

# Notice of Annual General Meeting

Notice is hereby given that the 7<sup>th</sup> Annual General Meeting of members of KFin Technologies Limited will be held on Thursday, August 29, 2024, at 04:00 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, 2024, 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, 2024, 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 declare final dividend on the equity shares for the financial year ended March 31, 2024, 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 FURTHER THAT** final dividend of INR 5.75 (Rupees Five and Paise Seventy-Five only) per equity share of INR 10/- (Rupees Ten only) each fully paid-up of the Company, as recommended by the Board of Directors of the Company for the financial year ended March 31, 2024, be and is hereby declared, and the same be paid out of the profits of the Company.”

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

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, the Articles of Association

of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Shantanu Rastogi (DIN: 06732021), 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 re-appoint Mr. Alok C Misra (DIN: 01542028), 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. Alok C Misra (DIN: 01542028), 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.”

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 01, 2024 | Mumbai

## NOTES:

1. Pursuant to the General Circular No. 09/2023 issued by the Ministry of Corporate Affairs (“MCA”) on September 25, 2023 and other circulars issued by MCA in this respect, and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 issued by the Securities and Exchange Board of India (“SEBI”) on October 07, 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 details of Directors seeking re-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 2023-24 is being sent only through electronic mode to those members (as on July 26, 2024) 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](http://www.kfintech.com), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of National Securities Depository Limited (“**NSDL**”) at [www.evoting.nsdl.com](http://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](mailto:investorrelations@kfintech.com).
8. Members holding shares in physical form and who have not updated their E-mail ids / bank account details 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, 6<sup>th</sup> 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](mailto: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](mailto: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 and in terms of SEBI circular on evoting 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 Friday, August 23, 2024, 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 Monday, August 26, 2024, and will end at 5:00 p.m. (IST) on Wednesday, August 28, 2024. 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

In terms of SEBI circular on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email id in their demat accounts in order to access e-voting facility.

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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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.<br/><br/>Click on “<b>Access to e-Voting</b>” under e-voting services and you will be able to see e-voting page. Click on Company name or <b>e-voting service provider i.e., NSDL</b> 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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click on the link <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.<br/><br/>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or <b>e-voting service provider i.e., NSDL</b> 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.</li> <li>Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> |

NSDL Mobile App is available on



| Type of shareholders   | Login method   |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi Tab and then use your existing myeasi username and password.</li> <li>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.</li> <li>If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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.</li> </ol> |
| 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?

- 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, 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<br>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<br>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<br>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:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - If your Email id is not registered, please follow steps mentioned below **in process for those shareholders whose Email ids are not registered.**

account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).

- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.com](mailto:evoting@nSDL.com) mentioning your demat account number / folio number, your PAN, your name and your registered address *etc.*
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- 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?

- 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.
- 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".

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "**Forgot User Details / Password**" (If you are holding shares in your demat

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](mailto:scrutinizer@snaco.net) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on 022-48867000 or send a request to Ms. Prajakta Pawle, Officer, National Securities Depository Limited, 4<sup>th</sup> Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India at [evoting@nsdl.com](mailto:evoting@nsdl.com).
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.*, August 23, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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](http://www.evoting.nsdl.com) or call on 022 - 48867000. 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.*, August 23, 2024, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

### 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](mailto: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](mailto: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.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI's circular, on e-voting facility provided by listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are 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

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.com](mailto:evoting@nsdl.com) or call at 022-48867000 or contact Ms. Prajakta Pawle, Officer, National Securities Depository Limited, 4<sup>th</sup> Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India at the designated E-mail id [evoting@nsdl.com](mailto:evoting@nsdl.com).

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](mailto:investorrelations@kfintech.com) by Thursday, August 22, 2024, 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 and 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](mailto: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.

## DIVIDEND RELATED INFORMATION

18. The Company will endeavor to pay the dividend, if approved by the members, as early as possible after the date of AGM, however not later than 30 days therefrom. The same is subject to deduction of tax at source (“TDS”) as applicable.
19. The dividend will be paid to the members whose names appear in the Register of Members / list of Beneficial Owners as on close of business hours on Friday, August 23, 2024, being the record date.
20. Payment of dividend shall be made through electronic mode to the members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the members who have not updated their bank account details.
21. Members are requested to register / update their complete bank account details with their Depository Participant(s), if shares are held in dematerialized mode. Members holding shares in physical mode are requested to follow the process set out in Note No. 8 in this Notice.
22. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DPs only, as the Company or its Registrar cannot act on any request received directly on the same.
23. Members may note that the Income Tax Act, 1961, (“**IT Act**”), mandates that dividends paid or distributed by a Company after April 01, 2020, shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (“**TDS**”) at the time of making the payment of dividend, at the rates prescribed in the IT Act.
24. In order to enable the Company to determine the appropriate TDS rate as applicable, members are requested to submit the documents in accordance with the provisions of the IT Act:

## For Resident Members

Tax is required to be deducted at source under Section 194 of the IT Act at 10% on the amount of dividend declared and paid by the Company during Financial Year 2024-25, subject to Permanent Account Number (“**PAN**”) details being registered / updated by the member. If PAN is not registered / updated in the demat account / folio, or declared to be in-operative on non-linking of PAN with Aadhaar, tax would be deducted at 20% as per Section 206AA of the IT Act. The Company will rely on the reports downloaded from the reporting portal of the income tax department for checking validity of PANs / inoperative PANs / Specified Persons under Section 206AB of the IT Act.

Specified Person, as defined in Section 206AB of the IT Act briefly means ‘a person who has not filed the return of income for the immediately preceding financial year on or before the time limit prescribed under sub-section (1) of Section 139 of the IT Act; and the aggregate of tax deducted at source and tax collected at source in his case is ₹50,000/- (Rupees Fifty Thousand only) or more in that immediately preceding financial year.’

- a. **Resident Individual Members:** No tax at source is required to be deducted, if
  - i. the aggregate dividend received or likely to be received by them during the Financial Year 2024-25 does not exceed ₹5,000/- (Rupees Five Thousand only), subject to member not being a ‘Specified Person’ and the status of the PAN of the member not being ‘in-operative’ on record date as per provisions of the IT Act; or
  - ii. the member submits Form 15G (applicable to resident individual below the age of 60 years), **Annexure – 1** / Form 15H (applicable to resident individual aged 60 years and above), **Annexure – 2** provided that the eligibility conditions are met, subject to the PAN of the member not being in-operative as per provisions of section 139AA of the IT Act; or
  - iii. the member submits exemption certificate, if any, issued by the Income Tax Department.
- b. **Resident Non-Individual Members:** No tax at source is required to be deducted on the dividend payable to the following resident non-individual members if they submit the information and documents as per the format **Annexure – 3**.
  - i. **Insurance Companies:** Self declaration that it qualifies as an “Insurer” as per Section



2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the equity shares held by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority of India (“**IRDAI**”);

- ii. **Mutual Funds:** Self-declaration that it is registered with the Securities and Exchange Board of India (“**SEBI**”) and is notified under Section 10(23D) of the IT Act along with self-attested copy of PAN card and certificate of registration with SEBI;
- iii. **Alternative Investment Fund:** Self-declaration that its income is exempt under Section 10(23FBA) of the IT Act, and they are registered with SEBI as Category I or Category II Alternative Investment Fund (“**AIF**”) along with self-attested copy of PAN card and certificate of registration with SEBI;
- iv. **National Pension System Trust:** Self-declaration that it qualifies as National Pension System Trust and its income is eligible for exemption under Section 10(44) of the IT Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card;
- v. **Other Resident Non-Individual Members:** A copy of exemption certificate or documentary evidence supporting the exemption, if any, issued by the Income Tax Department along with self-attested copy of PAN card.

In case resident member submits self-attested certificate obtained under Section 197 of the IT Act from the income tax authorities, for lower / NIL withholding of taxes, the rate specified in the said certificate will be considered.

### For Non-Resident Members

Tax at source shall be deducted under Section 195 of the IT Act at the applicable rates. As per the relevant provisions of the IT Act, the withholding tax shall be at 20% (plus applicable surcharge and cess) on the amount of dividend payable to non-resident members. Further, in case of Foreign Institutional Investors and Foreign Portfolio Investors, tax shall be deducted at source at 20% (plus applicable surcharge and cess) under Section 196D of the IT Act.

In case non-resident member submits self-attested certificate obtained under Section 197 of the IT Act from

the income tax authorities, for lower / NIL withholding of taxes, the rate specified in the said certificate will be considered.

As per Section 90 of the IT Act, a non-resident member has the option to be governed by the provisions of the Double Taxation Avoidance Agreement (“**DTAA**”) between India and the country of tax residence of the member. To avail the DTAA benefits, the non-resident member is required to submit the following:

- a. Self-attested copy of the PAN card allotted by the Indian Income Tax authorities, if any;
- b. Self-attested copy of Tax Residency Certificate (“**TRC**”) (for the period April 01, 2024 to March 31, 2025) obtained from the tax authorities of the country of which the member is resident;
- c. Self-declaration in Form 10F, **Annexure – 4**, if all the details required in this form are not mentioned in the TRC. In case the member has PAN, copy of Form 10F filed electronically (valid for the period April 01, 2024 to March 31, 2025) through income-tax portal is required;
- d. Self-declaration, **Annexure – 5**, certifying the following:
  - i. Member is and will continue to remain a tax resident of the country of its residence during the Financial Year 2024-25;
  - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
  - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
  - iv. Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company;
  - v. Member does not have and will not have a taxable presence, fixed base or a permanent establishment in India during the Financial Year 2024-25; and
  - vi. Article 24 / 24A under India-Singapore DTAA is not applicable to the member (for tax resident of Singapore and claiming treaty benefits).
- e. In case of Foreign Institutional Investors and Foreign Portfolio Investors, self-attested copy of certificate of registration with SEBI;

It is recommended that members should independently satisfy their eligibility to claim DTAA benefits including fulfilling of all the conditions laid down by DTAA.

### Payment of Dividend

25. The dividend, if approved by the members, will be paid after deducting the tax at source as mentioned aforesaid. The following provisions under the IT Act will also be considered to determine the applicable TDS rate:

**a. Tax to be deducted at higher rate in case of non-filers of Return of Income**

The provisions of Section 206AB require the deductor to deduct tax at higher of the following rates from the amount paid / credited to specified person:

- i. At twice the rate specified in the relevant provision of the IT Act; or
- ii. At twice the rates or rates in force; or
- iii. At the rate of 5%.

Non-resident members who do not have permanent establishment in India and the resident members who are not required to file a return under Section 139 of the IT Act, are excluded from the scope of specified persons.

However, as directed by the Central Board of Direct Taxes vide Circular No. 11 of 2021 dated June 21, 2021, the Company will be using functionality of the income tax department for determination of specified person for the purpose of Section 206AB of the IT Act.

**b. Tax to be deducted at higher rate in case of non-linkage of PAN with Aadhaar**

As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and tax shall be deducted at the rate of 20% as per the provisions of Section 206AA of the IT Act, as mentioned aforesaid. The Company will be using functionality of the income tax department for the above purpose.

**c. Declaration under Rule 37BA**

In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands

of a person other than the deductee, then such deductee should file a declaration with Company in the manner prescribed in the Rules. The format of declaration under Rule 37BA is as per **Annexure – 6**.

**d. Members having multiple accounts under different status / category**

Members holding Equity Shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

### For all Members

26. All annexures as referred to above are available on the website of the Company at <https://investor.kfintech.com/investor-information-resources/> The documents such as Form 15G / 15H, documents under Section 196, 197A, etc. can be submitted on [tds@bigshareonline.com](mailto:tds@bigshareonline.com).
27. All the documents submitted by the member will be verified by the Company / its Authorized Representative and the Company will consider the same while deducting appropriate taxes, if they are in accordance with the provisions of the IT Act. In case of any discrepancy in documents submitted by the member, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.
28. In case of joint members, the member named first in the Register of Members is required to furnish the requisite documents for claiming any applicable beneficial tax rate.
29. For resident members, the rate of TDS would not be increased by surcharge and cess. For non-resident members, the rate of TDS would be increased by applicable surcharge and cess.
30. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the member(s), such member(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any proceedings.
31. The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory

review by the Company, of the documents submitted by the non-resident member and meeting requirement of the IT Act read with applicable tax treaty.

32. In order to enable the Company to determine the appropriate TDS / withholding tax rate applicable, members are requested to provide the aforesaid details and documents on or before Tuesday, August 20, 2024, at 05:00 p.m. IST. No communication on the tax determination / deduction shall be accepted post Tuesday, August 20, 2024, at 05:00 p.m. IST.
33. Members may note that in case the tax on said dividend is deducted at a higher rate due to non-receipt of the aforementioned details / documents, there would still be an option available to the member to file the return of income and claim an appropriate refund, if eligible.
34. In accordance with the provisions of the IT Act, TDS certificates can be made available to the members at their registered Email id after filing of the quarterly TDS returns of the Company, post payment of the said dividend. The members will also be able to see the credit of TDS in their Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.
35. An Email communication informing the members regarding the change in the IT Act as well as the relevant procedure to be adopted by them to avail the applicable tax rate was sent by the Company at the registered Email ids of the members.
36. The aforesaid information is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.
37. The Board of Directors 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 e-voting process in a fair and transparent manner.
38. 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.
39. The results declared along with the Scrutinizer's report will be placed on the website of the Company at [www.kfintech.com](http://www.kfintech.com) and shall also be communicated to the stock exchanges as per the LODR Regulations.
40. Mr. Shantanu Rastogi (DIN: 06732021) and Mr. Alok C Misra (DIN: 01542028) are interested in ordinary resolutions set out in Item Nos. 3 and 4 respectively of the Notice. The relatives of Mr. Shantanu Rastogi and Mr. Alok C Misra and 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. 3 and 4 of the Notice.

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](http://www.kfintech.com) |  
[investorrelations@kfintech.com](mailto:investorrelations@kfintech.com)  
+91 40 7961 5565

August 01, 2024 | Mumbai

## GENERAL

37. The Board of Directors 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 e-voting process in a fair and transparent manner.

## 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

### Mr. Shantanu Rastogi

#### Brief Resume, Qualifications and Experience

Mr. Shantanu Rastogi is a Non-executive Nominee Director of our Company and has been associated with us since November 16, 2018. He has over 19 years of experience and serves on the board of several fintech, software, healthcare, and consumer businesses in India. He is designated as, the Managing Director and Head of India at General Atlantic Private Limited. He rejoined General Atlantic in 2013 after working at the firm between 2005 to 2007. Previously, Shantanu was a Principal at Apax Partners and a management consultant with McKinsey prior to that. Shantanu graduated from IIT Bombay with B.Tech & M.Tech (Electrical Engineering) degrees and earned an MBA from The Wharton School, University of Pennsylvania.

**Age:** 45 years

**Nature of expertise in specific functional areas:** Business and Strategic Leadership, Business Strategies and Mergers & Amalgamations, Information Technology, Global Business Exposure, Industry Expertise, Financial Expertise, Human Resource, 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. Shantanu Rastogi was first appointed on the Board on November 16, 2018. 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. No remuneration is sought to be paid.

**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:** 360 One WAM Limited, Krishna Institute of Medical Sciences Limited.

### Mr. Alok C Misra

#### Brief Resume, Qualifications and Experience

Mr. Alok C Misra is a Non-Executive Nominee Director of our Company. He has been associated with our Company since July 28, 2023. He was the Chief Operating Officer of General Atlantic's India office and an Operating Partner. In this role, he provided 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 and served in a number of accounting and finance roles at other firms, including I.T.C. Limited and PwC. He is a fellow member of the Institute of Chartered Accountants of India.

**Age:** 57 years

**Nature of expertise in specific functional areas:** Business and Strategic Leadership, Business Strategies and Mergers & Amalgamations, Global Business Exposure, Industry expertise, Financial expertise, Human Resource, 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 C 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 provided in the Corporate Governance Report.

**Terms and conditions of appointment and remuneration sought to be paid:** As per the resolution in Item No. 4 of this Notice. No remuneration is sought to be paid.

**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