

KFin Technologies Limited

CIN: L72400TG2017PLC117649

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

Tel. No.: +91 40 7961 5565, **Website:** www.kfintech.com, **E-mail:** investorrelations@kfintech.com

POSTAL BALLOT NOTICE

NOTICE is hereby given to the members of KFin Technologies Limited (“**the Company**”) that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**Act**”) read with the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**LODR Regulations**”), General Circular No. 09/2023 dated September 25, 2023, and other Circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and other applicable provisions, if any, of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the following resolutions as set out in this Notice are proposed for consideration by the members of the Company for passing by means of Postal Ballot by voting through electronic means (“**e-voting**”) only:

1. To appoint Mr. Chengalath Jayaram (DIN: 00012214) as an Independent Director of the Company;
2. 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;
3. To approve the remuneration of Mr. Venkata Satya Naga Sreekanth Nadella (DIN: 08659728), Managing Director and CEO of the Company.

The statement pursuant to Section 102 of the Act pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto.

In compliance with the applicable provisions of the Act, Rules, LODR Regulations read with the MCA Circulars, the Company is providing e-voting facility only, to its members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency to provide e-voting facility. The instructions for e-voting are appended to this Notice.

The Postal Ballot Notice will also be placed on the website of the Company at www.kfintech.com, the websites of the Stock Exchanges *i.e.*, BSE Limited (“**BSE**”) at www.bseindia.com and National Stock Exchange of India Limited (“**NSE**”) at www.nseindia.com and on the website of the agency at www.evoting.nsdl.com.

The Board of Directors of the Company (“**Board**”) has appointed Mr. S. N. Viswanathan, Practising Company Secretary (ACS: 61955, COP No. 24335), or failing him Ms. Malati Kumar, Practising Company Secretary (ACS: 15508, COP No. 10980), partners of M/s. S. N. Ananthasubramanian & Co., Company Secretaries, as the Scrutinizer, for conducting the Postal Ballot through e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

Members may note that there will be no dispatch of physical copies of Notice or Postal Ballot forms to the members of the Company and no physical ballot forms will be accepted.



Members are requested to carefully read the instructions in this Notice and record their assent (FOR) or dissent (AGAINST) only through the e-voting process not later than 05:00 p.m. IST on Saturday, July 06, 2024. E-voting facility will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairperson of the Company, or any person authorised by the Chairperson. The results of the voting conducted through Postal Ballot (through the e-voting process) along with the Scrutinizer's Report will be announced by the Chairperson or such person as authorised, on or before Tuesday, July 09, 2024. The same will be displayed on the website of the Company at www.kfintech.com, the website of NSDL at www.evoting.nsdl.com and shall also be placed on the website of BSE at www.bseindia.com and NSE at www.nseindia.com. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS

Item No. 1: To appoint Mr. Chengalath Jayaram (DIN: 00012214) as an Independent Director of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“**Act**”) and the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), 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 recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (“**Board**”), Mr. Chengalath Jayaram (DIN: 00012214) who was appointed as an Additional Director (Non-Executive, Independent), by the Board with effect from May 24, 2024, and who has submitted a declaration that he meets the criteria for independence as per the Act and LODR Regulations, and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years *i.e.*, from May 24, 2024 up to May 23, 2029, not 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.”

Item No. 2: 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 ending March 31, 2025, being in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company for the said financial year;



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. 3: To approve the remuneration of Mr. Venkata Satya Naga Sreekanth Nadella (DIN: 08659728), Managing Director and CEO of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, the Companies Act, 2013 (“**Act**”) and the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force), based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (“**Board**”), approval of the members of the Company be and is hereby accorded for the increase and payment of remuneration to Mr. Venkata Satya Naga Sreekanth Nadella (DIN: 08659728), as under, 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. 4,96,00,000 (Rupees Four Crore Ninety-Six Lakh only) per annum, bifurcated into fixed compensation and target variable compensation as under:
 - a. Rs. 3,40,00,000 (Rupees Three Crore Forty Lakh only) as the fixed compensation;
 - b. Rs. 1,30,00,000 (Rupees One Crore Thirty Lakh only) as the target variable compensation, subject to a maximum payout of 120%, as may be determined by the Nomination and Remuneration Committee;
- ii. All other terms and conditions of appointment of Mr. Venkata Satya Naga Sreekanth Nadella, Managing Director and CEO, as previously approved by the members through postal ballot on November 11, 2023, shall remain same.

RESOLVED FURTHER THAT the approval of the members of the Company 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 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 including but not limited to alter and vary remuneration as it may deem fit within the aforesaid limit.”

By Order of the Board of Directors of
KFin Technologies Limited

Alpana Kundu

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

June 06, 2024 | Mumbai

Registered Office:

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

CIN: L72400TG2017PLC117649

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+91 40 7961 5565

**NOTES:**

1. The statement pursuant to Section 102 of the Act pertaining to the resolutions set out in this Notice, setting out the material facts and related particulars along with the disclosures as required as per the applicable laws are annexed hereto.
2. In compliance with the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent by electronic mode only to those members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Depositories as at close of business hours on Friday, May 31, 2024 (*i.e.*, Cut-off date), and whose e-mail ids are registered with the Depository Participants (“**DPs**”) or with the Registrar and Transfer Agent (“**RTA**”) as on the Cut-off date. For members who have not registered their e-mail ids, please follow the instructions given in Note no. 13.
3. To support the ‘Green Initiative’, members who have not yet registered their e-mail ids are requested to register the same with their DPs in case the shares are held by them in dematerialized form and with the RTA in case the shares are held by them in physical form.
4. As per the MCA Circulars, physical copies of this Notice and Postal Ballot forms are not being sent to members for this Postal Ballot. Members are requested to record their assent or dissent through e-voting only. The Company has engaged the services of NSDL to provide e-voting facility to its members.
5. This Notice will also be placed on the website of the Company at www.kfintech.com, the websites of the Stock Exchanges *i.e.*, BSE Limited (“**BSE**”) at www.bseindia.com and National Stock Exchange of India Limited (“**NSE**”) at www.nseindia.com and on the website of the agency at www.evoting.nsdl.com.
6. The documents referred to in the Notice will be available for inspection electronically, 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 closure of the e-voting period. Members seeking to inspect such documents may send a request to investorrelations@kfintech.com at least one working day before the date on which they intend to inspect the document.
7. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of members as on close of business hours on Friday, May 31, 2024 (*i.e.*, Cut-off date). Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off date shall only be considered eligible for the purpose of e-voting and those members would be able to cast their votes and record their assent or dissent to the proposed resolutions only through the e-voting process. Any person who is not a member as on the Cut-off date should treat this Notice for information purpose only. A member cannot exercise his vote by proxy on Postal Ballot.
8. The e-voting period will commence on Friday, June 07, 2024, 09:00 a.m. IST and will end on Saturday, July 06, 2024, 05:00 p.m. IST. E-voting will be blocked by the agency immediately thereafter and will not be allowed beyond the said date and time.
9. Once the vote on a resolution is cast by a member, the member will not be allowed to modify it subsequently or cast the vote again.
10. The Board of Directors of the Company (“**Board**”) has appointed Mr. S. N. Viswanathan, Practising Company Secretary (ACS: 61955, COP No. 24335), or failing him Ms. Malati Kumar, Practising Company Secretary (ACS: 15508, COP No. 10980), partners of M/s. S. N. Ananthasubramanian & Co., Company Secretaries, as the Scrutinizer, for conducting the Postal Ballot through e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and Rules. The Scrutinizer’s decision on the validity of the e-voting shall be final and binding.



11. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairperson of the Company, or any person authorised by the Chairperson. The results of the voting conducted through Postal Ballot (through the e-voting process) along with the Scrutinizer's Report will be announced by the Chairperson or such person as authorised, on or before Tuesday, July 09, 2024. The same will be displayed on the website of the Company at www.kfintech.com, the website of NSDL at www.evoting.nsdl.com and shall also be placed on the website of BSE at www.bseindia.com and NSE at www.nseindia.com. The Company will also display the results of the Postal Ballot at its Registered Office.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on July 06, 2024, *i.e.*, the last date specified for receipt of votes through the e-voting process.
13. Process for those members whose e-mail ids are not registered with the DPs / the RTA for registration of e-mail ids:

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 Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company, 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 e-mail at investor@bigshareonline.com.

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.

14. The details of the process and manner for remote e-voting are explained herein below:

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 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	1. Existing IDeAS user can visit the e-Services website of NSDL <i>viz.</i> 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



Type of shareholders	Login method
	<p>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.</p> <ol style="list-style-type: none"> 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. 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: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; 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



Type of shareholders	Login method
	<p>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. 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.</p> <p>3. 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.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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.com or call at 022-48867000
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 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 e-mail 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 e-mail id is not registered, please follow steps mentioned below in **process for those members whose e-mail 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.com 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 on NSDL e-voting system

How do I cast my vote electronically 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.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-voting period.
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.com 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 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.com.

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 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 for individual shareholders holding securities in demat mode.
4. Alternatively, shareholder / members may send a request to evoting@nsdl.com 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.



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the resolutions set out in the Notice:

Item No. 1: Appointment of Mr. Chengalath Jayaram (DIN: 00012214) as an Independent Director of the Company

The Board of Directors of the Company (“**Board**”), based on the recommendation of the Nomination and Remuneration Committee of the Board (“**NRC**”) and subject to the approval of the members of the Company, appointed Mr. Chengalath Jayaram (DIN: 00012214) as an Additional Director (Non-Executive, Independent), of the Company, with effect from May 24, 2024, for a period of 5 (five) consecutive years *i.e.*, up to May 23, 2029 (both days inclusive), not liable to retire by rotation.

Mr. Chengalath Jayaram has consented to be an Independent Director of the Company and has also submitted the necessary disclosures and declarations as required for such appointment. Mr. Chengalath Jayaram 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 as per Section 160 of the Act from Mr. Chengalath Jayaram, signifying his candidature for appointment as an Independent Director of the Company.

The desired attributes required of an Independent Director were identified based on the evaluation of the balance of skills, knowledge, and experience on the Board, by the NRC. Based on the same, the NRC recommended the appointment of Mr. Chengalath Jayaram as an Independent Director of the Company. In the opinion of the Board, Mr. Chengalath Jayaram fulfils the criteria of independence as prescribed in the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Chengalath Jayaram’s skills, background and experience are aligned to the said attributes.

The Board was satisfied that the appointment of Mr. Chengalath Jayaram is justified due to the following:

- i. He has varied experience of over 39 years in many areas of finance and business;
- ii. He was the Joint Managing Director of an Indian banking and financial services Company;
- iii. He headed the Private Banking business, Alternative Investments business, including Private Equity funds and Real Estate funds and international operations of the said Company.

Members of the Company had at their extraordinary general meeting held on March 24, 2022, approved the payment of remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year to the Non-Executive Independent Directors of the Company by way of commission or otherwise, of an amount not exceeding Rs. 30,00,000/- (Rupees Thirty Lakh only) per annum to each such Director in addition to 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 Independent Directors which 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 accordance with the same, based on the recommendation of the NRC, the Board has approved the payment of remuneration by way of commission or otherwise, to Mr. Chengalath Jayaram (DIN: 00012214), of an amount not exceeding Rs. 25,50,000/- (Rupees Twenty-Five Lakh Fifty Thousand only) per annum.



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. Chengalath Jayaram forms part of this Notice

A copy of the draft letter for the appointment of Mr. Chengalath Jayaram as an Independent Director setting out the terms and conditions is available for electronic inspection by the members as per the procedure given in the Notes to this Notice.

The resolution seeks approval of the members of the Company by way of a special resolution for the appointment of Mr. Chengalath Jayaram as an Independent Director of the Company.

Mr. Chengalath Jayaram is interested in the special resolution set out at Item No. 1 with respect to his appointment. The relatives of Mr. Chengalath Jayaram 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. 1 of the Notice.

The Board commends the special resolution set out at Item No. 1 of the Notice for approval by the members.

Item No. 2: 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 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 Rs. 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.

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.



The members had at their annual general meeting held on September 25, 2023, approved 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, as well as for the financial year ending March 31, 2024.

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 ending March 31, 2025.

Mr. Vishwanathan Mavila Nair is interested in the special resolution set out at Item No. 2 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. 2 of the Notice.

The Board commends the special resolution set out at Item No. 2 of the Notice for approval by the members.

Item No. 3: Remuneration of Mr. Venkata Satya Naga Sreekanth Nadella (DIN: (DIN: 08659728), Managing Director and CEO of the Company

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. Subsequently, 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 (“Board”), based on the recommendation of the Nomination and Remuneration Committee (“NRC”), appointed Mr. Venkata Satya Naga Sreekanth Nadella as the Managing Director of the Company, and approved his remuneration. The same was approved by the members of the Company at their annual general meeting held on August 04, 2022. The members had approved the increase in remuneration of Mr. Venkata Satya Naga Sreekanth Nadella through their resolution passed through Postal Ballot on November 11, 2023.

Based on the recommendation of the NRC and considering the performance of Mr. Venkata Satya Naga Sreekanth Nadella, subject to the approval of the members, the Board approved the increase in remuneration (fixed and variable component) of Mr. Venkata Satya Naga Sreekanth Nadella, with effect from April 01, 2024, as under:

Particulars	Existing	Proposed
Maximum amount (per annum)	Not exceeding Rs. 4,52,00,000 (Rupees Four Crore Fifty-Two Lakh only)	Not exceeding Rs. 4,96,00,000 (Rupees Four Crore Ninety-Six Lakh only)
Bifurcated into		
Fixed compensation	Rs. 3,08,00,000 (Rupees Three Crore Eight Lakh only)	Rs. 3,40,00,000 (Rupees Three Crore Forty Lakh only)
Target variable compensation	Rs. 1,20,00,000 (Rupees One Crore Twenty Lakh only) as the target variable compensation, subject to a maximum payout of 120%, as may be determined by	Rs. 1,30,00,000 (Rupees One Crore Thirty Lakh only) as the target variable compensation, subject to a maximum payout of 120%, as may



Particulars	Existing	Proposed
	the NRC.	be determined by the NRC

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.

The resolution seeks approval of the members of the Company by way of a special resolution for the remuneration of Mr. Venkata Satya Naga Sreekanth Nadella (DIN: 08659728), Managing Director and CEO of the Company. The NRC has recommended the remuneration of Mr. Venkata Satya Naga Sreekanth Nadella as indicated in the resolution set out at Item No. 3 of this Notice.

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 overall 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 including remuneration of Mr. Venkata Satya Naga Sreekanth Nadella under Section 190 of the Act.

The statement as per Section II of Part II of Schedule V to the Act forms a part of this Notice.

Mr. Venkata Satya Naga Sreekanth Nadella is interested in the special resolution set out at Item No. 3 with respect to his 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 special resolution set out at Item No. 3 of the Notice.



The Board commends the special resolution set out at Item No. 3 of the Notice for approval by the members.

By Order of the Board of Directors of
KFin Technologies Limited

Alpana Kundu

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

June 06, 2024 | Mumbai

Registered Office:

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

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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 recommended for appointment / re-appointment

Mr. Chengalath Jayaram

Brief Resume, Qualifications and Experience

Mr. Chengalath Jayaram, B. A. (Economics), PGDM-Indian Institute of Management, Kolkata, has varied experience of over 39 years in many areas of finance and business and was earlier the Managing Director of Kotak Securities Limited. Mr. Jayaram headed the Private Banking business, Alternative Investments business, including Private Equity funds and Real Estate funds and international operations for Kotak Group till his retirement, as Joint Managing Director of the Bank, in April 2016.

He was with the Kotak Group for 26 years and was instrumental in building a number of new businesses for the Kotak Group. Prior to joining the Kotak Group, he was with Overseas Sanmar Financial Limited.

Age: 68 years

Nature of expertise in specific functional areas: Business and Strategic Leadership, Business Strategies and Mergers and Amalgamations, Information Technology, Global Business Exposure, Industry Expertise, Risk Management, Financial Expertise, Human Resource and 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. Chengalath Jayaram was first appointed on the Board as an Additional Director (Non-Executive, Independent) on May 24, 2024. Attendance at meetings of the Board and remuneration last drawn are not applicable. Mr. Chengalath Jayaram does not hold any shares of the Company.

Terms and conditions of appointment and remuneration sought to be paid: As per the resolution in Item No. 1 of this Notice read with the statement pursuant to Section 102 of the Act forming part of the Notice.

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

Listed entities (other than 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

Skills and capabilities required for the role and the manner in which the Director meets such requirements: As per the statement pursuant to Section 102 of the Act forming part of the Notice.



Statement as per Section II of Part II of Schedule V to the Act

I. GENERAL INFORMATION									
Nature of Industry	Technology								
Date or expected date of commencement of commercial production	Not Applicable								
Financial performance based on given indicators	<p>The details of the standalone financial performance of the Company for the financial year 2023-24 is summarized below: (In Rs. Millions)</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Revenue from operations</td> <td style="text-align: right;">: 8,108.27</td> </tr> <tr> <td>Profit before tax</td> <td style="text-align: right;">: 3,251.42</td> </tr> <tr> <td>Profit after tax</td> <td style="text-align: right;">: 2,454.24</td> </tr> </table>	Revenue from operations	: 8,108.27	Profit before tax	: 3,251.42	Profit after tax	: 2,454.24		
Revenue from operations	: 8,108.27								
Profit before tax	: 3,251.42								
Profit after tax	: 2,454.24								
Foreign investments or collaborations if any	The Company is promoted by General Atlantic Singapore Fund Pte. Ltd. (GASF) incorporated in Singapore on March 15, 2011.								
II. INFORMATION ABOUT THE APPOINTEE									
Background details, Recognition or awards, Job profile and his suitability	Mr. Venkata Satya Naga Sreekanth Nadella is the Managing Director and CEO of the Company. He has been associated with the Company 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	<p>Financial Year 2023-24 (In Rs. Millions)</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Salary and Allowances</td> <td style="text-align: right;">: 31.83</td> </tr> <tr> <td>Share based payment</td> <td style="text-align: right;">: 5.17</td> </tr> <tr> <td>Commission / Bonus / Performance-based Incentive</td> <td style="text-align: right;">: 12.60</td> </tr> <tr> <td>Total</td> <td style="text-align: right;">: 49.60</td> </tr> </table>	Salary and Allowances	: 31.83	Share based payment	: 5.17	Commission / Bonus / Performance-based Incentive	: 12.60	Total	: 49.60
Salary and Allowances	: 31.83								
Share based payment	: 5.17								
Commission / Bonus / Performance-based Incentive	: 12.60								
Total	: 49.60								
Remuneration proposed	As per the resolution in Item No. 3 of this Notice read with the statement pursuant to Section 102 of the Act forming part of the Notice. 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 Act read with Schedule V to the Act and is comparable to the remuneration levels of similar sized companies in similar industry.								
Pecuniary relationship directly or indirectly with the Company,	No pecuniary relationship except remuneration as Managing Director and								



or relationship with the CEO of the Company.
managerial personnel, if any

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.
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Steps taken or proposed to be taken for improvement	Not Applicable
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Expected increase in productivity and profits in measurable terms	Not Applicable
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