

To  
**The Debenture Holders,  
KLM Axiva Finvest Limited (“Issuer”)**

**Subject: No Objection Certificate in relation to Public Issue of Secured, Redeemable, Non-Convertible Debentures (NCDs) of face value of Rs.1000 each, at par aggregating up to Rs.10,000 lakhs, hereinafter referred to as the ("Base Issue") with an option to retain oversubscription up to Rs.10,000 lakhs aggregating to a total of upto Rs,20,000 lakhs hereinafter referred to as the Overall Issue size (KLM NCD VII).**

This is with reference to the listed, secured, non-convertible debentures (“NCDs”) issued by KLM Axiva Finvest Limited (“**Issuer**”) from time to time under various Debenture Trust Deeds (collectively referred to as “**Existing DTD**”) wherein we would like to inform as below to the Debenture holder/s (“**Existing Debenture Holder/s**”) as per the latest BENPOS for the respective NCD issuances.

In relation to the above, we have been informed that the Issuer has proposed Public Issue of Secured, Redeemable, Non-Convertible Debentures (NCDs) of face value of Rs.1000 each, at par aggregating up to Rs.10,000 lakhs, hereinafter referred to as the ("Base Issue") with an option to retain oversubscription up to Rs.10,000 lakhs aggregating to a total of upto Rs,20,000 lakhs hereinafter referred to as the Overall Issue size (KLM NCD VII) over the same ‘Security’ which has been provided to the Existing Debenture Holders under the Existing DTD.

In this connection, please be informed that as per the covenants under the Existing DTD executed for the various NCD issuances, the Issuer shall not create any further encumbrances on the Security, except with the prior consent / NOC of the Debenture Trustee. In the event of receipt of such request by the Issuer and upon receipt of a Chartered Accountant certificate suggesting that even after creation of such further charge on the Security the Security Cover required under the Existing DTD shall continue to be maintained, as per the requirements of the applicable SEBI regulations, Debenture Trustee is required to provide 5 working days to the Existing Debenture Holders and seek their approval for creation of further charge.

Accordingly, please note that the Issuer has obtained and submitted to us a Chartered Accountant Certificate (*as attached*), which indicates that there would be no dilution of Security below the Security Cover stipulated under the Existing DTD and that the Issuer has maintained and will continue to maintain the stipulated security cover under Existing DTD to secure the existing outstanding NCDs.

In light of the above, considering the stipulated Security Cover as stated under the Existing DTD is maintained, there is no specific requirement for Vistra to obtain ‘consent’ from the Existing Debenture Holders under the Existing DTD, prior to providing the NOC to the Issuer for proposed Public Issue of Secured, Redeemable, Non-Convertible Debentures (NCDs) of face value of Rs.1000 each, at par aggregating up to Rs.10,000 lakhs, hereinafter referred to as the ("Base Issue") with an option to retain oversubscription up to Rs.10,000 lakhs aggregating to a total of upto Rs,20,000 lakhs hereinafter referred to as the Overall Issue size (KLM NCD VII) over the same ‘Security’ which has been provided to the Existing Debenture Holders under the Existing DTD. However, irrespective of the same as a prudent trustee and as per the requirement under the applicable law, we would hereby inform you of receipt of the said request from the Issuer for proposed public issue. Kindly note that this is for your information and records and we await your objection/observation, if any, within 5 working days.

In case of any additional information required, please feel free to enquire us. We will assist you with the same and facilitate the response your queries from the Issuer.

**Thanks & Regards**  
**Vistra ITCL (India) Limited | Trust Operations**

To,  
**VISTRA ITCL (INDIA) LIMITED**  
The IL& FS Financial Center  
Plot No.C – 22, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400051

Dear Sir/Ma'am,

**Sub: Request to issue NOC**

With reference to the NCD-VII of KLM AXIVA FINVEST LIMITED request you to kindly issue an NOC for ceding pari passu charge over on all present and future current assets of the Company for securing proposed Public Issue of secured, redeemable, non-debentures of face value of Rs.1000 each, at par aggregating up to Rs.10,000 lakhs, hereinafter referred to as the ("Base Issue") with an option to retain oversubscription up to Rs.10,000 lakhs aggregating to a total of upto Rs.20,000 lakhs hereinafter referred to as the Overall Issue size (KLM NCD VII).

**For KLM Axiva Finvest Limited**



**Shibu Theckumpurath Varghese**  
**Wholetime Director**  
**DIN: 02079917**



**Place: Ernakulam**  
**Date: 06.07.2022**



**CERTIFICATE ON SECURITY COVER**

**VISTRA ITCL (INDIA) LIMITED**

The IL&FS Financial Center  
Plot No. C – 22, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400051

Dear Sir,

**Sub: Proposed public offering of secured, redeemable, non-convertible debenture (“NCDs”) aggregating up to ₹ 20,000 lakhs of KLM Axiva Finvest Limited (“Company”) (herein referred to as “Issue”).**

Based on the Audited balance sheet as on 31<sup>st</sup> March, 2022 produced before us and information made available by the Company, the security coverage for the NCDs, would be as follows:

Instrument	Amount outstanding as on March 31, 2022 ( In Lakhs)	Trustee	Security Stipulated	Security Cover as on March 31, 2022
Public issue of secured redeemable non-convertible debentures	65,643.19	<b>Vistra ITCL (India) Limited</b>  IL&FS Financial Centre Plot C-22 G Block, BandraKurla Complex, Bandra East, Mumbai 400 051.	The principal amount of the Secured NCDs together with all interest due on the Secured NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first ranking pari passu charge with existing secured creditors, on all movable assets, including book debts and receivables, cash and bank balances, other movable assets, loans and advances, both present and future of the Company equal to the value of one time of the	3.33 Times



			Debentures outstanding plus interest accrued thereon.	
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Further, based on the documents produced before us and information made available by the Company, we certify that the immovable assets which are to be mortgaged/hypothecated to **M/s. Vistra ITCL (India) Limited** are free from all encumbrances. For ascertaining the Security cover as on **March 31 , 2022**, the book value of current assets, including book debts, loans and advances, cash and bank balance and receivables have been taken from the Audited Financial Statements and Books of accounts being maintained by the Company.

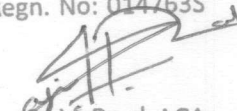
**For Paul And Joseph,  
Chartered Accountants  
Firm Registration Number: 014763S**

**CA Saju Paul, B.Com, ACA  
(Partner)  
Membership No: 256766  
UDIN: 22256766AMIPGE6739**

**Place: Palarivattom  
Date: 06-07-2022**



For **PAUL AND JOSEPH**  
Chartered Accountants  
Firm Regn. No: 014763S

  
Saju Paul ACA  
M. No. 256766

Note 1: Computation of Security cover as on March 31, 2022

<b>Note 1 :Computation of Security cover as on March 31 ,2022</b>		
<b>Particular</b>	<b>Amount(Rs.in Lakhs)</b>	
Gold Loan	62,546.93	
Vehicle Loan	1.45	
Personal Loan	1,197.27	
Business Loan	34,700.25	
Microfinance Loan	8,850.80	
<b>Add :Other Assets</b>		
Cash and Cash Equivalents	32,417.94	
Movable Fixed Assets	1,843.41	
<b>Total Assets/Security (A)</b>		<b>1,41,558.05</b>
Bank Overdraft/Cash Credit/Term Loan	6,369.67	
Non-Convertible Debentures - Public Issue	65,643.19	
Non-Convertible Debentures - Privately Placed	768.20	
Interest Payable on NCDs	2,230.63	
<b>Total Liability (B)</b>		<b>75,011.69</b>
<b>Excess Security Available</b>		<b>66,546.36</b>
<b>Proposed Public Issue</b>		<b>20,000.00</b>
<b>Coverage</b>		<b>3.33</b>


This certificate is being issued at the specific request of Vistra ITCL (India) Limited (formerly known as IL&FS Trust Company Limited), a trustee of the securities made through the Company.

**For Paul And Joseph,  
Chartered Accountants  
Firm Registration Number: 014763S**

For **PAUL AND JOSEPH**  
Chartered Accountants  
Firm Regn. No: 014763S

**CA Saju Paul, B.Com, ACA  
(Partner)  
Membership No: 256766  
UDIN:**



  
Saju Paul ACA  
M. No. 256766

**Place: Palarivattom  
Date: 06-07-2022**