Prospectus

June 30, 2021

**KLM AXIVA FINVEST LIMITED**

*Our Company was incorporated on April 28, 1997, as ‘Needs Finvest Limited’, a public limited company under the Companies Act, 1956 with a certificate of incorporation*

*issued by RoC (as defined below). Our Company also obtained the certificate of commencement of business dated May 6, 1997 from RoC. The name of our Company was*

*changed to ‘KLM Axiva Finvest Limited’ pursuant to a resolution passed by the shareholders of our Company at the EGM held on January 25, 2016 and a fresh certificate of*

*incorporation dated February 29, 2016 was issued by the RoC. Our Company has obtained a certificate of registration dated March 15, 2016 bearing registration no. 09.00006*

*issued by the Reserve Bank of India (“****RBI****”) to carry on the activities of a non-banking financial company without accepting public deposits under Section 45 IA of the RBI*

*Act, 1934. For details of changes in our name and registered office, see “History and Certain Other Corporate Matters” on page 115.*

**Registered Office:** Door No. 3-3-408/1, First Floor, RTC Colony, Opposite SBI Bank, LB Nagar, Mansoorabad, Rangareddi, Hyderabad – 500 074, Telangana, India;

**Telephone:** +91-40-48542753;

**Corporate Office:** 4th Floor, Door No.1871A24, VM Plaza, Palarivattom, Ernakulam- 682 025, Kerala, India;

**Telephone**: +91 -484-4281 111

**Company Secretary and Compliance Officer**: Mr. Srikanth G. Menon; **Telephone:** +91-484-4281118;

**E-mail:** co\_secy@klmgroup.in; **Website**: www.klmaxiva.com

**Corporate Identity Number:** U65910TG1997PLC026983

**PUBLIC ISSUE BY KLM AXIVA FINVEST LIMITED, (“COMPANY” OR “ISSUER”) OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES**

**OF FACE VALUE OF ₹ 1,000 EACH (“NCDS”), AT PAR, AGGREGATING UP TO ₹ 10,000 LAKHS, HEREINAFTER REFERRED TO AS THE “BASE ISSUE”**

**WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UP TO ₹ 5,000 LAKHS, AGGREGATING UP TO ₹ 15,000 LAKHS, HEREINAFTER REFERRED TO**

**AS THE “OVERALL ISSUE SIZE” (THE “ISSUE”). THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE**

**BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED (“SEBI DEBT REGULATIONS”), THE**

**COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED.**

**PROMOTER**

Our Promoter is Ms. Biji Shibu. For further details, see “*Our Promoter*” on page 127.

**GENERAL RISKS**

For taking an investment decision, the investors must rely on their own examination of our Company and the Issue, including the risks involved. Specific attention of the

investors is invited to “*Risk Factors*” on page 16 and “*Material Developments*” on page 131, before making an investment in the Issue. This document has not been and

will not be approved by any regulatory authority in India, including the RBI, the Securities and Exchange Board of India (“**SEBI**”), the RoC or any stock exchange in India.

**ISSUER’S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for, and confirms that this Prospectus contains all information with regard to our Company and

the Issue, which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material respects and is not misleading in

any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a

whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**COUPON RATE, COUPON PAYMENT FREQUENCY, MATURITY DATE, MATURITY AMOUNT & ELIGIBLE INVESTORS**

For details relating to Coupon Rate, Coupon Payment Frequency, Maturity Date and Maturity Amount of the NCDs, see “*Issue Structure*” on page 148. For details relating

to eligible investors, see “*Issue Structure*” on page 148.

**CREDIT RATING**

The NCDs proposed to be issued under this Issue have been rated “CARE BB+; Stable (Double BB plus; Outlook: Stable)”, by CARE Ratings Limited (“**CARE Ratings**”)

for an amount up to ₹ 15,000 lakhs, *vide* its letter dated February 26, 2021 and revalidated *vide* its letter dated June 16, 2021. The rating of NCDs by CARE Ratings indicates

that instruments with this rating are considered to have moderate risk of default regarding timely servicing of financial obligations. This rating is not a recommendation to

buy, sell or hold securities and investors should take their own decisions. The rating provided by rating agency may be suspended, withdrawn or revised at any time by the

assigning rating agency on the basis of new information etc., and should be evaluated accordingly. Please refer to page 258 for the rationale for the above rating.

**LISTING**

The NCDs offered through this Prospectus are proposed to be listed on the BSE Limited (“**BSE**”) and BSE shall be the Designated Stock Exchange. Our Company has

obtained ‘in-principle’ approval for this Issue from BSE *vide* their letter dated June 30, 2021. BSE shall be the Designated Stock Exchange for this Issue.

**PUBLIC COMMENTS**

The Draft Prospectus was filed with BSE on June 22, 2021, pursuant to Regulation 6(2) of the SEBI Debt Regulations and was open for public comments for a period of 7

(seven) Working Days i.e. until 5 p.m. on June 30, 2021.

**LEAD MANAGER TO THE ISSUE DEBENTURE TRUSTEE\* REGISTRAR TO THE ISSUE**

**VIVRO FINANCIAL SERVICES PRIVATE**

**LIMITED**

607/608 Marathon Icon, Opp. Peninsula Corporate

Park, Off. Ganpatrao Kadam Marg, Veer Santaji

Lane, Lower Parel, Mumbai - 400 013, Maharashtra,

India

**Telephone:** +91 22 6666 8040/41/42;

**Fax:** +91 22 6666 8047

**Email:** klmaxiva@vivro.net

**Investor Grievance Email:** investors@vivro.net

**Website:** www.vivro.net

**Contact Person/ Compliance Officer:** Mr. Jayesh

Vithlani

**SEBI Registration No.:** INM000010122

**CIN:** U67120GJ1996PTC029182

**VISTRA ITCL (INDIA) LIMITED**

The IL&FS Financial Centre, Plot No. C – 22,

G Block, Bandra Kurla Complex, Bandra (East),

Mumbai – 400 051, Maharashtra, India

**Telephone:** +91 22 2659 3333;

**Fax:** +91 22 2653 3297

**Email:** itclcomplianceofficer@vistra.com

**Website:** www.vistraitcl.com

**Investor Grievance Email:**

itclcomplainceofficer@vistra.com

**Contact Person:** Mr. Jatin Chonani

**SEBI Registration Number:** IND000000578

**CIN:** U66020MH1995PLC095507

**KFIN TECHNOLOGIES PRIVATE LIMITED**

Selenium Tower B,

Plot 31-32, Financial District, Nanakramguda,

Serilingampally, Hyderabad, Rangareddi –500 032,

Telangana, India

**Tel:** +91 40 6716 2222

**Fax:** +91 40 2343 1551

**Email:** klm.ncd@kfintech.com

**Investor Grievance Email:**

einward.ris@kfintech.com

**Website:** www.kfintech.com

**Contact Person:** M Murali Krishna

**SEBI Registration Number:** INR000000221

**CIN:** U72400TG2017PTC117649

**ISSUE PROGRAMME\*\***

**ISSUE OPENS ON JULY 5, 2021 ISSUE CLOSES ON JULY 26, 2021\*\***

*\*Vistra ITCL (India) Limited, by its letter dated February 12, 2021, has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in this Prospectus and in*

*all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue. For further details, see “General Information – Debenture Trustee” on page 37.*

*\*\* Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated above, except that the Issue may close on such earlier date or*

*extended date (subject to a period of maximum 30 days from the date of the Prospectus) as may be decided by the Board of Directors of our Company (“Board”) or Debenture Committee of the Board.*

*In the event of such early closure or extension subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through*

*advertisement/s in a leading national daily newspaper with wide circulation on or before such earlier date or extended date of closure. Application Forms for the Issue will be accepted only from 10:00*

*a.m. to 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted*

*only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.*

*A copy of this Prospectus and written consents of our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, our Auditor, the Lead Manager, the Registrar to the Issue,*

*Public Issue Account Bank, Sponsor Bank, Refund Bank, Credit Rating Agency, the legal counsel, the Banker to our Company, the Debenture Trustee, and the Syndicate Member to act in their respective*

*capacities shall be filed with the RoC, in terms of Section 26 of the Companies Act, 2013 along with the requisite endorsed/certified copies of all requisite documents. For further details, see “Material*

*Contracts and Documents for Inspection” beginning on page 252.*