

(Formerly known as Needs Finvest Ltd)
CIN: U65910TG1997PLC026983

Date: August 17, 2023,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400 001

Madam/Sir,

Sub: Intimation of Postal Ballot Notice

Ref: Regulation 51(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We enclose herewith a copy of the Postal Ballot Notice of KLM Axiva Finvest Limited ('the Company') dated August 17, 2023.

This Notice is being dispatched only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/ Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, August 11, 2023 ('Cut-off date').

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide e-voting facility to its Members. The e-voting period commences on Friday, August 18, 2023 at 09:00 A.M. (IST) and ends on Sunday, September 17, 2023 at 5.00 p.m. (IST). The instructions for e-voting form part of the 'Notes' section to the Notice.

Kindly take the same on your records.

Thanking you,

For and on behalf of KLM Axiva Finvest Limited

Shibu Theckumpurathu Varghese

Wholetime Director (DIN: 02079917)



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 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 and 11/2022 dated December 28, 2022 (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 (evoting). 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, 2023.

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 Friday, August 18, 2023 at 9:00 a.m. (IST) and shall end on Sunday, September 17, 2023 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 Sunday, September 17, 2023. 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 Wholetime 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/stakeholders, 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: <u>Alteration of the Main Objects Clause of the Memorandum of Association of the Company and in this regard, to pass the following resolution as a Special Resolution</u>

"RESOLVED THAT pursuant to Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws, regulations, rules, directions, if any, required from appropriate authorities, the consent of the shareholders of the Company be and is hereby accorded to alter the object clause of the Memorandum of Association of the Company by inserting the following sub clauses III (A) 5 & III (A) 6 after clause III (A) 4 and before clause III (B):

- "5. To carry on the business as full-fledged money changers subject to the rules and regulations prescribed in this behalf by the Reserve Bank of India, from time to time.
- 6. To carry on the business of sub-agency of Money Transfer Companies, to solicit and procure Insurance Business, such as Life, General and Health Insurance as a Corporate Agent /Sub Agent."

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action."

By Order of the Board of Directors of

Sd/-

Shibu Theckumpurath Varghese Whole time Director DIN: 02079917

Ernakulam 17-08-2023

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 11, 2023 ('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 11, 2023. 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 Friday, August 18, 2023 at 9:00 a.m. (IST) and shall end on Sunday, September 17, 2023 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/stakeholders, 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. Sunday, September 17, 2023.
- 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. Sunday, September 17, 2023. 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 Wednesday, September 20, 2023 and the result of the Postal Ballot through electronic voting means will be announced on or before Wednesday, September 20, 2023 at 3:00 P.M. at the Corporate 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, Vaishalinagar 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/stakeholders, 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 9:00 A.M. (IST) on **Friday, August 18, 2023** and ends at 5.00 P.M. (IST) on **Sunday, September 17, 2023**. 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 11, 2023, 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	existing user id and password. Option will be made available to reach e-Voting
	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	Services website of NSDL. Open web browser by typing the following URL:
	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 held 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.
(holding securities in	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 22 55 33
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.: 1800 1020 990 and 1800 22 44 30

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).
- 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 22 55 33.

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 22 55 33.

By Order of the Board of Directors of

Sd/-Shibu Theckumpurath Varghese Whole time Director DIN: 02079917

Ernakulam 17-08-2023

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).

Item No.1

The rapid growth in the finance sector has prompted the Company to start exploring new revenue streams which are not specifically covered under the main objects of the Company. In order to allow the Company to capitalize on these business possibilities, the Board of Directors of the Company in its meeting held on April 18, 2023 proposed that the Company may venture into businesses of full-fledged money changing, money transferring, insurance business, etc. subject to the necessary statutory approvals. Accordingly, the Board of Directors had approved alteration of the Memorandum of Association (MOA) of the Company and the Board now seeks Members' approval for the alteration in Clause III A (Object Clause) of the MOA of the Company in the manner as set out in the Special Resolution at Item no. 1 of this Notice.

As per Section 13 and applicable provisions if any of the Companies Act, 2013, the alteration of Memorandum of Association of the Company requires the approval of members of the Company at a general meeting by way of special resolution. Hence your directors recommend you to consider and pass the resolutions as mentioned in Item No. 1 as a special resolution.

None of the directors, key managerial personnel or managers of the Company or their relatives are concerned or interested in these resolutions except to the extent of their shareholding in the Company.

The special business to be transacted at the meeting of the Company does not relate to or affects any other Company. So, disclosure pursuant to Section 102 (2) (b) of Companies Act, 2013 is not applicable.

By Order of the Board of Directors of

Sd/-

Shibu Theckumpurath Varghese Whole time Director

DIN: 02079917

Ernakulam 17-08-2023