

September 05, 2024

CS&G/STX/SQ2024/34

1) National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Symbol: KFINTECH

2) BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 543720

Sub. : Intimation of introduction and implementation of KFin Employee Stock Option Plan 2024

Ref. : Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)

Dear Sir / Madam,

Pursuant to Regulation 30 and other applicable provisions of the LODR Regulations, this is to inform that the Board of Directors of the Company at its meeting held today *i.e.*, September 05, 2024, has *inter-alia* subject to the approval of the members of the Company, stock exchanges, and other such approvals, permissions and sanctions as may be necessary, approved the introduction and implementation of the ‘KFin Employee Stock Option Plan 2024’ (“**ESOP 2024**”), including Scheme A and Scheme B thereof, for the benefit of eligible employees of the Company and its present and future Subsidiary Companies, in India or outside India.

The Board meeting commenced at 03:00 p.m. and concluded at 05:30 p.m.

Details as required to be disclosed as per the LODR Regulations read with SEBI’s Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and Circular No. SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated July 13, 2023, are enclosed herewith as **Annexure – A**.

This is for your information and records.

Thanking you,

Yours faithfully,

For KFin Technologies Limited

Alpana Kundu
Company Secretary and Compliance Officer

ICSI Membership No.: F10191

Encl.: a/a

KFin Technologies Limited

(Formerly known as KFin Technologies Private Limited)

Registered & Corporate Office:

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

CIN: L72400TG2017PLC117649

compliance.corp@kfintech.com

Annexure – A

Details as required to be disclosed as per the LODR Regulations read with SEBI’s Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and Circular No. SEBI/HO/CFD/ CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Sr. No.	Particulars	Details
01	Brief details of options granted	<p>Under the ESOP 2024, the maximum number of units that may be granted to the eligible employees shall not exceed 25,00,000 (Twenty-Five Lakh) units, which would entitle the eligible employees to acquire equity shares not exceeding 25,00,000 (Twenty-Five Lakh) fully paid-up equity shares of INR 10/- each of the Company.</p> <p>The maximum number of units that may be granted under Scheme A and Scheme B, each, shall not exceed 12,50,000 (Twelve Lakh Fifty Thousand) units. Notwithstanding the same, the Nomination and Remuneration Committee / Board may at its discretion grant units that have lapsed (including those having lapsed by way of forfeiture / revocation) and added back to the number of units that are pending to be granted, under Scheme A and Scheme B, each.</p>
02	Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable)	ESOP 2024 is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
03	Total number of shares covered by these options	Not exceeding 25,00,000 (Twenty-Five Lakh) equity shares of INR 10/- each.
04	Pricing formula	<p>The Grant Price shall be the Exercise Price. The Nomination and Remuneration Committee / Board shall have the power to determine the Grant Price and in doing so Nomination and Remuneration Committee may make reference to the Independent Valuer or adopt any other generally acceptable methods of valuation. Notwithstanding the same, the Nomination and Remuneration Committee / Board may grant units at a price which shall not be less than the market price.</p> <p>“Market Price” shall mean the latest available closing price on a recognized stock exchange on which the shares of the Company are listed, on the date immediately prior to the relevant date. For the purpose of this clause, if such</p>

Sr. No.	Particulars	Details
		<p>shares are listed on more than one recognized stock exchange, then the closing price on the recognized stock exchange having higher trading volume shall be considered as the market price.</p> <p>“Relevant Date” shall mean, in the case of grant, the date on which the grant is made.</p>
05	Options vested	Not applicable at this stage.
06	Time within which options may be exercised	<p>The exercise period shall mean a period of 07 (seven) years from the date of vesting of the relevant unit for continuing employee or deceased employee, and a period of 03 (three) years from the date of separation for ex-employees, unless the Board / Nomination and Remuneration Committee decides otherwise.</p>
07	Options exercised	Not applicable at this stage.
08	Money realized by exercise of options	Not applicable at this stage.
09	The total number of shares arising as a result of exercise of option	Not applicable at this stage.
10	Options lapsed	Not applicable at this stage.
11	Variation of terms of options	<p>The Board / Nomination and Remuneration Committee may, subject to a special resolution passed at a General Meeting or through Postal Ballot, at any time and from time to time, add, amend, alter, or revoke any Scheme notified under the ESOP 2024, provided such variation is not prejudicial to the interests of the Participant.</p>
12	Brief details of significant terms	<p>Brief description</p> <p>The ESOP 2024 is intended a) To attract, retain and reward talented individuals in the Group, while also motivating eligible employees to actively contribute to the Company’s growth and profitability, b) To create a sense of ownership of employees in the Group, c) To foster sustainable growth and enhance shareholder value by aligning the interests of eligible employees with the long-term goals of the Company. The eligible employees shall be granted units, as determined by the Nomination and Remuneration Committee in accordance with the provisions of the Schemes notified under the ESOP 2024.</p>

Sr. No.	Particulars	Details
		<p>Classes of employees entitled to participate</p> <p>“Employee” means:</p> <ol style="list-style-type: none"> i. an employee as designated by the Company, who is exclusively working in India or outside India; or ii. a Director of the Company, whether a whole time Director or not, including a non-executive Director who is not a promoter or member of the promoter group, but excluding an independent Director, a nominee Director of the Company; or iii. an employee as defined in sub-clauses (i) or (ii), of a group Company including subsidiary Company, in India or outside India, but does not include: <ul style="list-style-type: none"> • an employee who is a promoter or a person belonging to the promoter group; or • a Director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company. <p>Requirements of vesting</p> <p>The vesting period for the units granted under the Schemes notified under the ESOP 2024 shall be subject to continued employment of the eligible employee and elapse of a minimum of 12 (twelve) months from the date of grant. The vesting requirements under the Schemes are as under:</p> <ol style="list-style-type: none"> i. Scheme A – Time-based vesting ii. Scheme B – Performance Linked Equity Shares <p>Mode of implementation</p> <p>The ESOP 2024 shall be implemented and administered directly by the Company and not through a trust.</p> <p>Disclosures required as per the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will form part of the statement pursuant to Section 102 of the Companies Act, 2013 forming part of the Notice to be</p>

Sr. No.	Particulars	Details
		issued for seeking approval of the members.
13	Subsequent changes or cancellation or exercise of such options	Not applicable at this stage.
14	Diluted earnings per share pursuant to issue of equity shares on exercise of options	Not applicable at this stage.