

Notice of Annual General Meeting

Notice is hereby given that the 6th Annual General Meeting of members of KFin Technologies Limited (formerly known as KFin Technologies Private Limited) will be held on Monday, September 25, 2023, at 03:00 p.m. (IST) through Video Conferencing / Other Audio-Visual Means, to transact the following businesses:

ORDINARY BUSINESS

Item No. 1: To consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2023, 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 standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

Item No. 2: To appoint Mr. Srinivas Peddada (DIN: 08755240), 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, the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Srinivas Peddada (DIN: 08755240), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby appointed as a Nominee Director of the Company, liable to retire by rotation.”

Item No. 3: To appoint Mr. Jaideep Hansraj (DIN: 02234625), 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, the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Jaideep Hansraj (DIN: 02234625), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby appointed as a Nominee Director of the Company, liable to retire by rotation.”

Item No. 4: To appoint M/s. B S R and Co, as the Statutory Auditors of the Company 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 139 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, based on the recommendation of the Board of Directors, M/s. B S R and Co, Chartered Accountants, ICAI Firm Registration No. 128510W, be and are hereby appointed as the Statutory Auditors of the Company, for a period of five (5) consecutive years, *i.e.*, from the conclusion of this Annual General Meeting until the conclusion of the 11th Annual General Meeting at remuneration of Rs. 61,00,000/- (Rupees Sixty One Lakh only) payable in one or more tranches plus applicable taxes, and reimbursement of reasonable out-of-pocket expenses for the financial year ending March 31, 2024;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize the terms and conditions of appointment including remuneration of the Statutory Auditor for the balance period.”

SPECIAL BUSINESS

Item No. 5: To approve the payment of remuneration to Mr. Vishwanathan Mavila Nair (DIN: 02284165), Non-Executive Director and Chairperson, in excess of the limits prescribed in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 in accordance with the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“LODR Regulations”**), and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Vishwanathan Mavila Nair (DIN: 02284165), Non-Executive Director and Chairperson of the Company (as approved by the members at their extraordinary general meeting held on March 24, 2022), for the financial year ended March 31, 2023, as well as for the financial year ending March 31, 2024, being in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company for the respective financial years;

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

Item No. 6: To appoint Mr. Alok Chandra Misra (DIN: 01542028) as a Nominee 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 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, the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Alok Chandra Misra (DIN: 01542028), who was appointed as an Additional Director (Non-Executive, Nominee) by the Board of Directors of the Company with effect from July 28, 2023, who holds office till the date of this Annual General Meeting, be and is hereby appointed as a Director (Non-Executive, Nominee) of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

By Order of the Board of Directors of
KFin Technologies Limited

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

Alpana Kundu
Company Secretary and
Compliance Officer
ICSI M. No.: F10191

CIN: L72400TG2017PLC117649
www.kfintech.com
investorrelations@kfintech.com
+91 40 7961 5565

August 28, 2023 | Mumbai

NOTES:

1. Pursuant to the General Circular No. 10/2022 issued by the Ministry of Corporate Affairs (**“MCA”**) on December 28, 2022 and other circulars issued by MCA in this respect, and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued by the Securities and Exchange Board of India (**“SEBI”**) on January 5, 2023 (hereinafter collectively referred to as **“the Circulars”**), Companies are allowed to hold the AGM through VC / OAVM, without the physical presence of members at a common venue. In accordance with the Circulars, 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 Act relating to Ordinary Business No. 4 and Special Business to be transacted at the AGM is annexed hereto. The details of Directors seeking re-appointment / appointment at the AGM per the LODR Regulations, the Act and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, forms part of this Notice.
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. Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum for the AGM as per Section 103 of the Act.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID AND OBTAINING COPY OF ANNUAL REPORT

6. In compliance with the Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2022-23 is being sent only through electronic mode to those members (as on August 25, 2023) whose e-mail ids are registered with the Registrar and Transfer Agent (“RTA”) / Depository Participants (“DPS”).
7. Members may note that the Notice of the AGM and Annual Report will also be available on the Company’s website at www.kfintech.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of National Securities Depositories Limited (“NSDL”) at www.evoting.nsdl.com. Any member desirous of receiving a physical copy of the Annual Report may send a request to the Company at investorrelations@kfintech.com.
8. Members holding shares in physical form and who have not updated their E-mail ids with the Company are requested to register / update their e-mail ids by sending either physical copy of duly filled in Form ISR-1 to the RTA Bigshare Services Private Limited at No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400093 or by sending the same by email at investor@bigshareonline.com.
9. Members holding shares in dematerialized (demat) mode are requested to register / update their E-mail ids with the relevant DPS. In case of any queries / difficulties in registering the e-mail id, members may write to investorrelations@kfintech.com.

PROCEDURE FOR REMOTE E-VOTING, JOINING THE AGM AND VOTING AT THE AGM

10. In accordance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations the Company has provided a facility to its members to exercise their votes electronically through electronic voting (e-voting) facility provided by the National Securities Depository Limited (“NSDL”). The

manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided hereunder.

11. The members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, September 18, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
12. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9:00 a.m. (IST) on Friday, September 22, 2023, and will end at 5:00 p.m. (IST) on Sunday, September 24, 2023. In addition, the facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting will be eligible to cast their vote through e-voting during the AGM. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be eligible to cast their votes again.

How do I vote electronically using NSDL e-voting system?





The way to vote electronically on NSDL e-voting system consists of two steps as mentioned below.

Step 1: Access to NSDL e-voting system

- A) Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode

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.

Login methods for individual shareholders holding securities in demat mode are given below.

Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on "Access to e-Voting" under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider i.e., NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining the virtual meeting and voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click on the link https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing myeasi username and password. 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 remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there are 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. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email id 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.

Type of shareholders	Login method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. 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 <i>i.e.</i> , NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve their User ID / Password are advised to use Forget User ID and Forget Password options available at above-mentioned websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository *i.e.*, NSDL and CDSL, are as under:

Login type	Helpdesk details
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 022-48867000 and 022-24997000
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

B) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How do I login to NSDL e-voting website?

1. 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.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices *i.e.*, IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 for casting your vote electronically.

4. Your User ID details are given below:

Manner of holding shares - Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your Email id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your Email id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment *i.e.*, a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your Email id is not registered, please follow steps mentioned below in **process for those shareholders whose Email ids are not registered.**
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details / Password**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address *etc.*
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-voting will open.
- Step 2: Cast your vote electronically and join Meeting on NSDL e-voting system**
- How do I cast my vote electronically and join Meeting on NSDL e-voting system?**
1. After successful login at Step 1, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period and for casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".
 3. Now you are ready for e-voting as the voting page opens.
 4. Cast your vote by selecting appropriate options *i.e.*, assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General guidelines for shareholders**
1. Institutional shareholders (*i.e.*, other than individuals, HUF, NRI *etc.*) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter *etc.*, with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@snaco.net with a copy marked to evoting@nsdl.co.in. Institutional shareholders (*i.e.*, other than individuals, HUF, NRI *etc.*) can also upload their Board Resolution / Power of Attorney / Authority Letter *etc.*, by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password" or "Physical User Reset Password" option available on www.evoting.nSDL.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nSDL.com or call on 022-48867000 and 022-24997000 or send a request to Ms. Prajakta Pawle, Officer, National Securities Depository Limited, 4th Floor, A wing, Trade World, Kamala mills compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, India, at evoting@nsdl.co.in.
 4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date *i.e.* September 18, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nSDL.com or call on 022 - 48867000 and 022 - 24997000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date *i.e.* September 18, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to investorrelations@kfintech.com.
 3. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) *i.e.*, Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.
 4. Alternatively, shareholder / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 5. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and E-mail id correctly in their demat account in order to access e-voting facility.

Instructions for members for joining the AGM through VC / OAVM

Process for procuring user id and password for e-voting for those shareholders whose E-mail ids are not registered with the depositories

1. In case shares are held in physical mode please provide folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to investorrelations@kfintech.com.
 2. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), name of shareholder, client master or copy of consolidated account statement, PAN (self-attested
1. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC / OAVM" placed under "Join meeting" menu against Company name. You are requested to click on VC / OAVM link placed under Join meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. For convenience and proper conduct of the AGM, members will be allowed to login and join 15 minutes before and anytime thereafter till conclusion of AGM. The login facility will remain open throughout the AGM.

Members who need technical assistance before or during the AGM may send a request at evoting@nsdl.co.in or call at 022-48867000 and 022-24997000 or contact Ms. Prajakta Pawle, Officer, National Securities Depository Limited, 4th Floor, A wing, Trade World, Kamala mills compound, Senapati Bapat Marg, Lower

Parel, Mumbai-400013, India, at the designated E-mail id evoting@nsdl.co.in.

4. Please note that members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connections to avoid any kind of glitches.
5. Members may note that the VC / OAVM facility provided by NSDL allows participation of at least one thousand members on a first-come-first-served basis. The large members (i.e., members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., can attend the AGM without any restriction on account of first-come-first-served basis.

Instructions for members for e-voting on the day of the AGM

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present at the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

PROCEDURE TO ASK QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO THE ANNUAL REPORT

13. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending a request from their registered E-mail id mentioning their name, DP ID and Client ID / folio number, PAN and mobile number at investorrelations@kfintech.com by Monday, September 18, 2023, up to 5:00 p.m. IST. The members may send their questions in advance within the stipulated period to enable the management to respond to these queries objectively

at the AGM. Only those members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM.

14. When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to be connected to a device with a video / camera along with good internet speed.
15. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

PROCEDURE FOR INSPECTION OF DOCUMENTS

16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained as per Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained as per Section 189 of the Act, Certificate from the Secretarial Auditor of the Company as per Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and other documents referred to in the Notice will be available for inspection electronically by the members during the AGM. Members seeking to inspect such documents may send a request on the E-mail id investorrelations@kfintech.com
17. The documents referred to in the Notice will also be available for inspection during business hours (9:00 a.m. IST to 5:00 p.m. IST) on all working days except Saturday, 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 may send a request on the E-mail id investorrelations@kfintech.com at least one working day before the date on which they intend to inspect the document.

GENERAL

18. The Board of Directors has appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary (FCS: 4206, COP No. 1774), or failing him, Mr. S. N. Viswanathan, Practising Company Secretary (ACS: 61955, COP No. 24335), partners of M/s. S. N. Ananthasubramanian & Co., Company Secretaries, as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
19. The Chairperson or the authorized person shall declare the e-voting results, along with the consolidated Scrutinizer's report within the timeframe prescribed in the Act and the LODR Regulations. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.

20. The results declared along with the Scrutinizer's report will be placed on the website of the Company at www.kfintech.com and shall also be communicated to the stock exchanges as per the LODR Regulations.
21. Mr. Srinivas Peddada (DIN: 08755240) and Mr. Jaideep Hansraj (DIN: 02234625) are interested in ordinary resolutions set out in Item Nos. 2 and 3 respectively of the Notice. The relatives of Mr. Srinivas Peddada and Mr. Jaideep Hansraj may be deemed to be interested in the said resolutions 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 interested, in any way, financially or otherwise, in the ordinary resolutions 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 Ordinary Business No. 4 and Special Business mentioned in the Notice.

Item No. 4: Appointment of M/s. B S R and Co, as the Statutory Auditors of the Company

M/s. B S R & Associates LLP were appointed as the Statutory Auditor of the Company by the Board of Directors ("**Board**") and the members, till the financial year 2022-23, and they will be completing their term of appointment at the conclusion of this annual general meeting.

The Board, based on the recommendation of the Audit Committee, has recommended the appointment of M/s. B S R and Co, for a term of five consecutive years to hold office from the conclusion of this annual general meeting until the conclusion of 11th annual general meeting at remuneration of ₹ 61 Lakh (Rupees Sixty One Lakh) payable in one or more tranches plus applicable taxes, and reimbursement of reasonable out-of-pocket expenses for the financial year ending March 31, 2024. The remuneration for the balance period will be decided by the Board.

M/s. B S R and Co ("**the firm**") was constituted on September 01, 2007, as a partnership firm having firm registration no as 128510W. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai – 400063. The firm is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. The firm is registered in Mumbai, Gurgaon, Bengaluru, and Hyderabad. The firm together with its member firms has around 4000+ staff and 200+ Partners.

The Company has received the consent and eligibility from

M/s. B S R and Co, confirming that they are eligible for re-appointment as per the Companies Act, 2013.

It is proposed to seek the approval of the members of the Company by way of an ordinary resolution for the appointment of M/s. B S R and Co, as the Statutory Auditor of the Company for term of five (5) consecutive years, *i.e.*, from the conclusion of this Annual General Meeting until the conclusion of the 11th Annual General Meeting, as specified in the resolution set out at Item No. 4 of the Notice.

Considering the experience, and expertise of M/s. B S R and Co, and based on the recommendation of the Audit Committee, the Board has recommended the appointment of M/s. B S R and Co, as the Statutory Auditors of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 4 of the Notice.

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

Item No. 5: Payment of remuneration to Mr. Vishwanathan Mavila Nair (DIN: 02284165), Non-Executive Director and Chairperson, in excess of the limits prescribed in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Mr. Vishwanathan Mavila Nair was originally appointed as an additional Director (Non-Executive, Nominee) on the Board of the Company by the Board of Directors ("**Board**") with effect from November 22, 2018. The members of the Company had at their extraordinary general meeting held on March 07, 2019, approved the said appointment. Further, the Board approved the change in designation of Mr. Vishwanathan Mavila Nair's from Non-Executive Nominee Director to Non-Executive Director with effect from October 01, 2021, for a term of four years, and he holds office as a Non-Executive Director up to September 30, 2025. The members of the Company had at their extraordinary general meeting held on October 25, 2021, approved the said change in designation.

The members may note that the remuneration payable to Mr. Vishwanathan Mavila Nair was latest approved by the members at their extraordinary general meeting held on March 24, 2022. The said remuneration payable was by way of commission or otherwise, of an amount not exceeding ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per annum and stock options not exceeding the limits specified in KFin Employee Stock Option Plan 2020 or any other Plan or Scheme as may be approved by the Board from time to time as the perquisite value arising out of exercise of such stock options (already granted or as may be

granted from time to time) and other remuneration may be in excess to 1% of the net profit of the Company computed in the manner stipulated in Section 198 of the Act, in addition to, the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and / or other meetings, if any, being paid to the Non-Executive Directors.

The equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited with effect from December 29, 2022, and as per Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), approval of shareholders by special resolution is required, in case the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the aggregate remuneration payable to all the Non-Executive Directors.

It is proposed to seek the approval of the members of the Company by way of special resolution for the payment of remuneration to Mr. Vishwanathan Mavila Nair, Non-Executive Director and Chairperson, in excess of the limits prescribed in the LODR Regulations, for the financial year ended March 31, 2023, and for the financial year ending March 31, 2024.

Mr. Vishwanathan Mavila Nair is interested in the special resolution set out at Item No. 5 of the Notice with respect to his remuneration. The relatives of Mr. Vishwanathan Mavila Nair 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 special resolution set out at Item No. 5 of the Notice.

The Board commends the special resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6: Appointment of Mr. Alok Chandra Misra (DIN: 01542028) as a Nominee Director of the Company

Based on the letter dated July 25, 2023, from General Atlantic Singapore Fund Pte. Ltd., ("**GASF**") nominating Mr. Alok Chandra Misra as its Nominee Director on the Board of Directors of the Company as per Article No. 136 of Part B of the Articles of Association of the Company, the Board of Directors of the Company had appointed Mr. Alok Chandra Misra as an Additional Director (Non-Executive, Nominee) with effect from July 28, 2023 to hold office till the date of the ensuing Annual General Meeting of the Company.

Mr. Alok Chandra Misra has consented to be a Director of the Company and has also submitted the necessary disclosures and declarations as required for such appointment. Mr. Alok Chandra Misra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("**Act**"). The Company has received notice under Section 160 of the Act from Mr. Alok Chandra Misra, signifying his candidature for appointment as a Director of the Company.

It is proposed to seek the approval of the members of the Company by way of an ordinary resolution for the appointment of Mr. Alok Chandra Misra as a Nominee Director of the Company.

In accordance with the Act, LODR Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Mr. Alok Chandra Misra forms part of this Notice.

Mr. Alok Chandra Misra is interested in the ordinary resolution set out at Item No. 6 with respect to his appointment. The relatives of Mr. Alok Chandra Misra 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. 6 of the Notice.

The Board commends the special resolution set out at Item No. 6 of the Notice for approval by the members.

By Order of the Board of Directors of
KFin Technologies Limited

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

Alpana Kundu
Company Secretary and
Compliance Officer
ICSI M. No.: F10191

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+91 40 7961 5565

August 28, 2023 | Mumbai

Information as per Regulation 36 of the LODR Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, on Directors retiring by rotation and recommended for re-appointment / Director recommended for appointment

Mr. Srinivas Peddada

Brief Resume, Qualifications and Experience

Mr. Srinivas Peddada is a Non-Executive Nominee Director of our Company. He holds a bachelor's degree in technology (mechanical engineering) from J.N.T.U College of Engineering, Jawaharlal Nehru Technological University, Andhra Pradesh, a master's degree in engineering from the Birla Institute of Technology and Science, Pilani, Rajasthan and a master's degree in business administration from Rensselaer Polytechnic Institute, Troy, New York. He is a certified IBM IT architect professional and a certified project management professional from Project Management Institute, Pennsylvania. He has over 15 years of experience in information and technology. He was previously associated as a chief technology officer (level 10) with Dun & Bradstreet Predictive Sciences & Analytical Private Limited, as a chief information officer with Dun & Bradstreet South Asia Middle East Ltd., as a chief information officer with Bharat Financial Inclusion Limited (formerly known as IndusInd Financial Inclusion Limited), as an information technology specialist at IBM Corporation, as a chief technology officer at AIG Systems Solutions (Pvt) Ltd., USA, as senior vice president – information technology (head – IT) at SKS Microfinance Limited and as a vice president (information technology) at GE Countrywide Consumer Financial Services Ltd. He is also a member of board of governors of Indian Institute of Information Technology Sri City, Chittoor (an institute of national importance set up under an act of parliament).

Age: 55 years

Nature of expertise in specific functional areas: Business and Strategic Leadership, Business Strategies and Mergers & Amalgamations, Information Technology, Global Business Exposure, Board Governance and Regulatory Compliance.

Date of first appointment on the Board, No. of meetings of the Board attended during the year, remuneration last drawn and shareholding in the Company: Mr. Srinivas Peddada was first appointed on the Board on July 02, 2020. The details pertaining to the number of meetings attended during the year, his remuneration, and shareholding in the Company, are provided in the Corporate Governance Report.

Terms and conditions of appointment and remuneration sought to be paid: As per the resolution in Item No. 2 of this Notice, read with the resolution for approval of remuneration

to Mr. Srinivas Peddada, passed by the members at their extraordinary general meeting held on March 24, 2022.

Disclosure of relationships between other Directors and Key Managerial Personnel: None

Listed entities (other than the KFinTech) in which the Director holds directorship and Committee membership: None

Listed entities from which the Director has resigned in the past three years: None

Mr. Jaideep Hansraj

Brief Resume, Qualifications and Experience

Mr. Jaideep Hansraj is a Non-Executive Nominee Director of our Company. He has been associated with our Company since November 10, 2021. He has attended a three year bachelor's course in commerce (honours) from the University of Calcutta. He has over 28 years of experience in retail operations in the banking and securities sectors. He is associated as chief executive officer and managing director with Kotak Securities Limited. He was previously associated with Kotak Mahindra Bank Limited.

Age: 57 years

Nature of expertise in specific functional areas: Business Strategies and Mergers & Amalgamations Global Business Exposure, Industry Expertise, Financial Expertise, Board Governance and Regulatory Compliance.

Date of first appointment on the Board, No. of meetings of the Board attended during the year, remuneration last drawn and shareholding in the Company: Mr. Jaideep Hansraj was first appointed on the Board on November 10, 2021. The details pertaining to the number of meetings attended during the year, his remuneration, and shareholding in the Company, are provided in the Corporate Governance Report.

Terms and conditions of appointment and remuneration sought to be paid: As per the resolution in Item No. 3 of this Notice

Disclosure of relationships between other Directors and Key Managerial Personnel: None

Listed entities (other than the KFinTech) in which the Director holds directorship and Committee membership: None

Listed entities from which the Director has resigned in the past three years: None

Mr. Alok Chandra Misra

Brief Resume, Qualifications and Experience

Mr. Alok Chandra Misra is the Chief Operating Officer of General Atlantic's India office and an Operating Partner. In this role, he provides strategic support and financial expertise to the firm's investment teams and portfolio Companies with a focus on the India & Asia-Pacific region. Before joining General Atlantic in 2013, Alok served as Group Chief Financial Officer at WNS Group, where he helped lead the Company through significant expansion and transformation. Prior to that, he was Group Chief Financial Officer of Mphasis BFL Group (now part of the Hewlett-Packard Company) and served in a number of accounting and finance roles at other firms, including I.T.C. Limited and PwC. Alok is a fellow member of the Institute of Chartered Accountants of India.

Age: 56 years

Nature of expertise in specific functional areas: Business and Strategic Leadership, Business Strategies and Mergers & Amalgamations, Global Business Exposure, Industry expertise, Financial expertise, Board Governance and Regulatory Compliance.

Date of first appointment on the Board, No. of meetings of the Board attended during the year, remuneration last drawn and shareholding in the Company: Mr. Alok Chandra Misra was first appointed on the Board on July 28, 2023. The details pertaining to the number of meetings attended during the year, his remuneration, and shareholding in the Company, are not applicable as he is appointed in the current financial year.

Terms and conditions of appointment and remuneration sought to be paid: As per the resolution in Item No. 6 of this Notice.

Disclosure of relationships between other Directors and Key Managerial Personnel: None

Listed entities (other than the Kfintech) in which the Director holds directorship and Committee membership: None

Listed entities from which the Director has resigned in the past three years: None