

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the members of **KLM Axiva Finvest Limited** will be held on **Friday, the 21st day of June , 2024** at 3.00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following special businesses:

SPECIAL BUSINESSES**1. Issue of bonus equity shares**

*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 Sections 52, 63 and all other applicable provisions 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), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, subject to the provisions of the Articles of Association of the Company and recommendation made by 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. 20,54,00,857/- (Rupees Twenty Crore Fifty Four Lakh Eight Hundred and Fifty Seven only) from and out of the securities premium account and Free reserves 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 and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the record date for determining the entitlement of the shareholders for the issue of bonus equity shares shall be Friday, June 21, 2024.

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 issue and allotment of the bonus equity shares to the extent they relate to Non- Resident Indians (NRIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT Mr. Shibu Theckumpurath Varghese (DIN: 02079917), Whole-time Director or any other director 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 and also file and submit necessary e-forms returns, information, etc. to Registrar of Companies, stock exchanges, depositories, registrars and transfer agents and other applicable authorities."

2. Reappointment of Mr. Shibu Theckumpurath Varghese (DIN: 02079917) as Whole-time director of the Company and enhancement of remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, regulation 17 and other applicable provisions, if any, of the SEBI (LODR) Regulations, 2015 and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and board of directors of the Company, consent of the members be and is hereby accorded to re-appoint Mr. Shibu Theckumpurath

Varghese (DIN: 02079917) as Whole-time Director for a period of 5 (five) years with effect from 30th August, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of section 188(1)(f) , 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Part II of Schedule V of the Companies Act, 2013 and rules framed thereunder, regulation 17(6) and other applicable provisions, if any, of the SEBI (LODR) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and board of directors of the Company, consent of the members be and is hereby accorded to enhance the remuneration payable to Mr. Shibu Theckumpurath Varghese (DIN: 02079917), Whole-time Director from Rs. 8,00,000/- (Rupees Eight Lakhs only)/month to Rs 15,00,000/- (Rupees Fifteen Lakhs only) per month subject to a maximum of Rs. 1,80,00,000/- (Rupees One Crore Eighty Lakhs only) with effect from 01st September 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix, vary, reduce or amend the remuneration and other terms of his appointment from time to time, as it may deem appropriate, expedient or necessary during the tenure of his appointment, within the limits as approved by the members.

RESOLVED FURTHER THAT pursuant to the provisions of Part II of Schedule V of the Companies Act, 2013 and regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) 2015 the revised remuneration of Mr. Shibu Theckumpurath Varghese, (DIN: 02079917) Whole-time Director shall be applicable till the expiry of his tenure.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or desirable to give effect to aforesaid resolution and to file necessary e-forms returns, information, etc. with Registrar of Companies and other applicable authorities."

3. Change in designation of Ms. Biji Shibu, (DIN:06484566) & enhancement of remuneration.

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

"RESOLVED THAT Ms. Biji Shibu (DIN: 06484566) who was appointed as Promoter, Non-executive Director of the Company, pursuant to the relevant provisions of the Companies Act 2013, be and is hereby appointed as Promoter Executive Director of the Company.

"RESOLVED FURTHER THAT the designation of Ms. Biji Shibu (DIN: 06484566) will change from Non-executive director to Executive director of the Company with effective from 1st July 2024."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 188(1)(f), 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Part II of Schedule V of the Companies Act, 2013 and rules framed thereunder, regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) 2015 and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of the Directors of the Company, and the consent of the members be and is hereby accorded to enhance the remuneration payable to Ms Biji Shibu (DIN: 06484566) Executive Director from Rs.12,00,000/- (Rupees Twelve Lakhs only) per annum to Rs.36,00,000/- (Rupees Thirty Six Lakh Only) per annum, to be paid by way of monthly payment from 1st July, 2024 onwards.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or desirable to give effect to aforesaid resolution and to file necessary e-forms returns, information, etc. with Registrar of Companies and other applicable authorities."

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

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Part II of Schedule V of the Companies Act, 2013 and rules framed thereunder, regulation 17(6)of SEBI (Listing Obligations and Disclosure Requirements) 2015 and based on the recommendation of the Nomination and Remuneration Committee, approval of Audit Committee and Board of Directors, consent of the members be and is hereby accorded to pay an annual remuneration of Rs.13,33,332/- (Rupees Thirteen Lakh Thirty Three Thousand Three Hundred and Thirty Two) by way of monthly payment to Mr. Sreenivasan Thettalil Parameswaran Pillai (DIN: 03048551).

RESOLVED FURTHER THAT Mr Shibu Theckumpurath Varghese Whole time director (DIN: 02079917) or any other director of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or desirable to give

effect to aforesaid resolution and to file necessary e-forms returns, information, etc. with Registrar of Companies and other applicable authorities.”

For and on behalf of KLM Axiva Finvest Limited

Sd/-

Shibu Theckumpurath Varghese
Whole time DirectorDIN: 02079917

Place: Ernakulam
Date: 24.05.2024

Notes:

1. EGM 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, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023 (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 Extra-ordinary 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, an Extra-ordinary General Meeting (“**Meeting**” or “**EGM**”) of the Company is being held through VC / OAVM on Friday, August 18, 2023, at 02:00 p.m. (IST). The proceedings of the EGM 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 EGM 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 EGM 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 EGM 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 EGM through VC/OAVM and participate there at and cast their votes through e-voting.**

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 EGM through VC/OAVM on its behalf and to vote through remote e-voting. 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 in this Notice, is annexed herewith.

5. **PROCEEDINGS AND PARTICIPATION OF MEMBERS AT THE EGM**

The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by using the remote e-voting login credentials and by following the procedure mentioned in this Notice under Instructions for members for remote e-voting. Pursuant to the MCA, SEBI Circulars read with Listing Regulations, the Company will be providing live webcast of proceedings of the EGM. 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 EGM 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 EGM 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: 961 6004 0690

Passcode: 845866

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 EGM.

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 Office of the Company, in physical form, on all working days between 10:00 a.m. IST to 02:00 p.m. IST up to the conclusion of the Extraordinary General Meeting ie, June 21, 2024,.

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 Friday, June 21, 2024 (up to 02:00 p.m. IST)

8. INFORMATION ON OTHER MATTERS

Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company on or before Thursday, June 20, 2024, through email on secretarial@klmaxiva.com and the same will be replied by the Company suitably.

9. DISCLOSURES ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

The relevant details with respect to Item Nos. 2-3 pursuant to the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment/re-appointment at this EGM are also annexed hereto.

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

10. BOOK CLOSURE & RECORD DATE

The record date of Bonus issue will be 21.06.2024. The Register of Members and Share Transfer Books of the Company will remain closed from June 15, 2024 to June 21, 2024 (both days inclusive) for the purpose of this EGM.

11. 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.

12. 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.

13. 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 or with the Company in the following address:

KFin Technologies Limited (compliance.corp@kfintech.com)	The Company Secretary, (secretarial@klmaxiva.com).
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Any other communication/correspondence with regard to equity shares and dividends of earlier years may also be forwarded to RTA/Company. However, 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.

14. 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.

15. 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.

16. REQUEST FOR TRANSMISSION AND TRANSPOSITION

As per the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. SEBI fixed March 31, 2021, as the cut-off date for the re-lodgement of transfer requests. Further, 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.

17. 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.

18. 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 EGM along with the Annual Report 2023-24 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 2023-24 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

19. 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.

20. QUORUM

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

21. REMOTE E-VOTING

In terms of Section 108 of the Act, Listing Regulations read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, Friday, June 14, 2024, to exercise their rights to vote by electronic means (the 'Remote 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 remote e-voting system will be provided by CDSL. Details of the process and manner of Remote 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.**

22. RIGHT TO CAST VOTE DURING THE MEETING

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

23. ROUTE MAP

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

24. 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.

25. PROCESS FOR DECLARATION OF E-VOTING RESULTS

The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting (votes cast during the EGM) 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 authorised, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws and the resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

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

27. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
28. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
29. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
30. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.klmaxiva.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM/EGM) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 18.06.2024 09.00 AM and ends on 20.06.2024 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14.06.2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders'

resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available

	<p>at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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 remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or</p>

Participants (DP)	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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

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

- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@klmaxiva.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM/ EGM is same as the instructions mentioned above for e-voting.
2. 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.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/EGM 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.

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

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

If you have any queries or issues regarding attending EGM & 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. 1: Issue of Bonus equity shares

The Board of Directors of the Company at their meeting held on May 24, 2024 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. 20,54,00,857/- (Rupees Twenty Crore Fifty Four Lakh Eight Hundred and Fifty Seven only) from securities premium account and free reserves.

The record date for determining the entitlement of the shareholders for the issue of bonus equity shares shall be Friday, June 21, 2024.

After the allotment of Bonus issue the Shareholding pattern of the Company shall be as under:

Category of Investors	Pre- Bonus issue holding		Bonus Shares	Post- Bonus issue holding	
	No. of Shares	% of the Capital		No. of Shares	% of the Capital
Promoter and Promoter Group	86830526	42.27%	8683052	95513578	42.27%
Public Shareholding	118570331	57.73%	11857033	130427364	57.73%
Total	205400857	100	20540085	225940942	100

The Bonus Shares, from the date of allotment thereof, shall rank pari- passu in all respect with the existing equity shares of the Company. No Letter of allotment shall be issued in relation to the said Bonus Shares. Instead the respective beneficiary accounts will be credited for the Bonus Shares, or such shareholders who hold the existing equity shares in dematerialized/ electronic form, within the prescribed period.

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: Re-appointment of Mr. Shibu Theckumpurath Varghese (DIN: 02079917) as Whole-time director of the Company and enhancement of remuneration

The Board of Directors of the Company ("the Board") at its meeting held on 24th May, 2024 based on the recommendation of Nomination and Remuneration Committee and Audit Committee of the Company recommended the reappointment Mr. Shibu Theckumpurath Varghese (DIN: 02079917) as a Whole time Director, designated as Executive Director, for a

further period of 5 (five) years from the expiry of his present term, that is, 30th August, 2024 with revised remuneration. The Board is of the view that his rich experience, dynamism and recognition, Mr. Shibu Theckumpurath Varghese is most competent and appropriate person to be appointed on the Board as a Whole-Time Director of the Company

Pursuant to provisions of Sections 196, 197, 203 and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act and Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is required to obtain the approval of the members by way of a special resolution for payment of remuneration to Managerial Personnel, excess of the limit specified in section 197 of the Companies Act, 2013. Further, pursuant to the provision of Section 196 of the Act, the appointment of a Whole-Time Director including the terms and conditions thereof is required to be approved by the members of the Company. The proposed special resolution being approved as set out at Item No. 2 of this Notice would also be in compliance with the aforesaid requirements.

It is therefore proposed to seek members' approval for the re-appointment and enhancement of remuneration payable to Mr. Shibu Theckumpurath Varghese as Whole time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Shibu Theckumpurath Varghese are as under:

Mr. Shibu Theckumpurath Varghese is Liable to retire by rotation

Requisite details relating to the proposal as prescribed in Schedule V of the Companies Act, 2013 are given herein:

I. General information:

i. Nature of Industry:

The Company is a systemically important non-deposit taking Non- Banking 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:

Not applicable. 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, 2024

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Income from Operations and other Income	3,15,92,32,128.70	2,78,74,97,881.65

Total expenses	2,85,74,90,035.10	2,54,12,19,932.68
Profit/(Loss) before tax	30,17,42,093.59	24,62,77,948.97
Profit/(Loss) after tax	23,02,86,687.72	18,33,10,369.57

**The detailed balance sheet, statement of profit & loss and other financial statement are available as part of the Annual Report of the Company, available on the website of the Company.*

i. 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 Whole-time Director

i. Background details:

Mr. Shibu Theckumpurath Varghese is associated with the Company as Director with effect from August 2016. He specializes in the Non- Banking sector.

ii. Past remuneration:

Mr. Shibu Theckumpurath Varghese was paid a remuneration of Rs. 8,00,000/- (Rupees Eight Lakhs only) permonth.

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, directions issued by the Reserve Bank of India (RBI) 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 Rs. 1,80,00,000/- (Rupees One Crore Eighty Lakhs only) per annum by way of monthly payment effect from September 01, 2024.

The terms and conditions of his appointment including the Remuneration may be altered and varied by the Board within the overall limit approved by the Members. Further, in the event of loss or inadequacy of profits in any financial year, the remuneration as detailed in the Special Resolution mentioned in item No. 2 of this Notice (with such increase as may be approved by the Board, within overall limit) will be payable as remuneration.

- 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 34978109 Shares i.e. 17.02% of the share capital of the Company. He is part of the promoter group and the spouse of Mrs. Biji Shibu, promoter and director of the Company. Mr. Shibu Theckumpurath Varghese has no other pecuniary relationship with the Company or with the managerial personnel, except the remuneration being paid to him.

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. 2.

The Board of Directors recommends the special resolution set out at item no. 2 of the notice for approval of the Members.

Details of directors seeking fixation of remuneration at the forthcoming Extraordinary 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 – 59 Years
Qualifications and Experience	He is associated with the Company for about 8 years. He specializes in the Companying sector.
Terms and Conditions of appointment	Liable to retire by rotation
Remuneration sought to be paid	Increasing the monthly remuneration from Rs 8 Lakhs/- to Rs. 15 Lakhs/-
Date of first appointment on the Board	July 27, 2016

Shareholding in KLM Axiva Finvest Limited	34978109 Shares i.e. 17.02% of the share capital of the Company
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 (2024-25)	4
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
Listed Entities from which the Director has resigned in the past three years.	Nil

Item No. 3: Change in designation of Ms. Biji Shibu, (DIN: 06484566) & enhancement of remuneration

The Board of Directors of the Company ("the Board") at its meeting held on 24th May, 2024 based on the recommendation of Nomination and Remuneration Committee and Audit Committee recommends an enhancement of Salary payable to Ms. Biji Shibu (DIN: 06484566) from Rs.12,00,000/- per annum (Rupees Twelve Lakh Only) to an annual remuneration of Rs. 36,00,000/- (Rupees Thirty Six Lakh only) which shall be paid by way of monthly payment in equal installments.

The Directors recommend the item set out in item no.3 to be passed as Special resolution.

Except Ms. Biji Shibu , Mr. Shibu Theckumpurath Varghese, and their relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

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 Company India (RBI) predominantly in the business of lending against the security of gold.

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

Not Applicable. 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, 2024:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Income from Operations and other Income	3,15,92,32,128.70	2,78,74,97,881.65
Total expenses	2,85,74,90,035.10	2,54,12,19,932.68
Profit/(Loss) before tax	30,17,42,093.59	24,62,77,948.97
Profit/(Loss) after tax	23,02,86,687.72	18,33,10,369.57

**The detailed balance sheet, statement of profit & loss and other financial statement are available as part of the Annual Report of the Company, available on the website of the Company.*

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 since March 2013.

ii. Past remuneration: Rs 1,00,000/- per month

iii. Recognition or awards: Nil.

iv. Job profile and her 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. 36,00,000/- (Rupees Thirty Six Lakhs only) by way of monthly payment with effect from July 01, 2024.

The terms and conditions of his appointment including the Remuneration may be altered and varied by the Board within the overall limit approved by the Members. Further, in the event of loss or inadequacy of profits in any financial year, the

remuneration as detailed in the Resolution mentioned in item No. 3 of this Notice (with such increase as may be approved by the Board, within overall limit) will be payable as remuneration.

- 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 promoter of the Company holding 23955314 Shares i.e. 11.66% of share capital of the Company. She is the spouse of Mr. Shibu Theckumpurath Varghese, Whole-time 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.

Details of directors seeking appointment and fixation of remuneration at the forthcoming Extra-ordinary 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 – 54 Years
Qualifications and Experience	She is associated with the Company since 2013.
Terms and Conditions of appointment	Liable to retire by rotation
Remuneration sought to be paid	Increasing monthly remuneration from Rs. 1,00,000/- to Rs. 3,00,000/- by way of monthly payment.
Date of first appointment on the Board	March 09, 2013
Shareholding in KLM Axiva Finvest Limited	23955314 Shares i.e. 11.66 % shareholding of the Company
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 (2024-25)	4

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
Listed Entities from which the Director has resigned in the past three years.	Nil

Except, Mr. Shibu Theckumpurath Varghese, Ms. Biji Shibu and their relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

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: Enhancement of Remuneration to Mr. Sreenivasan Thettalil Parameswaran Pillai (DIN: 03048551) Chairman and Non-Executive Director of the Company

Mr. Sreenivasan Thettalil Parameswaran Pillai (DIN: 03048551) was appointed as the Chairman and Non- Executive Director of the Company at the Extra Ordinary General Meeting held on 23rd May 2023 for an annual remuneration of Rs. 12,00,000/- (Rupees Twelve lakhs only) per annum. Based on the recommendation and approval of Nomination and Remuneration Committee and Audit Committee in their meetings held on 24th May, 2024 , the board of directors recommend to the members on the enhancement of remuneration payable to Mr. Sreenivasan Thettalil Parameswaran Pillai (DIN: 03048551) from Rs. 12,00,000/- (Rupees Twelve lakhs only) to Rs.13,33,332/- (Rupees Thirteen Lakh Thirty Three Thousand Three Hundred and Thirty Two) by way of monthly payment.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sreenivasan Thettalil Parameswaran Pillai 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.

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

Not Applicable. 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, 2024

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Income from Operations and other Income	3,15,92,32,128.70	2,78,74,97,881.65
Total expenses	2,85,74,90,035.10	2,54,12,19,932.68
Profit/(Loss) before tax	30,17,42,093.59	24,62,77,945.97
Profit/(Loss) after tax	23,02,86,687.72	18,33,10,369.57

**The detailed balance sheet, statement of profit & loss and other financial statement are available as part of the Annual Report of the Company, available on the website of the Company.*

- 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, 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

Rs. 12,00,000/- per Annum

- 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. 13,33,332/- (Rupees Thirteen lakhs Thirty Three Thousand Three Hundred and Thirty Two only) by way of monthly payment

The terms and conditions of his appointment including the Remuneration may be altered and varied by the Board within the overall limit approved by the Members. Further, in the event of loss or inadequacy of profits in any financial year, the remuneration as detailed in the Resolution mentioned in item No. 4 of this Notice (with such increase as may be approved by the Board, within overall limit) will be payable as remuneration.

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

Name of the Director	Sreenivasan Thettalil Parameswaran Pillai
DIN	03048551
Date of Birth and Age	17/06/1944 – 80 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 and Conditions of appointment	Mr Sreenivasan Thettalil Parameswaran Pillai was appointed as the Chairman and Non-Executive Director of the company on 23 rd May 2023 for a remuneration of Rs.12 Lakhs
Remuneration sought to be paid	Increasing Annual remuneration from Rs. 12 lakhs to Rs.13,33,332/- (Rupees Thirteen Lakh Thirty Three Thousand Three Hundred and Thirty Two) by way of monthly payment.
Date of first appointment on the Board	July 27, 2016
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 (2024-25)	3
List of Directorship held in other Companies	Nil
List of Membership / Chairmanship of Committees of other Board	Nil
Listed Entities from which the Director has resigned in the past three years.	Nil

For and behalf of the Board of Directors
Sd/

Shibu Theckumpurath Varghese
Whole time Director
DIN: 02079917

Place: Ernakulam
Date: 24.05.2024