

Date: 20th May, 2023

To,
The Board of Directors
KFin Technologies Limited
(formerly KFin Technologies Private Limited)
Hyderabad

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2023

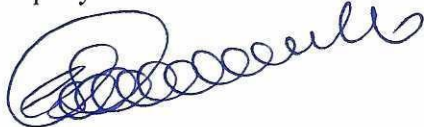
I have been engaged by M/s. KFin Technologies Limited (hereinafter referred to as the "Company") bearing CIN: L72400TG2017PLC117649 whose Equity Shares are listed on National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 including recent update by SEBI on said Circular, and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

My Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI) and in a manner which involves such examinations and verifications considered and necessary and adequate for the said purpose. The Annual Secretarial Compliance report is attached herewith.

For **D V Rao & Associates**
Company Secretaries



CS Devaki Vasudeva Rao
Practicing Company Secretary
FCS # 8888 | COP # 12123
UDIN: F008888E000342421



SECRETARIAL COMPLIANCE REPORT OF KFIN TECHNOLOGIES LIMITED
FOR THE YEAR ENDED 31ST MARCH 2023

*(Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015
and circular dated 8th February 2019 issued by SEBI)*

I, Devaki Vasudeva Rao, Practicing Company Secretary have examined:

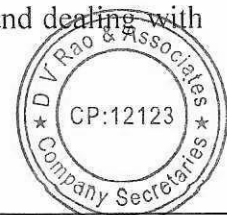
- a) all the documents and records made available to us and explanations provided by the Company;
- b) the filings/submissions made by the Company to the Stock Exchanges;
- c) website of the Company;
- d) any other document/filing, as may be relevant, which has been relied upon to prepare this Certification.

for the year ended on March 31, 2023 in respect of Compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, Circular, Guidelines issued thereunder and;
- b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under and the Regulations, Circular, Guidelines issued thereunder by the Securities & Exchange Board of India ('SEBI');

The specific Regulations whose provisions and the Circulars/Guidelines issued thereunder have been examined, include:

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021;
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the period**
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;



D V RAO & ASSOCIATES COMPANY SECRETARIES



- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable for the period.**
- i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **Not Applicable for the period.**

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Compliance Requirement (Regulations /Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary)	Management Response
NIL								

- b) The listed entity has taken the following actions to comply with the observations made in previous reports; **Not applicable as the Company was listed on the Stock Exchanges from 29th December 2022.**
- c) The listed entity has complied with the provisions of Para 6 of Circular No. CIR/ CFD/ CMD1/114/2019 issued by SEBI on 18th October, 2019 in terms of appointment of Statutory Auditors / Resignation of Statutory Auditors of Listed Entity; **No appointment of Statutory Auditors / Resignation of Statutory Auditors taken place during the review period.**

I further report that –

- During the period under review, the Company has made an Initial Public Offer of 4,09,83,606 Equity shares of Rs.10/- each at a premium of Rs.356/- each aggregating up to Rs.1499,99,99,796/- (Rupees One Thousand Four Hundred and Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Ninety Six only).
 - a. 1,84,42,623 Equity shares were allotted to Anchor Investors
 - b. 1,70,52,925 Equity Shares were allotted to Qualified Institutional Buyers (except Anchor Investors)
 - c. 7,55,320 Equity Shares were allotted to Non-Institutional Bidders
 - d. 47,32,738 Equity Shares were allotted to Retail Individual Bidders




- The Company had obtained in-principal approvals from BSE Limited and National Stock Exchange of India Limited on 16th June 2022 to list its entire issued, subscribed and fully paid-up equity shares of face value of Rs.10/- each aggregating to 16,75,68,883 equity shares.
- The Company has allotted 16,59,816 (Sixteen Lakh Fifty-Nine Thousand Eight Hundred Sixteen) Equity shares on 7th February, 2023 under KFin Employee Stock Option Plan 2020 to the eligible employees.
- Mr. Venkata Satya Naga Sreekanth Nadella (DIN: 08659728) has been appointed as a Managing Director of the Company for a period of five years with effect from 06th June, 2022.

Further to the matter and as advised in the NSE Circular NSE/CML/2023/30 dated 10th April, 2023 and BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the parts of ongoing Annual Secretarial Audit Report:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	None None




3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the Website 	Yes Yes Yes	None None None
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	To examine details related to Subsidiaries of listed entities: <ol style="list-style-type: none"> Identification of material subsidiary companies Requirements with respect to disclosure of material as well as other subsidiaries 	N.A.	The Company does not have any material Subsidiary
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	N.A	The Company was listed on the Stock Exchanges w.e.f. 29th December, 2022
8.	Related Party Transactions: <ol style="list-style-type: none"> The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit committee 	Yes No such case	None




9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	N.A.	None
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.	N.A.	None

For **D V Rao & Associates**
Company Secretaries



CS Devaki Vasudeva Rao
Practicing Company Secretary
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Date: 20th May, 2023
Place: Hyderabad