

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (LODR) Regulations, 2015, Secretarial Standard-2 issued under Section 118 (10) of the Companies Act, 2013 and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2020 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars'), to transact the special business as set out hereunder by passing Special Resolution, as applicable, by way of postal ballot only by voting through electronic means (e-voting). MCA vide its circulars mentioned above have allowed the Companies to transact items through postal ballot in accordance with the framework provided in the aforesaid circulars up to 30th September, 2024.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ('Notice') is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The process for registration of email address is appended in the Notes to this Notice. Pursuant to the provisions of Sections 110 of the Act read with the Rules, MCA Circulars and SS-2 and SEBI (LODR) Regulations, 2015, the Company is providing e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the e-voting system. The Company has engaged the services of the Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to its members.

The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act with the rules setting out all the material facts relating to the resolutions mentioned in the Postal Ballot Notice is annexed for your consideration.

The Board of Directors of the Company has appointed CS Nikhil George Pinto (Membership No.: FCS 11074, CP: 16059) Partner, M/s. CaesarPintoJohn & Associates LLP, Company Secretaries, Kochi as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available in the said process. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The e-voting shall commence on Wednesday, August 14, 2024 at 9:00 a.m. (IST) and shall end on Friday, September 13, 2024 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Members desiring to exercise their vote through the e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 5:00 p.m. (IST) on Friday, September 13, 2024. The e-voting facility will be disabled by CDSL immediately thereafter and voting shall not be allowed beyond the said time and date.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his report to the Whole-time Director or any other person authorized by him. The results declared, along with the Scrutinizer's Report, shall be announced by the Whole-time Director or such person as authorized, within the stipulated timelines. The Scrutinizer's decision on the validity of votes cast will be final. The said results will be displayed on the website of the Company at <https://klmaxiva.com/regulations>, the website of CDSL at www.evotingindia.com and shall also be communicated to the Stock Exchanges where the Company's Non-Convertible Debentures are listed viz. BSE Limited ('BSE') and be made available on its websites viz. at www.bseindia.com. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS

1. Re-appointment of Mr. K.M. Kuriakose (DIN: 08924909) as an Independent Director.

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

"RESOLVED THAT pursuant to Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the rules framed thereunder, and the provisions of regulations 17(1C) and 25(2A) of Securities and Exchange Board of India (*Listing Obligations and Disclosure Requirements*) Regulations, 2015 (including any statutory modification(s), amendments(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, consent of the members are hereby accorded for the re-appointment of Mr. Kuriakose (DIN: 08924909), who was appointed as an Independent Director of the Company for a term of 1 year upto May 23, 2024 and currently appointed as Additional Director (Non-Executive, Independent) on May 23, 2024, who is eligible for reappointment as an independent director and in respect of whom the Company has received a notice of candidature from a member under Section 160 (1) of the Act as an Independent Director (Non-Executive) of the Company to hold the office for a second term of 5 (Five) year with effect from May 23, 2024, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors 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, RBI, Stock Exchanges or other applicable authorities."

2. Re-appointment of Mr. Joseph Paul Menacherry (DIN: 06540233) as an Independent Director.

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

"RESOLVED THAT pursuant to Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the rules framed thereunder, and the provisions of regulations 17(1C) and 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendments(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, consent of the members are hereby accorded for the re-appointment of Mr. Joseph Paul Menacherry (DIN:06540233), who was appointed as an Independent Director of the Company for a term of 1 year upto June 08 2024 and presently appointed as Additional Director (Non-Executive, Independent) who is eligible for reappointment as an independent director and in respect of whom the Company has received a notice of candidature from a member under Section 160 (1) of the Act, as an Independent Director (Non-Executive) of the Company to hold the office for a second term of 5 (Five) years with effect from June 08, 2024, not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors 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, RBI, Stock Exchanges or other applicable authorities."

By Order of the Board of Directors of

Sd/-

Shibu Theckumpurath Varghese

Whole time Director

DIN: 02079917

Ernakulam
08.08.2024

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from KFin Technologies Limited, the Company's Registrar and Transfer Agent ('RTA') / Depositories as on Friday, August 09, 2024 ('Cut-Off date') and whose email addresses are registered with the Company/ RTA/Depository Participants (in case of electronic shareholding). The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off date i.e. Friday, August 09, 2024. Shareholders who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts.
3. As per the MCA circulars, physical copies of this Postal Ballot notice, Postal Ballot forms and pre-paid Business envelopes are not being sent to the shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through e-voting only.
4. The Company is pleased to provide the e-voting facility to its members, to enable them to cast their votes electronically. The instructions for the e-voting are mentioned in Note No. 12 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by electronic means. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
6. The Postal Ballot/e-voting shall commence on Wednesday, August 14, 2024 at 9:00 a.m. (IST) and shall end on Friday, September 13, 2024 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
7. For the purpose of providing e-voting facility, the Company has entered into an agreement with CDSL for facilitating e-voting and enabling the shareholders to cast their votes electronically.

8. A copy of this Postal Ballot Notice is also available on the website of the Company at <https://klmaxiva.com/regulations>, the relevant section of the website of BSE at www.bseindia.com, on which the Non-Convertible Debentures of the Company are listed and on the website of CDSL at www.evotingindia.com.
9. The voting for this Postal Ballot cannot be exercised through proxy.
10. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at secretarial@klmaxiva.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of e-voting period of this Postal Ballot i.e. Tuesday, September 10, 2024.
11. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. Tuesday, September 10, 2024. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
12. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
13. The Scrutinizer will submit his report to the Whole Time Director after completion of the scrutiny of the e-Voting, on or before Sunday, September 15, 2024 and the result of the Postal Ballot through electronic voting means will be announced on or before Sunday, September 15, 2024 at 3:00 P.M. at the Company's Registered Office of the Company by the Whole Time Director of the Company. The results of the Postal Ballot will also be displayed at the Registered Office of the Company at P.N.39, D.N.8-13, 1st Floor, Ashoka Complex, Mythripuram Colony, Gayathri Nagar X Road, Vaishalin agar P.O. Hyderabad, Rangareddi, Telegana - 500079 and shall be intimated to the Stock Exchanges where securities of the Company are listed (viz., BSE: www.bseindia.com) and will be hosted along with the Scrutinizer's report on the Company's website: <https://klmaxiva.com/regulations> and CDSL website: www.evotingindia.com

Instruction for e-voting

In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) to enable the Shareholders to cast their votes electronically.

The instructions for shareholders for e-voting 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.

- The e-voting period commences from **Wednesday, August 14, 2024 at 9:00 a.m. (IST) and shall end on Friday, September 13, 2024 at 5:00 p.m. (IST)**. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Friday, August 09, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to its 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 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.

- 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 aforesaid SEBI Circular, login method for e-voting for Individual shareholders holding securities in mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 CDSL website www.cdslindia.com and click on Login icon and select 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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider

	for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there 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 at CDSL website and click on login & New System Myeasi Tab and then click on registration option. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number 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 e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 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.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat mode	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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.

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <KLM AXIVA FINVEST LIMITED> on which you choose to vote.
- 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.

- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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 and enter the details as prompted by the system.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- **Additional Facility for Non – Individual Shareholders and Custodians:**
 - a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e. 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.
 - f. Alternatively, Non-Individual shareholders are required 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 secretarial@klmaxiva.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES.**
 - a. 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 the Company at secretarial@klmaxiva.com.

- b. For Demat shareholders: - Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

By Order of the Board of Directors of

Sd/-

Shibu Theckumpurath Varghese

Whole time Director

DIN: 02079917

Ernakulam
08.08.2024

Explanatory Statement pursuant to Section 102(1) and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act"), the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and Secretarial Standards on General Meetings (SS-2).

1. Re-appointment of Mr. K.M. Kuriakose (DIN: 08924909) as an Independent Director.

Mr. K.M. Kuriakose (DIN: 08924909) was appointed as the Independent Director of the Company at the 26th Annual General Meeting of the Company held on 18th August 2023 for a period of one year commencing from May 23, 2023. Thereafter, the Board of directors in its meeting held on 24th May 2024 appointed Mr. K.M. Kuriakose as an Additional Director designated as Independent and Non-Executive to the Board of Directors of the Company.

The Board of Directors based on the Performance evaluation and recommendation of Nomination and Remuneration Committee propose the re-appointment of Mr. Kuriakose as an Independent Director of the Company for a second term of 5 (Five) years with effect from May 23, 2024.

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

The members may note that 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. The summary of the performance evaluation of Mr. K.M. Kuriakose (DIN: 08924909) conducted during March 2024 is as follows:

Criteria	K. M. Kuriakose
Regularly and constructively attend board, committee and general meetings.	5
Prepares in advance for board and committee meetings.	4.6
Maintenance of confidentiality of information.	5
Ensuring of good corporate governance practices.	5
Initiates discussions on issues in company's interest.	5
Ensuring good corporate governance practices.	5

Working relationships with Board members.	5
Knowledge of Board governance procedures.	4.6
Being well informed about the Company and external environment in which it operates.	5
Exercise of independent judgment in the best interest of Company.	5
Adherence to the applicable code of conduct for independent directors.	5

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

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

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

The draft letter of appointment which set out the terms of re-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 re-appointed, the same shall be dispatched to Mr. Kuriakose. The terms and conditions of re-appointment of independent director shall be open for inspection at the corporate office of the Company by any member during normal business hours. The terms and conditions of re-appointment of independent directors is also posted on the Company's website.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Kuriakose, are concerned or interested (financially or otherwise) in the resolution set out as item no.1.

Therefore, in accordance with the above provisions, the Board recommends the special resolution set out at item no.1 for approval of the Members.

The details of the proposed director as per SEBI (LODR) regulation 2015 and Secretarial standard on General Meeting issued by the Institute of Company Secretaries of India, are provided as below:

Name of the Director	Mr. Kuriakose
DIN	08924909
Date of Birth and Age	04/09/1954 – 69 Years
Qualifications	Mr. Kuriakose is a graduate in B.A. (English Language and Literature) from Mahatma Gandhi University, Kerala; post graduate in M.A. (English Language and Literature) from Vikram University, Ujjain and M.Phil. holder in Linguistics from Kerala University.
Experience	Mr. Kuriakose has more than 30 years of experience in teaching in reputed colleges at Kerala.
Terms and Conditions of appointment	As per draft letter of appointment posted in the website of the Company.
Remuneration sought to be paid	Sitting fees for attending meetings of Board and Committees thereof within the limits specified by the Companies Act, 2013.
Date of first appointment on the Board	May 23, 2023
Shareholding in KLM Axiva Finvest Limited	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year (2024-25)	05
List of Directorship held in other Companies	1. Astoria Nidhi Limited 2. Ente Naadu Nidhi Limited
List of Membership / Chairmanship of Committees of other Board	Nil
Justification for choosing the appointees for appointment as Independent Directors	The knowledge of business, competence and experience of Mr. Kuriakose would be beneficial to the Company and diversify the Board.
Listed Entities from which the Director has resigned in the past three years.	Nil

Skills and capabilities required for the role and the manner in which Mr. Kuriakose meets such requirements	Refer to the Item no. 1 of the explanatory statement.
---	---

2. Re-appointment of Mr. Joseph Paul Menacherry (DIN: 06540233) as an Independent Director.

Mr. Joseph Paul Menacherry (DIN:06540233) was appointed as the Independent Director of the Company at the 26th Annual General Meeting of the Company held on 18th August 2023 for a period of one year commencing from June 08, 2023. Thereafter, the Board of Directors in their meeting held on 24th May 2024 appointed Mr. Joseph Paul Menacherry as an Additional Director designated as Independent and Non-Executive to the Board of Directors of the Company.

The Board of Directors based on the Performance evaluation and recommendation of Nomination and Remuneration Committee propose the re-appointment of Mr. Joseph Paul Menacherry as an Independent Director of the Company for a second term of 5 (Five) years with effect from June 08, 2024.

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

The members may note that 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. The summary of the performance evaluation of Mr. Joseph Paul Menacherry (DIN: 06540233) conducted during March 2024 is as follows:

Criteria	M. P. Joseph
Regularly and constructively attend board, committee and general meetings.	5
Prepares in advance for board and committee meetings.	4.8
Maintenance of confidentiality of information.	5
Ensuring of good corporate governance practices.	5
Initiates discussions on issues in company's interest.	5
Ensuring good corporate governance practices.	5
Working relationships with Board members.	5

Knowledge of Board governance procedures.	4.6
Being well informed about the Company and external environment in which it operates.	5
Exercise of independent judgment in the best interest of Company.	5
Adherence to the applicable code of conduct for independent directors.	5

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

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

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

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

The draft letter of appointment which set out the terms of re-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 re-appointed, the same shall be dispatched to Mr. Joseph Paul Menacherry. The terms and conditions of re-appointment of independent director shall be open for inspection at the corporate

office of the Company by any member during normal business hours. The terms and conditions of re-appointment of independent directors is also posted on the Company's website.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Joseph Paul Menacherry, is 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.

The details of the proposed director as per SEBI LODR regulation 2015 and Secretarial standard on General Meeting issued by the Institute of Company Secretaries of India, are provided as below:

Name of the Director	Mr. Joseph Paul Menacherry
DIN	06540233
Date of Birth and Age	24/12/1953 – 70 Years
Qualifications	Mr. Joseph Paul Menacherry former IAS officer is a Masters Holder in Human Resources Development from Victoria University of Manchester, UK, Master's degree holder in Solid State Physics from The Cochin University of Science and Technology and has done his Pre-University Course from Loyola College Numbakkam, Chennai.
Experience	Mr. Joseph Paul Menacherry was an Advisor in the Rank of Additional Chief Secretary advising the Government of Kerala. He was the Executive Vice Chairman of Bhavanam Foundation Kerala.
Terms and Conditions of appointment	As per draft letter of appointment posted in the website of the Company.
Remuneration sought to be paid	Sitting fees for attending meetings of Board and Committees thereof within the limits specified by the Companies Act, 2013.
Date of first appointment on the Board	June 08, 2023
Shareholding in KLM Axiva Finvest Limited	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year (2024-25)	4

List of Directorship held in other Companies	1. M P Joseph's Jgnana Kendra (OPC) Private Limited
List of Membership / Chairmanship of Committees of other Board	Nil
Justification for choosing the appointee for appointment as Independent Directors	The skills, expertise and experience of Mr. Joseph Paul Menacherry would be beneficial to the Company for its global expansion plans
Listed Entities from which the Director has resigned in the past three years.	Nil
Skills and capabilities required for the role and the manner in which Mr. M P Joseph meets such requirements	Refer to the Item no. 2 of the explanatory statement.

By Order of the Board of Directors of

Sd/-

Shibu Theckumpurath Varghese

Whole time Director

DIN: 02079917

Ernakulam

08.08.2024