

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 5th Annual General Meeting of members of KFin Technologies Limited (formerly known as KFin Technologies Private Limited) will be held on Thursday, August 04, 2022, at 02:30 p.m. (IST) through Video Conferencing / Other Audio-Visual Means, to transact the following businesses.

ORDINARY BUSINESS

Item No. 1: To receive and adopt the audited financial statements (including consolidated financial statements) of the Company for the Financial Year ended March 31, 2022, and the Reports of the Board of Directors and Auditors thereon, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited financial statements (including consolidated financial statements) of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon, as circulated to the members and laid before the meeting, be and are hereby received, considered and adopted.”

Item No. 2: To appoint Mr. Sandeep Achyut Naik (DIN: 02057989), who retires by rotation as a Nominee Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, Mr. Sandeep Achyut Naik (DIN: 02057989), who retires by rotation at this meeting, be and is hereby appointed as a Nominee Director of the Company, liable to retire by rotation.”

Item No. 3: To appoint Mr. Shantanu Rastogi (DIN: 06732021), who retires by rotation as a Nominee Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, Mr. Shantanu Rastogi (DIN: 06732021), who retires by rotation at this meeting, be and is hereby appointed as a Nominee Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

Item No. 4: To appoint Mr. Venkata Satya Naga Sreekanth Nadella (DIN: 08659728) as the Managing Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, the consent of the members be and is hereby accorded to appoint Mr. Venkata Satya Naga Sreekanth Nadella (DIN: 08659728) as the Managing Director of the Company for a period of five (5) years, effective from June 06, 2022, not liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198, 203, Schedule V and other applicable provisions, if any, the Act and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, consent of the members be and is hereby accorded to pay remuneration to Mr. Venkata Satya Naga Sreekanth Nadella (DIN: 08659728), including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, as set out below which may be in excess to 5% of the net profit of the Company computed in the manner stipulated in Section 198 of the Act:

- i. An amount not exceeding Rs. 4 Crore per annum, with Rs. 2.8 Crore as the fixed compensation and Rs. 1.2 Crore as the target variable compensation, subject to the provisions of the Act, which includes salary, allowances and perquisites;
- ii. Stock options not exceeding the limits specified in KFin Stock Option Plan, 2020 or any other Plan or Scheme as may be approved by the Board from time to time and the perquisite value arising out of exercise of such stock options (already granted or as may be granted from time to time);
- iii. Medical reimbursement as per the rules of the Company;
- iv. The Company’s contribution to Provident Fund, National Pension Scheme, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration as aforesaid;
- v. Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable as may be determined by the Board and /or the Nomination and Remuneration Committee of the Board, shall be in addition to the remuneration as above;
- vi. Entitled to be reimbursed from the Company all the expenses incurred by him on behalf of the Company;
- vii. Other terms and conditions as approved by the Board of Directors earlier will remain same.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded for payment of aforesaid remuneration even if due to the above payment the total managerial remuneration is in excess to the over-all limit specified in Section 197 of the Act for respective year;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary remuneration as it may deem fit within the aforesaid limit;

RESOLVED FURTHER THAT the Board of Directors are hereby authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

By Order of the Board of Directors of
For KFin Technologies Limited

Alpana Kundu

Company Secretary and Compliance Officer
M. No. F10191

July 13, 2022

Registered Office:

Selenium, Tower B, Plot No.31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Telangana – 500032, India
CIN: U72400TG2017PLC117649

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated June 23, 2021, read together with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 20, 2020, December 31, 2020, December 8, 2021 and May 05, 2022 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM”/ “Meeting”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In accordance with MCA Circulars and provisions of the Companies Act, 2013 (“the Act”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) relating to the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.
3. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate members intending to authorize their representative(s) to attend the Meeting are requested to send to the Company *vide* an email at alpana.kundu@kfintech.com, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting, before the commencement of the Meeting.
6. In the case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
7. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories.
8. The relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
9. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to alpana.kundu@kfintech.com.
10. Members seeking any information about any relevant item to be placed at the AGM are requested to write to the Company on or before 11.00 a.m. on August 03, 2022, through e-mail on alpana.kundu@kfintech.com. The same will be replied by the Company suitably.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Members can cast their vote by a show of hands during the AGM or by sending an e-mail to alpana.kundu@kfintech.com in case of a poll.
13. Instructions for Joining the AGM through VC/OAVM

In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on the “**Join Microsoft Teams Meeting**” option from the invitation.

You will be connected to the meeting.

In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below-given **procedure to participate**.

Option 1: For participating through **Windows / Mac Book/ Computer devices**:

- Open the email invitation using preferably **Google Chrome** browser.
- Click on the “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.
- A new Browser window would open. Select “**Join on the web instead**”. Once you reach the “**Enter Name**” prompt, enter your name and click “**Join as a Guest**”.
- You have entered the Meeting. Make sure you start your camera and keep the microphone “Mute” when not speaking.

Option 2: For installing Microsoft Teams on your **Android / iOS / Microsoft Windows devices**:

- Click on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events.
- System will prompt you to download Microsoft Teams.
- Download and Install Microsoft teams. Please do not try to log in.
- Once installed, click on the invitation once again on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events.
- You will be prompted to Microsoft Teams Application.
- Click on the “**Join as a Guest**” option.
- **Type your Name** and once again click on “**Join as a Guest**”
- You **have** entered the Meeting. Make sure you start your camera and keep the microphone “Mute” when not speaking.

14.Mr. Sandeep Achyut Naik (DIN: 02057989) and Mr. Shantanu Rastogi (DIN: 06732021) are interested in ordinary resolutions set out in Item Nos. 2 and 3 respectively of the Notice. Save and except the above none of the Directors of the Company / their relatives are interested, in any way, financially or otherwise in the Ordinary Business set out in Item Nos. 2 and 3 of the Notice.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the Notice.

Item No. 4:

Mr. Venkata Satya Naga Sreekanth Nadella was appointed as the Whole-time Director and Chief Executive Officer (“CEO”) of the Company with effect from June 12, 2020, for a period of five (5) years. In view of the commendable growth of the Company and the outstanding leadership of Mr. Venkata Satya Naga Sreekanth Nadella, the Board of Directors of the Company has, based on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the members, appointed Mr. Venkata Satya Naga Sreekanth Nadella as the Managing Director of the Company for a period of five (5) years with effect from June 06, 2022.

Pursuant to Section 197 of the Act, the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its manager in respect of any financial year shall not exceed eleven per cent. of the net profits of that Company for that financial year computed in the manner laid down in Section 198. Further the Company in general meeting may, authorise the payment of remuneration exceeding eleven per cent. of the net profits of the Company, subject to the provisions of Schedule V.

Further, except with the approval of the Company in general meeting, by a special resolution the remuneration payable to any one Managing Director or Whole-time Director or manager shall not exceed five per cent. of the net profits of the Company.

It is proposed to seek the approval of the members of the Company by way of special resolution for the appointment and remuneration of Mr. Venkata Satya Naga Sreekanth Nadella as the Managing Director of the Company as specified in the resolution set out at Item No. 4 of the Notice.

Mr. Venkata Satya Naga Sreekanth Nadella will continue to be the Chief Executive Officer of the Company.

Mr. Venkata Satya Naga Sreekanth Nadella has been granted stock options as per the KFin Stock Option Plan 2020 and 9,82,372 stock options are pending for vesting.

Mr. Venkata Satya Naga Sreekanth Nadella satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act.

The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended the payment of remuneration to Mr. Venkata Satya Naga Sreekanth Nadella as indicated in the resolution set out at Item No. 4.

The members may further note that in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the three years period starting from the date of approval of this item, the aforesaid remuneration shall be paid to Mr. Venkata Satya Naga Sreekanth Nadella as minimum remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Act including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and Mr. Venkata Satya Naga Sreekanth Nadella.

Further the approval of members is also being sought to enable the payment of aforesaid remuneration even if due to the above remuneration the total managerial remuneration is in excess to the over-all limit specified in Section 197 of the Act for respective year.

The members may further note that the payment of remuneration to Mr. Venkata Satya Naga Sreekanth Nadella as specified in the resolution may exceed five percent of the net profits and the total managerial remuneration may also exceed to the eleven percent of the net profits of the company for respective year.

The aforesaid may be treated as a written memorandum setting out the terms of appointment of Mr. Venkata Satya Naga Sreekanth Nadella under Section 190 of the Act.

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Mr. Venkata Satya Naga Sreekanth Nadella are as under:

Sr. No.	Particulars	Mr. Venkata Satya Naga Sreekanth Nadella
01	Age	43 years
02	Qualifications	Bachelor of Commerce, Chartered Accountant
03	Experience	20+ years
04	Terms and conditions of appointment	As stated in the resolution
05	Remuneration sought to be paid	As stated in the resolution
06	Remuneration last drawn, if applicable	F.Y. 2021-22: Rs. 2,69,35,658/-
07	Date of first appointment on the Board	June 12, 2020
08	Shareholding in the Company	50 Equity Shares
09	Relationship with other Directors	None
10	No. of meetings of the Board attended during the year	Eighteen
11	Other Directorships/ memberships of Committees of other Boards	KFin Services Private Limited KFin Technologies (Malaysia) SDN.BHD KFin Technologies (Bahrain) W.L.L. Hexagram Fintech Private Limited KFin Global Technologies (IFSC) Limited

Information required under Section II; Part II of Schedule V of the Act is as under:

I. GENERAL INFORMATION		
Nature of Industry	Technology	
Date or expected date of commencement of commercial production	Not Applicable	
Financial performance based on given indicators	The details of the financial performance of the Company for the F.Y. 2021-22 is summarized below: (In Rupees Lakh) Revenue from operations : 62,470.87 Profit before tax : 20,763.13 Profit after tax : 15,301.52	
Foreign investments or collaborations, if any	The Company is the subsidiary of General Atlantic Singapore Fund Pte. Ltd. (GA) incorporated on March 15, 2011. GA holds 74.94% equity share	

capital of the Company as on the date of the Notice calling this AGM.

II. INFORMATION ABOUT THE APPOINTEE

Background details, Recognition or awards, Job profile and his suitability	Mr. Venkata Satya Naga Sreekanth Nadella is the Whole-time Director and CEO of our Company. He has been associated with our Company as the Whole-time Director and CEO since June 12, 2020. He holds a bachelor's degree in commerce from Osmania University and is an associate member of the Institute of Chartered Accountants of India. He has over 20 years of experience and was previously associated with Accenture Services Private Limited as managing director, IBM Global Services India Private Limited as transformation manager, Capita Offshore Services Private Limited as transition manager, Callhealth Services Private Limited as chief operating officer and Indian School of Business as their finance manager.
Past remuneration	F.Y. 2021-22: Rs. 2,69,35,658/-
Remuneration proposed	As recommended by the Board, the proposed remuneration may exceed the limit prescribed under Sections 197 and 198 of the Companies Act, 2013 read with Schedule V.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is as per Sections 197 and 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration levels of similar sized companies in similar industry.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No pecuniary relationship except remuneration as Whole-time Director and CEO of the Company.

III. OTHER INFORMATION

Reasons of special resolution for payment of proposed remuneration in case of inadequate profits	Presently there is no inadequacy of profits for payment of remuneration to the Directors, however, to enable the continuity in payment of remuneration, it is proposed to seek the approval of members by special resolution.
Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase in productivity and profits in measurable terms	Not Applicable

The Company has received the notice under Section 160 of the Companies Act, 2013 from Mr. Venkata Satya Naga Sreekanth Nadella signifying his candidature for appointment as the Managing Director of the Company.

Mr. Venkata Satya Naga Sreekanth Nadella is interested in the Special Resolution set out at Item No. 4 of the Notice with respect to his appointment and remuneration. The relatives of Mr. Venkata Satya Naga Sreekanth

Nadella may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

By Order of the Board of Directors of
For KFin Technologies Limited

Alpana Kundu

Company Secretary and Compliance Officer
M. No. F10191

July 13, 2022

Registered Office:

Selenium, Tower B, Plot No.31 & 32,
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CIN: U72400TG2017PLC117649