the Statutory Auditors of the Company to hold the office for a term of 1 (one) year from the conclusion of the 26th Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the Auditors and Board of Directors of the Company.”

Special Business:

4. **Appointment of Mr. Kuriakose (DIN: 08924909) as Independent Director**

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

“**RESOLVED THAT** pursuant to sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, and the provisions of regulations 17(1C) and 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s),

amendments(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, Mr. Kuriakose (DIN: 08924909) in respect of whom the Company has received a notice of candidature from a member under section 160 of the Act, be and is hereby appointed as Director (Non-Executive and Independent) to hold the office for a term of 1 (one) year with effect from May 23, 2023, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers to any committee of Board and also do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions or doubts that may arise in this regard.”

5. Appointment of Mr. Joseph Paul Menacherry (DIN: 06540233) as Independent Director

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

“**RESOLVED THAT** pursuant to sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, and the provisions of regulations 17(1C) and 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) amendments(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, Mr. Joseph Paul Menacherry (DIN: 06540233) in respect of whom the Company has received a notice of candidature from a member under section 160 of the Act, be and is hereby appointed as Director (Non-Executive and Independent) to hold the office for a term of 1 (one) year with effect from June 08, 2023, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers to any committee of Board and also do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions or doubts that may arise in this regard.”

6. Appointment of Mr. Abraham Thariyan (DIN: 07132831) as Independent Director

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

“**RESOLVED THAT** pursuant to sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, and the provisions of regulations 17(1C) and 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) amendments(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, Mr. Abraham Thariyan (DIN: 07132831) in respect of whom the Company has received a notice of candidature from a member under section 160 of the Act, be and is hereby

appointed as Director (Non-Executive and Independent) to hold the office for a term of 1 (one) year with effect from June 21, 2023, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers to any committee of Board and also do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions or doubts that may arise in this regard.”

7. Revised remuneration to Mr. Shibu Theckumpurath Varghese (DIN: 02079917), Wholetime Director

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

“**RESOLVED THAT** pursuant to the provisions of section 197, 198 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, and the approval of Audit Committee, approval of the members be and is hereby accorded to pay Mr. Shibu Theckumpurath Varghese, (DIN: 02079917) Wholetime Director an annual remuneration of Rs. 96,00,000/- (Rupees Ninety Six Lakhs only) by way of monthly payment with effect from September 01, 2023.

RESOLVED FURTHER THAT pursuant to the provisions of Schedule V of the Companies Act, 2013 and regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 the revised remuneration of Shibu Theckumpurath Varghese, (DIN: 02079917) Wholetime Director shall be payable till the expiry of his term.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers to any committee of Board and also do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions or doubts that may arise in this regard.”

8. Remuneration to Mrs. Biji Shibu (DIN: 06484566), Non-Executive Director

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

“**RESOLVED THAT** pursuant to the provisions of section 197, 198 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, and the approval of Audit Committee, approval of the members be and is hereby accorded to pay Mrs. Biji Shibu (DIN: 06484566), Non-Executive Director an annual

remuneration of Rs. 12,00,000/- (Rupees Twelve Lakhs only) by way of monthly payment with effect from September 01, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers to any committee of Board and also do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions or doubts that may arise in this regard.”

For and behalf of the Board of Directors
Sd/-
Shibu Theckumpurath Varghese
Whole time Director
DIN: 02079917

Place: Ernakulam
Date: July 20, 2023

NOTES:

1. AGM THROUGH VIDEO CONFERENCING / OAVM

The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) Circular dated May 13, 2022 read with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as “SEBI Circulars”) and all other applicable laws and circulars issued by MCA, Government of India and SEBI has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), **without the physical presence of the Members at a common venue.**

In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 26th Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Friday, August 18, 2023, at 03:00 p.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company.

2. APPOINTMENT OF PROXY

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes.

3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to caesarpintojohn@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com and secretarial@klmaxiva.com not later than 48 hours before the scheduled time of the commencement of the Meeting.

4. SPECIAL BUSINESS

The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with relevant rules setting out the material facts and reasons in respect of the special business specified under Item Nos. 4, 5, 6, 7 and 8 of this Notice, is annexed herewith.

5. PROCEEDINGS AND PARTICIPATION OF MEMBERS AT THE AGM

The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by using the e-voting login credentials and by following the procedure mentioned in this Notice under Instructions for members for e-voting. Pursuant to the MCA, SEBI Circulars read with Listing Regulations, the Company will be providing live webcast of proceedings of the AGM. The Members will be able to view the proceedings on Central Depository Services (India) Limited (“CDSL”) e-Voting website at www.cdslindia.com. The facility of participation at the AGM through VC/ OAVM will be made available for members on first come first served basis. The facility will not be closed earlier than 30 minutes after scheduled time.

Members may attend the AGM using VC facility on a live streaming link as provided in the e-mail of notice by using the login credentials. The login-id and password to join the zoom meeting is also given in email as follows:

Meeting ID: 989 0997 0496

Passcode: 620084

6. JOINT HOLDERS

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

7. INSPECTION OF DOCUMENTS

All documents which are relevant and in supportive to the resolutions referred to in this Notice, requiring the approval of the members at the meeting shall be made available for inspection by the members at the Registered and Corporate Offices of the Company, in

physical form, on all working days between 10:00 a.m. IST to 02:00 p.m. IST and on August 18, 2023, up to the conclusion of the Annual General Meeting. Electronic copies of the documents are available in the website of the Company <https://klmaxiva.com/stakeholders>.

Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at secretarial@klmaxiva.com, latest by Thursday, August 17, 2023 (up to 03:00 p.m. IST)

8. INFORMATION ON FINANCIAL STATEMENTS AND OTHER MATTERS

Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Wednesday, August 16, 2023, through email on secretarial@klmaxiva.com and the same will be replied by the Company suitably.

9. DISCLOSURES ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT OR FIXATION OF REMUNERATION

The relevant details with respect to Item Nos. 2, 4, 5, 6, 7 & 8 pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment/re-appointment or fixation of remuneration at this AGM are also annexed hereto.

Requisite declarations also have been received from the Directors for seeking appointment/re-appointment.

10. FACILITY FOR NOMINATION

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. **SH-13**. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form **ISR-3** or **SH-14** as the case may be. Members are requested to submit the said details to their Depository Participant (“DP”) in case the shares are held by them in electronic form and to the Company/Registrar and Share Transfer Agents in case the shares are held in physical form.

11. CONSOLIDATION OF FOLIO'S

Members holding shares in physical form, in identical order of names, more than one folio may please write to the RTA of the Company viz. KFin Technologies Limited, so that their holdings can be consolidated into one folio. Requests for consolidation of share certificates shall be processed only in dematerialized form.

12. INVESTOR'S SERVICE REQUEST

KFin Technologies Limited is the Registrar & Share Transfer Agent (“RTA”) of the Company. The shareholders holding shares in physical form are requested to notify changes in their address along with PINCODE with the RTA (compliance.corp@kfintech.com) or with the Company (secretarial@klmaxiva.com).

If the shares are held in dematerialised form, the beneficial owners have to intimate about any change in Company account details, address for communication and nomination only to the Depository Participant concerned and not directly to the Company or to RTA.

13. UPDATION OF KYC – PHYSICAL SHAREHOLDERS

The Securities and Exchange Board of India (SEBI) has vide its latest Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, Company account details) and nomination details by holders of securities and has extended the timeline till September 30, 2023. In absence of these details updated with the Registrar and Transfer Agents (RTA), any service requests or complaints received from the Members, is not being processed by the RTA till the aforesaid details/ documents are provided to RTA by the security holders. If any of the above cited documents/ details are not available on or after October 1, 2023, in the respective Folio(s), the RTA shall be constrained to freeze such Folio(s). In view of the above, the Shareholders in physical mode are advised to submit the necessary details for updating to the RTA, as soon as possible.

14. ISSUE OF SECURITIES IN DEMATERIALIZED FORM

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

As per the said circular, the RTA will issue letter of confirmation after processing any of the above said service request received from the shareholders and the shareholders within the period of 120 days from the date of issue of letter of confirmation, shall make a request to DP for dematerialising the said underlying shares as mentioned in the letter of confirmation

Accordingly, Members are requested to make service requests by submitting duly filled and signed Form ISR-4 with RTA, the format of which is available on the website of the Company's Registrar and Transfer Agents.

15. REQUEST FOR TRANSMISSION AND TRANSPOSITION

SEBI vide notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Transfers of equity shares in electronic form are effected through the

depositories with no involvement of the Company. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or the Company's Registrars and Share Transfer Agents for assistance in this regard.

16. DUE DILIGENCE

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/RTA of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

17. GREEN INITIATIVE

In terms of Rule 18 of the Companies (Management & Administration) Rules, 2014, a Company may give notice through electronic mode, addressing to the persons entitled to receive such e-mail as per the records of the company or as maintained by the depository, provided that the company shall give an advance opportunity at least once in a financial year, to the member to register his e-mail address and change therein and such request may be made by only those members who have not got their email address recorded or to update a fresh email address.

In view of the above, the Company hereby requests members who have not updated their e-mail address to update the same with their respective Depository Participant(s) or with Kfin Technologies Limited, Registrar & Share Transfer Agents of the Company. Further, members holding shares in electronic mode are also requested to keep their e-mail addresses updated with the Depository Participant(s) of the Company. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Company/RTA quoting their folio number(s).

In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website at www.klmaxiva.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively, and on the website of CDSL at www.evotingindia.com.

18. REGISTRATION OF EMAIL ADDRESSES

To support the "Green Initiative", members who have not yet registered their email address are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.

19. QUORUM

Members attending the AGM through VC/OAVM shall only be counted for the purpose of reckoning the quorum under Section 103 of the Act.

20. E-VOTING

The Company is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, Friday, August 11, 2023, to exercise their rights to vote by electronic means (the 'e-voting') on any or all of the business specified in the accompanying notice. 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 agency. The facility of casting votes by a member using e-voting system will be provided by CDSL. Details of the process and manner of e-voting are being sent to all the Members along with the Notice. **Any person who is not a Member as on the Cut-off date or becomes a member post the Cut-off date should treat this Notice for information purpose only.**

21. RIGHT TO CAST VOTE DURING THE MEETING

The Members, who will be present in the AGM through VC / OAVM facility shall be eligible to vote through e-voting system during the AGM.

22. ROUTE MAP

Since the AGM will be held through VC / OAVM as mentioned in Point no.1, the requirement of annexing the Route Map is not needed.

23. SCRUTINIZER

The Board of Directors has appointed CS. Nikhil George Pinto, Practicing Company Secretary, Partner, CaesarPintoJohn & Associates LLP, Company Secretaries, Kochi, as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

24. PROCESS FOR DECLARATION OF E-VOTING RESULTS

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast during the AGM) and on completion of scrutiny, submit a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman/ Whole-time Director of the Company, or such person as authorized. The results will be announced within the time stipulated under the applicable laws and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

25. CUT OFF DATE FOR ELIGIBILITY TO CAST VOTE

The e-voting period begins on Friday, August 18, 2023 at 03:00 p.m. IST and ends on Friday, August 18, 2023 at 05:00 p.m. IST. The e-voting module shall be disabled by CDSL for

voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 11 August, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

26. INSTRUCTIONS FOR E-VOTING AND JOINING VIRTUAL MEETING:

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.

In order to increase the efficiency of the voting process, 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.
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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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com 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 e-Voting is in progress as per the information provided by company. On clicking the e-Voting</p>

option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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.

- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 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 www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. 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

- 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: <https://eservices.nsdl.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 re-directed to e-Voting service provider website for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting.
 - 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" "Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 - 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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 held 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 e-
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Voting period or joining virtual meeting & voting during the meeting.

- 4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	1) 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-Votingservice provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.

A. Login method for e-Voting and joining virtual meetings 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
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 at secretarial@klmaxiva.com / RTA email id at compliance.corp@kfintech.com
Dividend Company Details OR Date of Birth (DOB)	Enter the Dividend Company 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 Company details field.

- B. After entering these details appropriately, click on “SUBMIT” tab.
- C. 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.
- D. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- E. Click on the Electronic Voting Sequence Number (EVSN) for the **KLM AXIVA FINVEST LIMITED** on which you choose to vote.

- F. 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.
- G. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- H. 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.
- I. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- J. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- K. 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.
- L. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- M. 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 delinked 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 mandatorily 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. secretarial@klmaxiva.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

27. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iv. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance by mentioning their name, demat account number/folio number, email id, mobile number to secretarial@klmaxiva.com from Tuesday, August 01, 2023 (09:00 a.m. IST) to Wednesday, August 16, 2023 (05:00 p.m. IST).
- vii. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance till Wednesday, August 16, 2023 (05:00 p.m. IST) by mentioning their name, demat account number/folio number, email id, mobile number at secretarial@klmaxiva.com. These queries will be replied to by the Company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- ix. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/ she can use his/her existing User ID and Password for casting the vote.
- x. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned above as under “**ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.**”
- xi. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

28. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- i. **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 at secretarial@klmaxiva.com /RTA email id at compliance.corp@kfintech.com
- ii. **For Demat shareholders** – Please update your email id & mobile number with your respective Depository Participant (DP).
- iii. **For Individual Demat shareholders** – Please update your email id & mobile number 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 attending AGM & 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 toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 4 - Appointment of Mr. Kuriakose (DIN: 08924909) as Independent Director

Mr. Kuriakose was appointed as the Additional Director (Non-Executive and Independent) of the Company on May 23, 2023 by the Board of Directors through resolution passed through circulation. As per section 161 of the Companies Act, 2013 (“the Act”), any person appointed as Additional Director, shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Pursuant to section 152 of the Act, save as otherwise expressly provided in the Act, every director shall be appointed by the company in general meeting.

In accordance with the provisions of regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) approval of shareholders is to be sought for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further as per regulation 25(2A) of the Listing Regulations the appointment of an Independent Director shall be subject to the approval of shareholders by way of a special resolution.

The Nomination and Remuneration Committee of the Board of Directors, has recommended the appointment Mr. Kuriakose and the Board of Directors recommend to appoint him as an Independent Director of the Company for a term of 1 (one) year with effect from May 23, 2023.

Mr. Kuriakose is a graduate in B.A. (English Language and Literature) from Mahatma Gandhi University, Kerala; post graduate in M.A. (English Language and Literature) from Vikram University, Ujjain and M.Phil. holder in Linguistics from Kerala University.

The Board has received the consent from Mr. Kuriakose to act as the Director in the prescribed Form DIR-2 under section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration that he meets the criteria for independence as provided under section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of section 164(2) of the Act.

In the opinion of the Board, Mr. Kuriakose is independent of the management and he fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director of the Company. He is also in compliance with the ‘fit and proper’ criteria prescribed by Reserve Company of India (RBI) for directors under Non-Companying Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Company) Directions, 2016.

The draft letter of appointment which set out the terms of appointment and other details as per Schedule IV of the Companies Act, 2013, is posted on the website of the Company for the perusal of the members. If appointed, the same shall be dispatched to Mr. Kuriakose. The terms and conditions of appointment of independent director shall be open for inspection at the corporate office of the company by any member during normal business hours. The terms and conditions of appointment of independent directors is also posted on the company’s website.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Kuriakose, are concerned or interested (financially or otherwise) in the resolution set out as item no. 4.

Therefore, in accordance with the above provisions, the Board recommends the special resolution set out at item no. 4 for approval of the Members.

Details of director seeking appointment at the forthcoming Annual General Meeting as per secretarial standard on general meetings (SS-2)

Name of the Director	Mr. Kuriakose
DIN	08924909
Date of Birth and Age	04/09/1954 – 69 Years
Qualifications	Mr. Kuriakose is a graduate in B.A. (English Language and Literature) from Mahatma Gandhi University, Kerala; post graduate in M.A. (English Language and Literature) from Vikram University, Ujjain and M.Phil. holder in Linguistics from Kerala University.
Experience	Mr. Kuriakose has more than 30 years of experience in teaching in reputed colleges at Kerala.
Terms and Conditions of appointment	As per draft letter of appointment posted in the website of the Company.
Remuneration sought to be paid	Sitting fees for attending meetings of Board and Committees thereof within the limits specified by the Companies Act, 2013.
Date of first appointment on the Board	May 23, 2023
Shareholding in KLM Axiva Finvest Limited	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year (2023-24)	2
List of Directorship held in other Companies	1. Astoria Nidhi Limited 2. Ente Naadu Nidhi Limited
List of Membership / Chairmanship of Committees of other Board	Nil
Justification for choosing the appointees for appointment as Independent Directors	The knowledge of business, competence and experience of Mr. Kuriakose would be beneficial to the Company and diversify the Board.

Item No: 5 - Appointment of Mr. Joseph Paul Menacherry (DIN: 06540233) as Independent Director

Mr. Joseph Paul Menacherry was appointed as the Additional Director (Non-Executive and Independent) of the Company on June 08, 2023 by the Board of Directors through resolution passed through circulation. As per section 161 of the Companies Act, 2013 (“the Act”), any person appointed

as Additional Director, shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Pursuant to section 152 of the Act, save as otherwise expressly provided in the Act, every director shall be appointed by the company in general meeting.

In accordance with the provisions of regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) approval of shareholders is to be sought for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further as per regulation 25(2A) of the Listing Regulations the appointment of an Independent Director shall be subject to the approval of shareholders by way of a special resolution.

The Nomination and Remuneration Committee of the Board of Directors, has recommended the appointment Mr. Joseph Paul Menacherry and the Board of Directors recommend to appoint him as an Independent Director of the Company for a term of 1 (one) year with effect from June 08, 2023.

Mr. Joseph Paul Menacherry IAS (Retd.), is a Masters Holder in Human Resources Development from Victoria University of Manchester, UK, Master’s degree holder in Solid State Physics from The Cochin University of Science and Technology and has done his Pre-University Course from Loyola College Nugumbakkam, Chennai.

Mr. Joseph Paul Menacherry was an Advisor in the Rank of Additional Chief Secretary from July 2012 to July 2016 advising the Government of Kerala on Migration Affordable Housing, Industrial Relations, Project Financing, Management of Projects etc. He was Executive Vice Chairman of Bhavanam Foundation Kerala from February 2014 to February 2016; Chief Technical Advisor and Project Director/ Project Manager on Children's Issues of International Labour Organization from August 1992 to December 2011); Managing Director of Overseas Development and Employment Promotion Consultants from October 1987 to October 1991; Labour Commissioner, Trivandrum, Kerala from May 1986 to October 1991; District Collector, Ernakulam District, Kerala from April 1984 to May 1986; Mayor of Cochin Corporation from May 1984 to May 1986.

The Board has received the consent from Mr. Joseph Paul Menacherry to act as the Director in the prescribed Form DIR-2 under section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration that he meets the criteria for independence as provided under section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of section 164(2) of the Act.

In the opinion of the Board, Mr. Joseph Paul Menacherry is independent of the management and he fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director of the Company. He is also in compliance with the ‘fit and proper’ criteria prescribed by Reserve Company of India (RBI) for directors under Non-Companying Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Company) Directions, 2016.

The draft letter of appointment which set out the terms of appointment and other details as per Schedule IV of the Companies Act, 2013, is posted on the website of the Company for the perusal of the members. If appointed, the same shall be dispatched to Mr. Joseph Paul Menacherry. The terms

and conditions of appointment of independent directors shall be open for inspection at the corporate office of the company by any member during normal business hours. The terms and conditions of appointment of independent directors is also posted on the company's website.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Joseph Paul Menacherry, are concerned or interested (financially or otherwise) in the resolution set out as item no. 5.

Therefore, in accordance with the above provisions, the Board recommends the special resolution set out at item no. 5 for approval of the Members.

Details of director seeking appointment at the forthcoming Annual General Meeting as per secretarial standard on general meetings (SS-2)

Name of the Director	Mr. Joseph Paul Menacherry
DIN	06540233
Date of Birth and Age	24/12/1953 – 70 Years
Qualifications	Mr. Joseph Paul Menacherry IAS (Retd.), is a Masters Holder in Human Resources Development from Victoria University of Manchester, UK, Master's degree holder in Solid State Physics from The Cochin University of Science and Technology and has done his Pre-University Course from Loyola College Nugumbakkam, Chennai.
Experience	Mr. Joseph Paul Menacherry was an Advisor in the Rank of Additional Chief Secretary advising the Government of Kerala. He was the Executive Vice Chairman of Bhavanam Foundation Kerala.
Terms and Conditions of appointment	As per draft letter of appointment posted in the website of the Company.
Remuneration sought to be paid	Sitting fees for attending meetings of Board and Committees thereof within the limits specified by the Companies Act, 2013.
Date of first appointment on the Board	June 08, 2023
Shareholding in KLM Axiva Finvest Limited	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year (2023-24)	1
List of Directorship held in other Companies	1. M P Joseph's Jgnana Kendra (OPC) Private Limited
List of Membership / Chairmanship of Committees of other Board	Nil

Justification for choosing the appointees for appointment as Independent Directors	The skills, expertise and experience of Mr. Joseph Paul Menacherry would be beneficial to the Company for its global expansion plans.
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Item No: 6 - Appointment of Mr. Abraham Thariyan (DIN: 07132831) as Independent Director

Mr. Abraham Thariyan was appointed as the Additional Director (Non-Executive and Independent) of the Company on June 21, 2023 by the Board of Directors through resolution passed through circulation. As per section 161 of the Companies Act, 2013 (“the Act”), any person appointed as Additional Director, shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Pursuant to section 152 of the Act, save as otherwise expressly provided in the Act, every director shall be appointed by the company in general meeting.

In accordance with the provisions of regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) approval of shareholders is to be sought for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further as per regulation 25(2A) of the Listing Regulations the appointment of an Independent Director shall be subject to the approval of shareholders by way of a special resolution.

The Nomination and Remuneration Committee of the Board of Directors, has recommended the appointment Mr. Abraham Thariyan and the Board of Directors recommend to appoint him as an Independent Director of the Company for a term of 1 (one) year with effect from June 21, 2023.

Mr. Abraham Thariyan has a Bachelor of Science Degree in Chemistry and a Post-Graduate Degree in Sociology, Master of Business Administration from Cochin University and is a Certified Associate of the Indian Institute of Bankers. He was designated as Executive Director (ED) at South Indian Company. Prior to the 6-year stint at South Indian Company as ED, he had an extensive work experience of 36 years at Federal Company.

He began his career with Federal Company by joining Federal Company’s 100th branch and 2nd outside Kerala Branch at Mount Road, Chennai and thereon successfully rose through the ranks by handling multidimensional assignments and heading all the major functions of the Company at various points in time. Elevated as General Manager in 2005 and was in charge of International Companying, Treasury, Financial services, NRI services, overseeing representative offices and retail gold business, recovery dept. and SME.

Mr. Abraham Thariyan has 20 years of experience in International Companying and Foreign Exchange and was an elected Managing Committee member of FEDAI (Foreign Exchange Dealers Association of India) for 15 years, representing private sector banks. Board considers that given his knowledge of business, skills, expertise and experience, his association would be very beneficial to the Company.

The Board has received the consent from Mr. Abraham Thariyan to act as the Director in the prescribed Form DIR-2 under section 152(5) of the Act and Rule 8 of the Companies (Appointment

and Qualifications of Directors) Rules, 2014 along with the declaration that he meets the criteria for independence as provided under section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of section 164(2) of the Act.

In the opinion of the Board, Mr. Abraham Thariyan is independent of the management and he fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director of the Company. He is also in compliance with the 'fit and proper' criteria prescribed by Reserve Company of India (RBI) for directors under Non-Companying Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Company) Directions, 2016.

The draft letter of appointment which set out the terms of appointment and other details as per Schedule IV of the Companies Act, 2013, is posted on the website of the Company for the perusal of the members. If appointed, the same shall be dispatched to Mr. Abraham Thariyan. The terms and conditions of appointment of independent directors shall be open for inspection at the corporate office of the company by any member during normal business hours. The terms and conditions of appointment of independent directors is also posted on the company's website.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Abraham Thariyan, are concerned or interested (financially or otherwise) in the resolution set out as item no. 6.

Therefore, in accordance with the above provisions, the Board recommends the special resolution set out at item no. 6 for approval of the Members.

Details of director seeking appointment at the forthcoming Annual General Meeting as per secretarial standard on general meetings (SS-2)

Name of the Director	Mr. Abraham Thariyan
DIN	07132831
Date of Birth and Age	08/06/1952 – 71 Years
Qualifications	Mr. Abraham Thariyan has a Bachelor of Science Degree in Chemistry and a Post-Graduate Degree in Sociology, Master of Business Administration from Cochin University and is a Certified Associate of the Indian Institute of Bankers.
Experience	Mr. Abraham Thariyan has 6 years of experience at South Indian Company. Prior to that, he had an extensive work experience of 36 years at Federal Company.
Terms and Conditions of appointment	As per draft letter of appointment posted in the website of the Company.
Remuneration sought to be paid	Sitting fees for attending meetings of Board and Committees thereof within the limits specified by the Companies Act, 2013.
Date of first appointment on the Board	June 21, 2023
Shareholding in KLM Axiva Finvest	Nil

Limited	
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year (2023-24)	1
List of Directorship held in other Companies	1. ESAF Financial Holdings Private Limited
List of Membership / Chairmanship of Committees of other Board	Chairman of Audit Committee, Nomination and Remuneration Committee, Group Risk Management Committee and Investment Committee of ESAF Financial Holdings Private Limited
Justification for choosing the appointees for appointment as Independent Directors	Considering the knowledge of business, skills, expertise and experience, association of Mr. Abraham Thariyan would be very beneficial to the Company.

Item No: 7 - Revised remuneration to Mr. Shibu Theckumpurath Varghese (DIN: 02079917), Wholetime Director

The Board of Directors of the Company at their meeting held on July 07, 2023 based on the recommendation of the nomination and remuneration committee and approval of audit committee approved to pay Mr. Shibu Theckumpurath Varghese a remuneration of Rs. 8,00,000/- (Rupees Eight Lakhs only) per month subject to Rs. 96,00,000/- (Rupees Ninety Six Lakhs only) per financial year with effect from September 01, 2023. The annual remuneration payable shall be Rs. 96,00,000/- (Rupees Ninety Six Lakhs only).

Disclosures required to be furnished as per Part II of the Schedule V of the Companies Act, 2013 are as under:

I. General information:

i. Nature of Industry:

The Company is a systemically important non-deposit taking Non-Companying Financial Company (NBFC) registered with Reserve Company India (RBI) predominantly in the business of lending against the security of gold.

ii. Date or expected date of commencement of commercial production:

The Company was incorporated on April 28, 1997. The Company started its business operations in May 1997.

iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

iv. Financial performance based on given indicators - as per audited standalone financial statements for the year ended on March 31, 2023:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Income from Operations and other Income	2,78,74,97,882	1,85,91,26,342
Total expenses	2,54,12,19,933	1,68,52,87,942
Profit/(Loss) before tax	24,62,77,949	17,38,38,401
Profit/(Loss) after tax	18,33,10,369	11,38,34,430

v. Foreign investments or collaborations, if any:

The Company has not made any foreign investments and neither entered into any collaborations till date.

II. Information about the Wholetime Director

i. Background details:

Mr. Shibu Theckumpurath Varghese is associated with the company as Wholetime Director with effect from August 2016. He specializes in the Companying sector.

ii. Past remuneration:

Mr. Shibu Theckumpurath Varghese was paid a Rs. 5,00,000/- (Rupees Five Lakhs only) per month.

iii. Recognition or awards:

Nil.

iv. Job profile and his suitability:

Job profile

Mr. Shibu Theckumpurath Varghese shall perform all the applicable duties and functions as prescribed under the Companies Act read with rules made thereunder, SEBI Regulations as amended from time to time and other applicable laws.

Suitability

Mr. Shibu Theckumpurath Varghese possess relevant skills, knowledge, experience, and expertise required for discharging his duties and effective functioning of the Company.

v. Remuneration proposed:

An annual remuneration of annual remuneration of Rs. 96,00,000/- (Rupees Ninety Six Lakhs only) by way of monthly payment effect from September 01, 2023.

vi. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Considering the responsibility shouldered by him for the enhanced business activities of the Company, proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.

vii. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

Mr. Shibu Theckumpurath Varghese is a shareholder of the company holding 17.02% shares in the Company. He is part of the promoter group and the spouse of Mrs. Biji Shibu, promoter and director of the Company

III. Other information:

- i. Reasons of loss or inadequate profits:
The proposed remuneration is within the limits specified under section 197 and Part II of schedule V of the Companies, Act, 2013.
- ii. Steps taken or proposed to be taken for improvement:
Not Applicable.
- iii. Expected increase in productivity and profits in measurable terms:
Not Applicable.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Shibu Theckumpurath Varghese being the director to whom the remuneration is proposed to be paid and Mrs. Biji Shibu being his relative are concerned or interested (financially or otherwise) in the resolution set out in item no. 7.

The Board of Directors recommends the special resolution set out at item no. 7 of the notice for approval of the Members.

Details of directors seeking fixation of remuneration at the forthcoming Annual General Meeting as per secretarial standard on general meetings (SS-2)

Name of the Director	Shibu Theckumpurath Varghese
DIN	02079917
Date of Birth and Age	21/05/1965 – 58 Years
Qualifications and Experience	He is associated with the company for about 7 years. He specializes in the Companying sector.
Terms and Conditions of appointment	Appointed for a term of 5 years with effect from August 30, 2019 (i.e., till August 30, 2023) at the EGM held on February 23, 2019.
Remuneration sought to be paid	Annual remuneration of Rs. 96,00,000/- (Rupees Ninety Six Lakhs only) by way of monthly payment
Date of first appointment on the Board	July 27, 2016
Shareholding in KLM Axiva Finvest Limited	17.02 % shareholding
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Spouse of Mrs. Biji Shibu
Number of Meetings of the Board attended during the year (2023-24)	2
List of Directorship held in other Companies	1. Payyoli Granites Private Limited 2. Ente Naadu Nidhi Limited

List of Membership / Chairmanship of Committees of other Board	Nil
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Item No: 8 - Remuneration to Mrs. Biji Shibu (DIN: 06484566), Non-Executive Director

The Board of Directors of the Company at their meeting held on July 07, 2023 based on the recommendation of the nomination and remuneration committee and approval of audit committee approved to pay Mrs. Biji Shibu annual remuneration of Rs. 12,00,000/- (Rupees Twelve Lakhs only) by way of monthly payment with effect from September 01, 2023.

Disclosures required to be furnished as per Part II of the Schedule V of the Companies Act, 2013 are as under:

I. General information:

i. Nature of Industry:

The Company is a systemically important non-deposit taking Non-Companying Financial Company (NBFC) registered with Reserve Company India (RBI) predominantly in the business of lending against the security of gold.

ii. Date or expected date of commencement of commercial production:

The Company was incorporated on April 28, 1997. The Company started its business operations in May 1997.

iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

iv. Financial performance based on given indicators - as per audited standalone financial statements for the year ended on March 31, 2023:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Income from Operations and other Income	2,78,74,97,882	1,85,91,26,342
Total expenses	2,54,12,19,933	1,68,52,87,942
Profit/(Loss) before tax	24,62,77,949	17,38,38,401
Profit/(Loss) after tax	18,33,10,369	11,38,34,430

v. Foreign investments or collaborations, if any:

The Company has not made any foreign investments and neither entered into any collaborations till date.

II. Information about the Director

i. Background details:

Mrs. Biji Shibu is the promotor of the Company and is associated with the company as Director from March 2013.

ii. Past remuneration:
Nil.

iii. Recognition or awards:
Nil.

iv. Job profile and his suitability:

Job profile

Mrs. Biji Shibu shall perform all the applicable duties and functions as prescribed under the Companies Act read with rules made thereunder, SEBI Regulations as amended from time to time and other applicable laws.

Suitability

Mrs. Biji Shibu possess relevant skills, knowledge, experience, and expertise required for discharging her duties and effective functioning of the Company She has been a director of the Company for about 10 years and has led the organization to successful growth.

v. Remuneration proposed:
Annual remuneration of Rs. 12,00,000/- (Rupees Twelve Lakhs only) by way of monthly payment with effect from September 01, 2023.

vi. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:
Taking into consideration the size of the Company, the remuneration proposed to be paid is commensurate with the compensation package paid to counter parts in other companies in the sector.

vii. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:
Mrs. Biji Shibu is the promotor of the Company holding 11.67% shares in the Company. She is the spouse of Mr. Shibu Theckumpurath Varghese, Wholetime Director of the Company.

III. Other information:

i. Reasons of loss or inadequate profits:
The proposed remuneration is within the limits specified under section 197 and Part II of schedule V of the Companies, Act, 2013.

ii. Steps taken or proposed to be taken for improvement:
Not Applicable.

iii. Expected increase in productivity and profits in measurable terms:
Not Applicable.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Biji Shibu being the director to whom the remuneration is proposed to be paid and Mr. Shibu Theckumpurath Varghese being her relative are concerned or interested (financially or otherwise) in the resolution set out in item no. 8.

The Board of Directors recommends the special resolution set out at item no. 8 of the notice for approval of the Members.

Details of directors seeking appointment and fixation of remuneration at the forthcoming Annual General Meeting as per secretarial standard on general meetings (SS-2)

Name of the Director	Mrs. Biji Shibu
DIN	06484566
Date of Birth and Age	21/05/1970 – 53 Years
Qualifications and Experience	She is associated with the company since 2013.
Terms and Conditions of appointment	Appointed as Non-Executive Director, liable to retire by rotation
Remuneration sought to be paid	Annual remuneration of Rs. 12,00,000/- (Rupees Twelve Lakhs only) by way of monthly payment
Date of first appointment on the Board	March 09, 2013
Shareholding in KLM Axiva Finvest Limited	11.67 % shareholding
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Spouse of Mr. Shibu Theckumpurath Varghese
Number of Meetings of the Board attended during the year (2023-24)	2
List of Directorship held in other Companies	1. Ente Naadu Nidhi Limited 2. Carbomix Polymers (India) Private Limited 3. KLM Tiana Gold & Diamonds Private Limited
List of Membership / Chairmanship of Committees of other Board	Nil

For and behalf of the Board of Directors

Sd/-

Shibu Theckumpurath Varghese

Whole time Director

DIN: 02079917

Place: Ernakulam

Date: July 20, 2023