

Date: April 25, 2023

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

Madam/Sir,

Sub: Intimation of Extra-Ordinary General Meeting (EGM)

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 an Extra-Ordinary General Meeting (EGM) of the members of the Company is scheduled to be held on Tuesday, May 23, 2023 at 03:00 P.M at Hotel Holiday Inn, Chakkaraparambu Junction, National Highway Bypass, Vennala, Kochi, Kerala-682028 to inter alia consider:

1. Issue of bonus equity shares;
2. Reappointment of Mr. Issac Jacob (DIN: 02078308) as Independent Director;
3. Alteration of Articles of Association (AOA) of the Company;
4. Appointment of Mr. Sreenivasan Thettalil Parameswaran Pillai (DIN: 03048551) as Chairman and Non-Executive Director of the Company.

Notice of the EGM is attached herewith.

Request your good office to kindly take the same on record.

Thanking you,

For and on behalf of KLM Axiva Finvest Limited

Shibu Theckumpurathu Varghese

Wholetime Director
(DIN: 02079917)

Notice of Extra Ordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting of the members of KLM Axiva Finvest Limited will be held on **Tuesday May 23, 2023 at 03:00 P.M.** at Hotel Holiday Inn, Chakkaraparambu Junction, National Highway Bypass, Vennala, Kochi, Kerala-682028 to transact the following special businesses:

1. Issue of bonus equity shares

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

"RESOLVED THAT pursuant to the provisions of section 52, 63 and other applicable provisions, if any of the Companies Act, 2013 read with rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company, approval of the members of the Company be and are hereby accorded to the Board of Directors (which term shall include any Committee of the Board) for capitalization of a sum not exceeding Rs. 20,00,00,000 (Rupees Twenty crores only) from and out of the securities premium account for the purpose of issue of bonus equity shares to be credited as fully paid up to the eligible members of the Company, whose name shall appear in the register of members / register of beneficial owners maintained by the Company's Registrars and Transfer Agents / Depositories as on the record date in proportion of 1:10 i.e. 1 (One) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 10 (Ten) fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each held on the record date.

RESOLVED FURTHER THAT the record date for determining the entitlement of the shareholders for the issue of bonus equity shares shall be Friday, May 19, 2023.

RESOLVED FURTHER THAT all such new equity shares so issued, shall upon allotment rank *pari-passu* in all respects and carry same rights with the existing equity shares of the Company.

RESOLVED FURTHER THAT the bonus equity shares so issued shall be in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary account(s) of such member(s) with their respective Depository Participant(s).

RESOLVED FURTHER THAT fractional shares, if any, arising out of the issue and allotment of bonus equity shares, shall be rounded to the lower integer and all fractions of bonus equity shares shall be ignored.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things, matters, etc. and to take all such steps as may be required in this connection as the Board may in its absolute discretion deem fit including seeking all necessary approvals to give effect to aforesaid resolutions and to settle any questions, difficulties or doubts that may arise in this regard."

2. Reappointment of Mr. Issac Jacob (DIN: 02078308) 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 section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013, and the provisions of regulation 17(1C) and 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members be and are hereby accorded for the reappointment of Mr. Issac Jacob (DIN: 02078308) in respect of whom the Company has received a notice of candidature from a member under Section 160 of the Companies Act, 2013, as an Independent Director to hold the office for a second term of 5 (five) consecutive years with effect from March 17, 2023, not liable to retire by rotation."

3. Alteration of Articles of Association (AOA) of the Company

*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 14 and other applicable provisions of the Companies Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules framed thereunder, the approval of the members of the Company be and is hereby accorded to alter the Articles of Association (AOA) of the Company as follows:

A. The following clause be inserted as after Article 65 and before article 66:

65A. Subject to the provisions of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 (including any amendments or re-enactment thereof, for the time being in force), the Board is required to appoint a person nominated by the debenture trustee(s) as a director on the Board of Directors of the Company within such period from the date of receipt of nomination from the debenture trustee(s) as applicable from time to time.

B. The existing Article 77 (The Seal) shall be substituted with the following:

The Seal

77 (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or chief executive officer or chief financial officer or functional heads or such other person as the Board or Committee of the Board may appoint for the purpose; and those two directors and the secretary or the chief executive officer or chief financial officer or functional heads or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to 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, difficulties or doubts that may arise in this regard.”

4. Appointment of Mr. Sreenivasan Thettalil Parameswaran Pillai (DIN: 03048551) as Chairman and Non-Executive Director of the Company

*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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read the rules framed thereunder and the provisions of regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and RBI Master Directions, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors respectively, approval of the members be and are hereby accorded to appoint Mr. Sreenivasan Thettalil Parameswaran Pillai (DIN: 03048551) in respect of whom the Company has received a notice of candidature from a member under section 160 of the Act, as a Non-Executive Director of the Company, who is liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Sreenivasan Thettalil Parameswaran Pillai (DIN: 03048551) shall be designated as Non – Executive Chairman.

RESOLVED FURTHER THAT pursuant to the provisions of section 197, 198 and other applicable provisions, if any, of the Act, and the rules framed thereunder read with Part II of Schedule V of the Act and the provisions of regulation 17(6)(ca) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members be and are hereby accorded for payment of annual remuneration of Rs. 12,00,000/- (Rupees Twelve lakhs only) by

way of monthly payment to Mr. Sreenivasan Thettalil Parameswaran Pillai (DIN: 03048551).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**For and behalf of the Board of Directors of
KLM Axiva Finvest Limited**

Sd/-

Shibu Theckumpurath Varghese

Whole time Director

DIN: 02079917

Place: Ernakulam

Date: April 25, 2023

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies act, 2013 for item no. 1 to 4 is annexed hereto.
2. A member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Corporate office of the Company, duly completed and signed, not less than forty-eight hours before the meeting.

Proxies submitted on behalf of Companies/partnership firms/trusts/societies/HUFs must be supported by appropriate resolutions/authority, as applicable. 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.

In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxy form is enclosed herewith.

Every member entitled to vote on any resolution to be moved, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.

3. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members will be entitled to vote.
4. The notice of the EGM is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same.
5. If any item of business refers to any document, which is to be considered at the meeting, the same is available for inspection by the members at the corporate office during the normal business hours of the Company and will be hosted in the website of the Company and will also be available for inspection during the meeting.
6. Members/Proxies must bring the original attendance slip sent herewith duly filled in, signed and hand it over at the entrance of the meeting hall.
7. To support the 'Green Initiative', the members who have not registered their e-mail addresses are requested to register the same with the Company.
8. Members may contact KFIN Technologies Limited (the Registrar and Share Transfer Agent of the Company) in case of any change of KYC details / address or queries relating to their shares. The address and contact details of the RTA are as under:

Registrar and Share Transfer Agent (RTA)
KFin Technologies Limited
(Unit: KLM Axiva Finvest Limited)
Selenium, Tower B, Plot No-31 & 32, Financial District, Nanakramguda,
Serilingampally, Hyderabad, Rangareddi – 500032, Telangana, India
Tel: +91-40-67162222 / 7961 1000;
Fax: +91 40 2343 1551
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

9. Route map of the venue of the General Meeting from the Corporate office of the Company at Palarivattom, Ernakulam is attached to the Notice.

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

Item No. 1: Issue of Bonus equity shares

The Board of Directors of the company at their meeting held on April 18, 2023 considered and recommended the issuance of Bonus equity shares to eligible equity shareholders whose names shall appear in the register of members / register of beneficial owners as on the record date, in the proportion of 1:10 i.e., 1 (One) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 10 (Ten) fully paid-up equity shares of Rs. 10/- (Rupees Ten only) by capitalization of a sum not exceeding Rs. 20,00,00,000 (Rupees Twenty crores only) from securities premium account.

The record date for determining the entitlement of the shareholders for the issue of bonus equity shares shall be Friday, May 19, 2023.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in the said resolution, except to the extent of their existing shareholding and their entitlement for issue of bonus equity shares.

As per provisions of section 63 of the Companies Act, 2013 read with rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 and Articles 38 & 39 of the Articles of Association of the Company approval of the members shall be sought for issue of bonus equity shares. Accordingly, the Board of Directors recommends the ordinary resolution set out at item no. 1 of the notice for the approval of the members of the Company.

Item No. 2: Reappointment of Mr. Issac Jacob (DIN: 02078308) as Independent Director

Mr. Issac Jacob was appointed as the Additional Director (Independent) of the Company with effect from March 17, 2018 by the Board of Directors. The shareholders of the Company at its 21st Annual General Meeting (AGM) held on September 28, 2018 appointed Mr. Issac Jacob as an Independent Director of the company who shall not be liable to be retired by rotation and shall hold the office for a period of 5 years. His term expired on March 16, 2023.

As per the Companies Act, 2013 (Act) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), the re-appointment of an independent director shall be on the basis of report of performance evaluation. The performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated. Accordingly, the Nomination and Remuneration Committee (NRC) of the Board of Directors (Board), has considered, approved and recommended to the Board, the re-appointment of Mr. Issac for a term of 5 (five) years with effect from March 17, 2023 after taking into account the performance evaluation. The summary of the performance evaluation is posted on the website of the Company for the perusal of the members.

On the basis of the recommendation of the NRC, the Board had through a resolution passed by circulation on March 15, 2023 reappointed Mr. Issac Jacob as an Additional Director (Non-Executive and Independent) of the Company with effect from March 17, 2023 for a term of 5 years subject to the approval of the members in the ensuing general meeting.

Mr. Issac Jacob holds a bachelor's degree in technology under mechanical branch from Mahatma Gandhi University. He is associated with the Company since March 2018. Board considers that given his knowledge of business, skills and experience in the Company, his continued association would be very beneficial to the Company.

The Company has received the consent from Mr. Issac Jacob 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 SEBI LODR 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. Issac Jacob is Independent of the management and he fulfills the conditions specified in the Companies Act 2013 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 Bank of India (RBI) for directors under Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

In accordance with the provisions of regulation 17(1C) of SEBI LODR, approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken 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 SEBI LODR, the appointment, re-appointment or removal of an independent director shall be subject to the approval of shareholders by way of a special resolution.

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. Issac Jacob. 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. Issac Jacob, are concerned or interested (financially or otherwise) in the resolution set out as item no. 2.

Therefore, in accordance with the above provisions, the Board recommends the special resolution set out at item no. 2 for approval of the Members.

Details of director seeking reappointment at the forthcoming EGM as per SS-2

Name of the Director & DIN	Mr. Issac Jacob (DIN: 02078308)
Date of first appointment in the Board	17/03/2018
Date of Birth & Age	21/09/1984 – 38 Years
Qualifications and Experience	Bachelor's degree in technology under mechanical branch from Mahatma Gandhi University. He is associated with the Company since March 2018.
Terms & Conditions of Reappointment	As per draft letter of appointment posted in the website of the Company.
Remuneration sought to be paid and remuneration last drawn	Nil
No. of shares held in the company	Nil
No. of Board Meetings attended during Financial Year 2022-2023	2 meetings
List of Directorship held in other Companies	1. Payyoli Granites Private Limited; 2. Peringidamala Estates Private Limited; 3. QB Concretes Private Limited; 4. Basil Natural Technically Specified Rubber Private Limited.
Chairman/ member of the committees of the Board of Directors of other Companies	Nil
Relation with Directors and Key Managerial Personnel	Nil

Item No. 3: Alteration of Articles of Association (AOA) of the Company

- A.** Securities and Exchange Board of (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023, amended Regulation 23 of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, by inserting a new sub-regulation which read as under:

“(6) If an issuer is a company, it shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors:

Provided that the issuer whose debt securities are listed as on the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, shall amend its Articles of Association to comply with this provision, on or before September 30, 2023:

Provided further that the issuer, which is in default of payment of interest or repayment of principal amount in respect of listed debt securities, shall appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors, within one month from date of receipt of nomination from the debenture trustee or the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, whichever is later.”

As per the above amendment, the Articles of Association (AOA) shall require its Board of Directors to appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors as per Regulation 15(1)(e) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

Regulation 15(1)(e) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read as follows:

“It shall be the duty of every debenture trustee to appoint a nominee director on the Board of the company in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.”

In order to give effect to the above amendment, the AOA of the Company shall be suitably altered as set out in item no. 3 of the accompanying notice.

- B.** The Board at its meeting held on April 18, 2023 considered and recommended that the Article 77 (The Seal) be altered taking into consideration the practical difficulties in enforcing the same and for operation convenience.

The old Article 77 read as under:

The Seal

77. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other

person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

As per the provisions of section 14 of the Companies Act, 2013 and the rules made thereunder, the Company may by special resolution alter its AOA. A copy of the AOA with the proposed changes is available for inspection by the members at the corporate office during the normal business hours of the Company and will also be available for inspection at the meeting.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in the resolution set out as item no. 3.

The Board of Directors recommends the special resolution set out at item no. 3 of the notice for approval of the Members.

Item No. 4: Appointment of Mr. Sreenivasan Thettalil Parameswaran Pillai (DIN: 03048551) as Chairman and Non-Executive Director of the Company

Mr. T. P. Sreenivasan IFS, (Retd.), aged about 79 years, is a former Indian diplomat (Indian Foreign Service batch, 1967). Mr. T.P. Sreenivasan has served in the Indian Foreign Service for 37 years. After rising to the highest level in the Indian Foreign Service he retired in 2004.

Mr. T. P. Sreenivasan was a former Ambassador and Permanent Representative of India to the United Nations, Vienna and Governor for India of the International Atomic Energy Agency, Vienna and Ambassador to Austria and Slovenia (2000-2004). His previous postings were as Deputy Chief of Mission (Ambassadorial Rank) in the Embassy of India, Washington (1997-2000), High Commissioner of India to Kenya and Permanent Representative of India to the United Nations in Nairobi, (1995-1997) Ambassador and Deputy Permanent Representative of India to the United Nations, New York. (1992-1995) and Ambassador to Fiji and 8 other South Pacific Island States (1986-1989). He has also served in New Delhi, Tokyo, Thimphu, Moscow, New York and Yangon.

Mr. T. P. Sreenivasan has a creditable academic record, having stood first in the University of Kerala in B.A. (English) and M.A. (English). He regularly covers foreign affairs issues in various print and news media.

Mr. T. P. Sreenivasan was the Executive Director of 'IAEA 2020', a project launched by the Director General of the International Atomic Energy Agency, Vienna. He was the Vice-Chairman and Executive Head of the Kerala State Higher Education Council with the rank of Vice-Chancellor.

The Board of Directors of Directors has recommended an annual remuneration of Rs. 12,00,000/- (Rupees Twelve Lakhs) upon the recommendations from the Nomination and Remuneration Committee and Audit Committee approved to pay Mr. T. P. Sreenivasan (DIN: 03048551) by way of monthly payment.

The Board has received the consent from Mr. T. P. Sreenivasan to act as the Director in Form DIR-2 as prescribed under section 152(5) of Companies Act, 2013 ("Act") read with

Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with an intimation in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director in terms of section 164(2) of the Act. The Board has also received the declaration ensuring compliance with the 'fit and proper' criteria from Mr. T. P. Sreenivasan pursuant to Reserve Bank of India - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. The Board further received notice under Section 160 of the Act from a Member proposing the candidature of Mr. T.P Sreenivasan for the office of Director of the Company

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 approval of the Members by way of a Special Resolution is necessary for appointment / continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy-Five) years.

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

The Board of Directors recommends the special resolution set out at item no. 4 of the notice for approval of the Members.

Justification for appointment

Mr. T. P. Sreenivasan has nearly 20 years of experience in multilateral diplomacy and has represented India at a number of international conferences organised by the United Nations, the Commonwealth and the Non-aligned Movement. He has chaired several UN Committees and Conferences.

The Company is planning its expansion to new territories. The leadership of a global citizen like Mr. T. P. Sreenivasan would be beneficial for its global expansion.

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-Banking Financial Company (NBFC) registered with Reserve Bank 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, 2022 and 2021

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Income from Operations and other Income	1,85,91,26,342	1,26,51,20,474
Profit/(Loss) before tax	17,38,38,401	11,02,60,878
Profit/(Loss) after tax	11,38,34,431	7,05,83,713

- v. Foreign investments or collaborations, if any

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

II. Information about the Non-Executive Director

- i. Background details

Mr. T. P. Sreenivasan IFS, (Retd.), is a former Indian diplomat. He has worked as the Indian diplomatic representative in various countries. He represented India in the United Nations for a long time. He has also served as the Vice Chairman of the Council for Higher Education of the State of Kerala.

- ii. Past remuneration

Nil.

- iii. Recognition or awards

Mr. T. P. Sreenivasan's prizes and awards include the Prof. M. P. Paul Prize, the Harvey Memorial Prize, Rev. Fr. Panicker Memorial Award, Sree Chithira Thirunal National Award, the K. P. S. Menon Award and the Asianet News Award for completing 600 episodes of 'Videsha Vicharam'.

- iv. Job profile and his suitability

Job profile

Mr. T. P. Sreenivasan 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. T. P. Sreenivasan possess relevant skills, knowledge, experience, competence and capabilities required for discharging his duties and effective functioning of the Company.

v. Remuneration proposed

An annual remuneration of annual remuneration of Rs. 12,00,000/- (Rupees twelve lakhs only) by way of monthly payment

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 profile, knowledge, skills and responsibilities to be shouldered by Mr. T. P. Sreenivasan, 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

Nil.

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

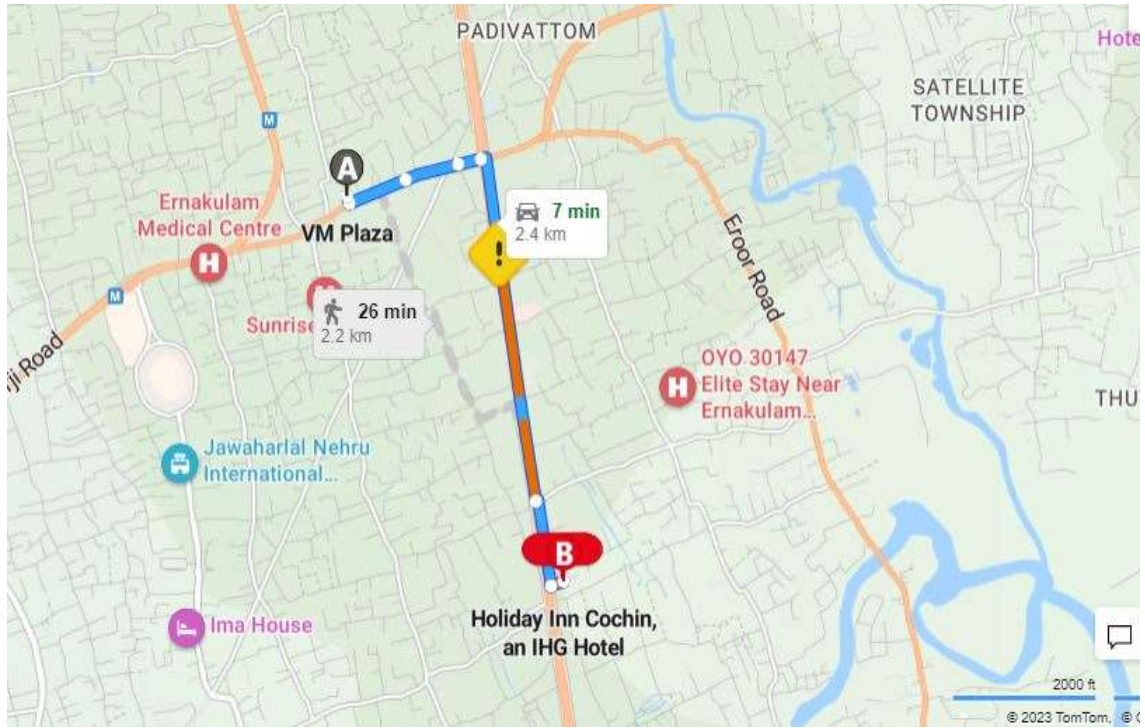
Not Applicable.

Details of director seeking appointment at the forthcoming EGM as per SS-2

Name of the Director & DIN	Mr. Sreenivasan Thettalil Parameswaran Pillai (DIN: 03048551)
Date of first appointment in the Board	Nil
Date of Birth & Age	17/06/1944 – 78 Years

Qualifications and Experience	B.A. (English), M.A. (English) and Indian Foreign Service (IFS) He has worked as the Indian diplomatic representative in various countries. He represented India in the United nations for a long time. He has also served as the Vice Chairman of the Council for Higher Education of the State of Kerala
Terms & Conditions of appointment	As per draft letter of appointment posted in the website of the Company.
Remuneration sought to be paid and remuneration last drawn	Annual remuneration of Rs. 12,00,000/- (Rupees Twelve lakhs only) by way of monthly payment
No. of shares held in the company	Nil
No. of Board Meetings attended during Financial Year 2022-2023	Not Applicable
List of Directorship held in other Companies	Nil
Chairman/ member of the committees of the Board of Directors of other Companies	Nil
Relation with Directors and Key Managerial Personnel	Nil

Route Map to the location of the EGM venue from the Corporate Office



Form No. MGT-11

Proxy form

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

CIN: **U65910TG1997PLC026983**

Name of the company: **KLM AXIVA FINVEST LIMITED**

Registered office: KLM Axiva Finvest Ltd., KLM Axiva Finvest Ltd., Plot No. 39, Door No. 8-13, 1st Floor, Ashoka Complex, Mythripuram Colony, Gayathri Nagar X Road, Vaishalinagar P.O., Hyderabad, Rangareddi, Telangana-500079

Corporate Office: KLM Axiva Finvest Ltd., 4th Floor, VM Plaza, Palarivattom, Cochin, Ernakulam-682025

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of equity shares of the above named company, hereby appoint:

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

or failing him

2.	Name:	
	Address:	

	E-mail Id:	
	Signature:	

or failing him

3.	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 Tuesday, the 23rd day of May, 2023 the at 03:00 P.M. at Hotel Holiday Inn, Chakkaraparambu Junction, National Highway Bypass, Vennala, Kochi, Kerala-682028 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Particulars	Optional	
		For	Against
1.	Issue of bonus equity shares		
2.	Reappointment of Mr. Issac Jacob (DIN: 02078308) as Independent Director		
3.	Alteration of Articles of Association (AOA) of the Company		
4.	Appointment of Mr. Sreenivasan Thettalil Parameswaran Pillai (DIN: 03048551) as Chairman and Non-Executive Director of the Company		

Affix Revenue Stamp

Signed thisday of.....2023

Signature of shareholder:

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

Name of the company: **KLM AXIVA FINVEST LIMITED**

CIN: **U65910TG1997PLC026983**

Registered office: KLM Axiva Finvest Ltd., KLM Axiva Finvest Ltd., Plot No. 39, Door No. 8-13, 1st Floor, Ashoka Complex, Mythripuram Colony, Gayathri Nagar X Road, Vaishalinagar P.O., Hyderabad, Rangareddi, Telangana-500079

Corporate Office: KLM Axiva Finvest Ltd., 4th Floor, VM Plaza, Palarivattom, Cochin, Ernakulam-682025

Folio No./ DP ID No. Client ID No.	
Name of First named member/ Authorized representative	
Name of joint member(s), if any	
Name of proxy	
No. of share(s) held	

I/We certify that I/We am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the **KLM AXIVA FINVEST LIMITED** being held on Tuesday, the 23rd day of May, 2023 at 03:00 P.M. at Hotel Holiday Inn, Chakkaraparambu Junction, National Highway Bypass, Vennala, Kochi, Kerala-682028

Signature of Member/ Authorized representative/Proxy

Notes:

1. Members/Authorized representatives/Proxy holders are requested to produce the duly signed attendance slip for admission to the meeting hall.