

Date : 10.04.2024

To

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

Subject: No Objection Certificate in relation to Credit Facilities of Rs.50 Crores (Rupees Fifty Crores only) from State Bank of India 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 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.50 Crores (Rupees Fifty Crores only) from State Bank of India** 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 Email dated **April 08, 2024** 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 a **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 50 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 State Bank of India of Rs. 50 Crores (Rupees Fifty 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

Registered office:

The IL&FS Financial Centre,
Plot No. C- 22, G Block, 6th Floor
Bandra Kurla Complex, Bandra (East),
Mumbai 400051, India

Corporate office :

The Qube, 6th floor, 602
A wing Hasan pada road,
Mittal industrial estate Marol,
Andheri (East) Mumbai 400059
Tel : +91 22 2850 0028
Fax : +9122 2850 0029
Email: mumbai@vistra.com
www.vistraitcl.com

Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507

Date: April 08, 2024

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 enhancement of credit facilities by Rs.50 crs availed from State Bank of India, SME Branch, Thrissur by of KLM Axiva Finvest Limited, 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. The management also certify and confirm that security cover is maintained by the company till date. Security cover certificate as on December 31, 2023 issued by the statutory auditor is enclosed herewith.

Surplus asset calculation as on February 29, 2024:

	Particulars	Amount in crores (Rs.)
A	Financial ssets	1,765.11
B	Bank loans (including excess coverage, if any)	211.11
A-B=C	Balance financial assets	1,554.00
D	Assets eligible for debenture holders (fixed assets)	0.05
C+D=E	Total assets available for debenture holders & future borrowings	1,554.05
F	Secured Non-Convertible Debentures (Private Placement + Public issue) including interest payable	745.12
E-F	Net surplus assets available for future borrowings	808.93

For KLM Axiva Finvest Limited**Shibu Theckumpurath Varghese**
DIN: 02079917
Whole time Director

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 December 31, 2023, would be as follows:



E-Mail: kjtassociates@gmail.com

Mobile: 8891537093, 09349254789, 8075768988

RB JAIN AND ASSOCIATES
CHARTERED ACCOUNTANTS

CIVIL LANE ROAD, PALARIVATTOM, COCHIN -25



(Amounts in Lakhs)

Column A	Column B	Column C I	Column D II	Column E III	Column F IV	Column G V	Column H VI	Column I VII	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Debit for which this certificate being issued	Other Secured Debt	Debit for which this certificate being issued	Assets shared by part passu debit 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)	Assets not offered as Security	debt amount considered more than once (due to exclusive plus part passu charge)	(Total C to H)	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, DSR, market value is not applicable)	Market Value for Part passu charge Assets	Carrying value/book value for part passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSR, market value is not applicable)	Total Value=(K+L+M + N)
ASSETS		Book Value	Book Value	Yes/ No	Book Value	Book Value								
Property, Plant and Equipment		-	7,323.19	NO	-	-	5,816.35	-	13,139.55	-	7,323.19	-	-	7,323.19
Capital		-	1,303.69	-	-	-	-	-	1,303.69	-	-	-	-	-
Work-in-Progress		-	-	-	-	-	-	-	-	-	-	-	-	-
Right of Use Assets		-	-	-	-	-	-	-	-	-	-	-	-	-
Goodwill		-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets		-	-	NO	-	-	92.99	-	92.99	-	-	-	-	-

E-Mail: rbjainassociates@gmail.com
Mobile: 8891537093, 09349254789, 8075768988



RB JAIN AND ASSOCIATES
CHARTERED ACCOUNTANTS



CIVIL LANE ROAD, PALARIVATTOM, COCHIN -25

Intangible Assets under Development															
Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loans	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Inventories	-	-	158,291.10	-	-	-	158,291.10	-	-	-	-	-	158,291.10	-	158,291.10
Trade Receivables	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Receivables	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cash and Cash Equivalents	-	-	0,715.65	-	-	-	0,715.65	-	-	-	-	-	0,715.65	-	0,715.65
Bank Balances other than Cash and Cash Equivalents	-	-	3,624.45	-	-	-	3,624.45	-	-	-	-	-	-	-	-
Others	-	-	1,513.17	-	-	-	1,513.17	-	-	-	-	-	1,513.17	-	1,513.17
Total	-	8,026.09	1,724,443.77	-	-	2,577.05	1,89,257.64	-	-	7,323.19	-	-	1,68,519.92	-	1,75,843.11



E-Mail: kjassociates@gmail.com
Mobile: 8891537093, 09349254789, 8075768988

**RB JAIN AND ASSOCIATES
CHARTERED ACCOUNTANTS**

CIVIL LANE ROAD, PALARIVATTOM, COCHIN -25



LIABILITIES	Debt securities to which the certificate pertains	Issued NCDs		YES	72,614.90														
Other debt relating part-wise charge with above debt																			
Other Debt				NO															
Subordinated debt				NO															
Borrowings																			
Bank	Borrowings from Bank		12,824.90		12,824.90														
Debt Securities	NCD issued under private placement			No															
Others	Perpetual Debt																		
Trade payables																			
Lease																			
Liabilities																			
Provisions																			
Others																			
Total			12,824.90		3,518.90		89,258.70												
Cover on Book Value			0.67 Times																
Cover on Market Value																			

E-Mail: kjassociates@gmail.com
Mobile: 8891537093, 09349254789, 8075768988



**RB JAIN AND ASSOCIATES
CHARTERED ACCOUNTANTS**



CIVIL LANE ROAD, PALARIVATTOM, COCHIN -25

	Exclusive Security Cover Ratio	0.67 Times		Part-Passu Security Cover Ratio	1.93 Times						
	.		.		.						

Note :

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

We have examined the compliances made by the listed entity in respect of the covenants/terms of the issue of the listed debt securities (NCD's) and certify that the such covenants/terms of the issue have been complied by the listed entity.



**RB JAIN AND ASSOCIATES
CHARTERED ACCOUNTANTS**

CIVIL LANE ROAD, PALARIVATTOM, COCHIN -25

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



K.J Thomas BSc, FCA
Partner (M. No. 019454)
UDIN : 24019454BKAHNB2016
Place : Palariivattom
Date : 12.02.2024



E-Mail: kjtassociates@gmail.com
Mobile: 8891537093, 09349254789, 8075768988