

Date : 19.12.2023

To

The Debenture Holders of KLM Axiva Finvest Limited (“Issuer”)

Subject : No Objection Certificate in relation to Credit Facilities of Rs.20 Crores (Rupees Twenty Crores only) from Indian Overseas Bank by KLM Axiva Finvest Limited.

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 all 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 to **Borrowing / Credit Facilities of Rs.20 Crores (Rupees Twenty Crores only) from Indian Overseas Bank** over the same ‘Security’ which has been provided to the Existing Debenture Holders under the Existing DTD.

We have been requested by the Issuer vide it’s email dated **December 19, 2023** to issue NOC for ceding of pari passu charge over the Security. In this connection, we refer to relevant provision of Existing DTDs “Clause 3.4 Future Borrowings - Encumbrance on Security” as reproduced below,

“3.4. Future Borrowings – Encumbrance on Security - The Company shall not create any further encumbrances on the Security except with the prior approval of the Debenture Trustee. In the event of such request by the Company, the Debenture Trustee shall provide its approval for creation of further charges provided that, the Company provides a certificate from a chartered accountant empanelled with the Debenture Trustee, as required under Applicable Law, stating that after creation of such further charges, the required Security cover is maintained.”

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.

Additionally, the company has also submitted to us **security cover certificate & Management letter (*as attached*)**, which indicates that stipulated security cover is available under the Existing DTD and **proposed credit facility of Rs.20 Crores**.

In light of the above, considering the stipulated Security Cover as stated under the Existing DTDs is maintained, there is no specific requirement for Vistra to obtain ‘consent’ from the Existing Debenture Holders under the Existing DTDs, prior to providing the NOC for ceding charge to the Issuer for **proposed credit facility from Indian Overseas Bank of Rs. 20 Crores (Rupees Twenty Crores only)**.

Accordingly as a prudent measure 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 credit facilities from the Bank.

Kindly note that this is for your information and records.

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

Thanks & Regards

Vistra ITCL (India) Limited | Trust Operations

Date: November 30, 2023

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: Management letter to issue NOC

With reference to the loan from Indian Overseas Bank, M. G. Road, Ernakulam, for availing credit facilities of Rs.20 crores, the management hereby certify and confirm that the assets of the Company are surplus and will cover all NCDs issued by the Company till date and the security cover is maintained by the company till date from September 30, 2023. Security cover certificate as on September 30, 2023 issued by the statutory auditor is enclosed herewith.

Surplus asset calculation as on November 30, 2023:

	Particulars	Amount in crores (Rs.)
A	Financial assets	1611.38
B	Bank loans	115.31
A-B=C	Balance financial assets	1496.07
D	Assets eligible for debenture holders (fixed assets)	0.05
C+D=E	Total assets available for debenture holders & future borrowings	1496.12
F	Secured Non-Convertible Debentures (Private + Public)	726.15
E-F	Net surplus assets available for future borrowings	769.970

For KLM Axiva Finvest Limited


Shibu Theckumpurath Varghese
Wholetime Director
DIN: 02079917

RB JAIN AND ASSOCIATES
CHARTERED ACCOUNTANTS



CIVIL LANE ROAD, PALARIVATTOM, COCHIN -25

INDEPENDENT AUDITORS LIMITED REVIEW REPORT ON UNAUDITED QUARTERLY AND YEAR TO DATE FINANCIAL RESULTS OF KLM AXIVA FINVEST LIMITED PURSUANT TO REGULATION 52 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS AMENDED

To,
The Board of Directors
KLM AXIVA FINVEST LTD

1. We have reviewed the accompanying statement of unaudited financial results of KLM AXIVA FINVEST LIMITED (CIN : U65910TG1997PLC026983) for the period ended September 30, 2023. This statement is the responsibility of the Company's Management and approved by the Company's Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 - "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement or that it has not been prepared in accordance with the relevant

E-Mail: kjtassociates@gmail.com
MOB: 8891537093, 09349254789, 8075768998



**RB JAIN AND ASSOCIATES
CHARTERED ACCOUNTANTS**



CIVIL LANE ROAD, PALARIVATTOM, COCHIN -25

prudential norms issued by the Reserve Bank of India in respect of income recognition, asset classification, provisioning and other related matters.

**For RB JAIN and ASSOCIATES
Chartered Accountants
FRN: 103951W**



**K J Thomas BSc, FCA
Partner**

M No.019454

UDIN : 23019454 BGW GIK R8838

Date : 14-11-2023

E-Mail: kjtassociates@gmail.com

MOB: 8891537093, 09349254789, 8075768998

**RB JAIN AND ASSOCIATES
CHARTERED ACCOUNTANTS**



CIVIL LANE ROAD, PALARIVATTOM, COCHIN -25

CERTIFICATE ON SECURITY COVER

To,

**KLM Axiva Finvest Limited,
4th Floor, Door No.1871A24,
VM Plaza, Palarivattom,
Ernakulam - 682025**

Dear Sir,

Based on the unaudited financial statements and information and explanation made available by the Company, we certify that the security coverage for the secured debts as on September 30, 2023, would be as follows:



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CIVIL LANE ROAD, PALARIVATTOM, COCHIN -25

(Amounts in Lakhs)

Column A Particulars	Column B	Column C i Exclusive Charge	Column D ii Exclusive Charge	Column E iii Part- Passu Charge	Column F iv Part- Passu Charge	Column G v Part- Passu Charge	Column H vi Assets not offered as Security	Column I vii Elimination (amount in negative)	Column J (Total C to H)	Column K Related to only those items covered by this certificate	Column L Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Column M Market Value for Part passu charge Assets	Column N Carrying value/book passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Column O Total Value(=K+L+N)
	Description of asset for which this certificate relate	Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by part passu debtor holder (includes debt for which this certificate is issued & other debt with part-passu charge)	Other assets on which there is part- passu charge (excluding items covered in column F)				Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Market Value for Part passu charge Assets	Carrying value/book passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	
ASSETS		Book Value	Book Value	Yes/ No	Book Value	Book Value								
Property, Plant and Equipment		-	6,017.40	NO	-	-	6,172.37	-	12,189.77	-	6,017.40	-	-	6,017.40
Capital		-	945.27	-	-	-	945.27	-	945.27	-	-	-	-	-
Work-in- Progress		-	-	-	-	-	-	-	-	-	-	-	-	-
Right of Use Assets		-	-	-	-	-	-	-	-	-	-	-	-	-
Goodwill		-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets				NO	-	-	89.99	-	89.99		-	-	-	-



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a. Compliance of all the covenants/terms of the issue in respect of listed debt securities of the listed Entity

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RB JAIN AND ASSOCIATES
CHARTERED ACCOUNTANTS



CIVIL LANE ROAD, PALARIVATTOM, COCHIN -25

For R.B Jain and Associates,
Chartered Accountants
(FRN: 103951W)



A handwritten signature in blue ink, appearing to read 'K.J. Thomas'.

K.J Thomas BSc, FCA
Partner (M. No. 019454)
UDIN : 23019454 BGW6KQ1157
Place : Palarivattom
Date : 14.11.2023

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