

October 28, 2024

CS&G/STX/DQ2024/12

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 formation of a joint venture company with Computer Age Management Services Limited

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 KFin Technologies Limited (“**Company**”) at its meeting held today *i.e.*, October 28, 2024, has approved the terms of a joint venture agreement (“**JVA**”) to be entered into by the Company with Computer Age Management Services Limited (“**CAMS**”) with respect to the incorporation of a joint venture company (“**JVCo**”) by the Company and CAMS, for the purposes of owning, developing, maintaining and operating the jointly developed investment management platform and ecosystem named ‘MF Central’ (“**Transaction**”). Subject to execution of the JVA, the Transaction is subject to customary closing conditions.

As part of the Transaction, the Board has also approved the proposal for primary equity capital infusion (in one or more tranches) in the JVCo by the Company, up to an aggregate amount equivalent to INR 13,50,00,000 (Indian Rupees thirteen crore fifty lakh) in connection with the Transaction.

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

As regards the joint venture agreement

Sr. No.	Particulars	Details
01	Name(s) of parties with whom the agreement is proposed to be entered;	Computer Age Management Services Limited (“CAMS”)
02	Purpose of entering into the agreement;	Incorporation of a joint venture company (“JVCo”) by the Company and Computer Age Management Services Limited (to be owned 50% by each of the Company and CAMS) for the purposes of owning, developing, maintaining and operating the jointly developed investment management platform and ecosystem named ‘MF Central’
03	Shareholding, if any, in the entity with whom the agreement is proposed to be executed;	N/A.
04	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	<ul style="list-style-type: none"> i. The Company and CAMS each has the right to nominate 2 (two) directors, and jointly nominate 1 (one) director on the board of directors of the JVCo; ii. The Company and CAMS have veto rights in relation to the JVCo undertaking certain actions, as set out in the JVA.
05	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	No.
06	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	No.
07	In case of issuance of shares to the parties, details of issue price, class of shares issued;	The Company and CAMS together propose to infuse an amount equivalent to: (i) INR 1,00,000 (Indian Rupees one lakh) into the JVCo at the time of incorporation; and (ii) an additional INR 26,99,00,000 (Indian Rupees twenty six crore ninety nine lakh) on the closing date as per the terms and conditions of the agreement, at a nominal value of INR 10 (Indian Rupees ten) per equity share.
08	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	N/A.

As regards the primary capital infusion

Sr. No.	Particulars	Details
(a)	Name of the target entity, details in brief such as size, turnover <i>etc.</i>	<p>The target entity (hereinafter referred to as the “JVCo”) is proposed to be incorporated in the name and style as given hereunder (in the order of preference):</p> <ul style="list-style-type: none"> (i) MF Central Private Limited; (ii) MF Central (India) Private Limited; or (iii) any other applicable name as may be approved/made available by the Ministry of Corporate Affairs (MCA).
(b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	<p>Yes, the JVCo (once incorporated) will be an associate company of the Company. Accordingly, the acquisition would be considered a related party transaction. The transaction will be undertaken at an ‘arm’s length’ basis.</p> <p>No, the promoter/ promoter group/ group companies have no interest in the JVCo.</p>
(c)	Industry to which the entity being acquired belongs	<p>The JVCo will be engaged in the business of owning, developing, maintaining and operating an investment management platform and ecosystem, registered as a category – 1 execution only platform with the Association of Mutual Funds in India, named ‘MF Central’ which was jointly developed by the Company and CAMS. The said activities fall within the ambit of financial services industry.</p>
(d)	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>Pursuant to the circular dated July 26, 2021 issued by the Securities Exchange Board of India (“SEBI”) (SEBI/HO/IMD/IMD-II DOF3/P/CIR/2021/604) on ‘RTA inter-operable platform for enhancing investors’ experience in mutual fund transactions / service requests’ (“SEBI 2021 Circular”), registrars to an issue and share transfer agent (“RTA”) were required to <i>inter alia</i> implement standardized practices, system interoperability amongst themselves to jointly develop a common industry wide platform that will deliver an integrated, harmonized, elevated experience to investors for the purposes of executing mutual fund transactions, tracking of service requests, tracking of queries and complaints, access investment related reports, and the like.</p> <p>Each of the Company and CAMS (together, the “Parties”) are registered as RTAs with SEBI under the SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, and pursuant to the SEBI 2021 Circular, the Parties have</p>

Sr. No.	Particulars	Details
		<p>jointly developed an investment management platform and ecosystem, proposed to be registered as a category – 1 execution only platform with the Association of Mutual Funds in India, named ‘MF Central’ (“Platform”).</p> <p>The Parties are desirous of now incorporating the JVCo which would own, develop, maintain and operate the Platform. The JVCo (once incorporated) would issue such number of shares (in one or more tranches) to each of the Parties such that upon subscription, each of the Company and CAMS shall hold 50% (fifty per cent) of the JVCo’s equity share capital.</p>
(e)	Brief details of any governmental or regulatory approvals required for the acquisition	No specific governmental or regulatory approvals are required for the proposed investment. However, as the JVCo will house the MF Central platform, it would be required to be registered as a category – 1 execution only platform with the Association of Mutual Funds in India in accordance with the circular dated June 13, 2023 issued by SEBI (SEBI/HO/IMD/IMD-PoD-1/P/CIR/2023/86) on the ‘Regulatory framework for Execution Only Platforms for facilitating transactions in direct plans of schemes of Mutual Funds’.
(f)	Indicative time period for completion of the acquisition	4 months
(g)	Nature of consideration - whether cash consideration or share swap and details of the same	The Company proposes to infuse upto an aggregate amount equal to INR 13,50,00,000 (Indian Rupees thirteen crore fifty lakh) in cash, and pre-incorporation expenses.
(h)	Cost of acquisition or the price at which the shares are acquired	The Company will acquire upto 1,35,00,000 (one crore thirty five lakh) equity shares of the JVCo at a per share price of INR 10 (Indian Rupees ten), aggregating to an amount equal to INR 13,50,00,000 (Indian Rupees Thirteen crore fifty lakh).
(i)	Percentage of shareholding / control acquired and / or number of shares acquired	The Company will acquire 50% (fifty percent) of the issued and paid up equity share capital of the JVCo.
(j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	The JVCo will be engaged in the business of owning, developing, maintaining and operating an investment management platform and ecosystem named ‘MF Central’ which was jointly developed by the Company and CAMS.