

KFin Technologies Limited
CIN: L72400MH2017PLC444072

Registered Office: 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West),
Mumbai - 400070, Maharashtra, India

Tel. No.: +91 22 4962 0337, **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. 09/2024 dated September 19, 2024 and other circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), 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 resolution as set out in this Notice is 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. Shankar Iyer (DIN: 02134073) as an Independent Director of the Company and approve his remuneration thereof.

The statement pursuant to Section 102 of the Act pertaining to the resolution 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.

In compliance with the applicable provisions of the Act, Rules, LODR Regulations read with the MCA Circulars and SS-2, 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 as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:



Commencement of e-voting period	9.00 a.m. (IST) on Friday, May 09, 2025
Conclusion of e-voting period	5.00 p.m. (IST) on Saturday, June 07, 2025
Cut-off date for eligibility to vote	Friday, May 02, 2025

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Saturday, June 07, 2025 and e-voting will be disallowed thereafter.

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, June 10, 2025. 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.

The resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting, *i.e.* Saturday, June 07, 2025.

SPECIAL BUSINESS

Item No. 1: To appoint Mr. Shankar Iyer (DIN: 02134073) as an Independent Director of the Company and approve his remuneration thereof, 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 and approvals of the Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors of the Company (“**Board**”), Mr. Shankar Iyer (DIN: 02134073) who was appointed as an Additional Director (Non-Executive, Independent), by the Board with effect from April 28, 2025, 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 April 28, 2025 up to April 27, 2030, (both days inclusive), not liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149(9), 197, 198, Schedule V and other applicable provisions of the Act and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, the applicable provisions of the LODR Regulations, based on the recommendation of the NRC and the Board, the members of the Company hereby approves the payment of remuneration by way of commission or otherwise, to Mr. Shankar Iyer, of an amount not exceeding Rs. 45,00,000 (Rupees Forty-Five Lakh only) per annum including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, 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;

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



By Order of the Board of Directors of
KFin Technologies Limited

Alpana Kundu

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

May 08, 2025 | Mumbai

Registered Office:

301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri
Road, Nav Pada, Kurla (West), Mumbai – 400070,
Maharashtra, India

CIN: L72400MH2017PLC444072

www.kfintech.com | investorrelations@kfintech.com

+91 22 4962 0337

NOTES:

1. The statement pursuant to Section 102 of the Act pertaining to the resolution 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 provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the LODR Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-voting is mentioned in note no. 15 hereunder.
3. 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 02, 2025 (*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. 14.
4. 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.
5. As per the MCA Circulars, physical copies of this Notice along with Postal Ballot forms and prepaid business reply envelopes 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.
6. 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.
7. 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.
8. 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 May 02, 2025 (*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 resolution 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.

9. The e-voting period will commence on Friday, May 09, 2025, 09:00 a.m. IST and will end on Saturday, June 07, 2025, 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.
10. 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.
11. 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.
12. 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, June 10, 2025. 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.
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, June 07, 2025, *i.e.*, the last date specified for receipt of votes through the e-voting process.
14. 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.

15. 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	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider i.e., NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. 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.

Type of shareholders	Login method
	<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: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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. 2. 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. 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. 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. 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.
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</p>



Type of shareholders	Login method
	redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

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. 1800-21-09911

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



Manner of holding shares - Demat (NSDL or CDSL) or Physical	Your User ID is:
	For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For members holding shares in Physical Form	<p>EVEN Number followed by Folio Number registered with the Company</p> <p>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

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 resolution set out in this Notice along with the disclosures as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Item No. 1: Appointment of Mr. Shankar Iyer (DIN: 02134073) as an Independent Director of the Company and approval of his remuneration thereof

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. Shankar Iyer (DIN: 02134073) as an Additional Director (Non-Executive, Independent), of the Company, with effect from April 28, 2025, for a period of 5 (five) consecutive years *i.e.*, up to April 27, 2030 (both days inclusive), not liable to retire by rotation.

Mr. Shankar Iyer 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. Shankar Iyer 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. Shankar Iyer, 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. Shankar Iyer as an Independent Director of the Company. In the opinion of the Board, Mr. Shankar Iyer 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. Shankar Iyer’s skills, background and experience are aligned to the said attributes.

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

- i. He has varied experience of over 40 years in building and growing businesses in global capital markets and asset management operations industry by leveraging technology and a global workforce;
- ii. He was the Chief Executive Officer of the Intertrust Group (engaged in providing global business administrations services) listed on Euronext Amsterdam, Netherlands, before its acquisition by Corporation Services Company (CSC);
- iii. At present, he holds various advisory and board roles at several companies which are engaged in the financial and technology industries;
- iv. His in-depth practical experience and extensive knowledge of the global capital market and asset management sector, along with his expertise in planning and executing asset management operations, administration, strategy, compliance, and governance, as well as his educational background, enable him to provide the Board with valuable insights and guidance on a wide range of business and governance related aspects.

Based on the recommendations of the NRC, the Board and considering his balance of skills, knowledge, and experience, it is proposed to pay remuneration by way of commission or otherwise, to Mr. Shankar Iyer, of an amount not exceeding Rs. 45,00,000/- (Rupees Forty-Five Lakh 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. Shankar Iyer forms part of this Notice.

A copy of the draft letter for the appointment of Mr. Shankar Iyer 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. Shankar Iyer as an Independent Director of the Company.

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

Mr. Shankar Iyer is interested in the special resolution set out at Item No. 1 with respect to his appointment and remuneration. The relatives of Mr. Shankar Iyer may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board commends the Special Resolution set out at Item No. 1 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

May 08, 2025 | Mumbai

Registered Office:

301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri
Road, Nav Pada, Kurla (West), Mumbai - 400070,
Maharashtra, 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 Director recommended for appointment

Mr. Shankar Iyer

Brief Resume, Qualifications and Experience

Mr. Shankar Iyer has varied experience of over 40 years in building and growing businesses in capital markets and asset management operations industry by leveraging technology and a global workforce. He was the Chief Executive Officer of the Intertrust Group (engaged in providing global business administrations services) listed on Euronext Amsterdam, Netherlands, before its acquisition by Corporation Services Company (CSC).

At present, he holds various advisory and board roles at several companies which are engaged in the financial and technology industries.

He holds a Bachelor's Degree in Solid-State Electronics and a Master's Degree in Management Studies from Bombay University.

Age

60 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, 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. Shankar Iyer was first appointed on the Board as an Additional Director (Non-Executive, Independent) on April 28, 2025. Attendance at meetings of the Board and remuneration last drawn are not applicable. Mr. Shankar Iyer 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 with Directors, Manager and other Key Managerial Personnel of the Company

None

Entities (other than the Company) in which the Director holds directorship and Committee membership

- i. Intertrustviteos Corporate and Fund Services Private Limited – Director
- ii. Akanksha Education Fund US – Director
- iii. Income Discovery US – Director
- iv. Inrate AG- Zug, Switzerland – Director

At present, he is not holding Committee membership in any Company.

Justification for choosing the appointee for appointment as Independent Director



As per the statement pursuant to Section 102 of the Act forming part of the Notice.

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 2024-25 is summarized below: (In Rs. Millions)</p> <table> <tr> <td>Revenue from operations</td><td>: 10,554.99</td></tr> <tr> <td>Profit before tax</td><td>: 4,381.96</td></tr> <tr> <td>Profit after tax</td><td>: 3,255.48</td></tr> </table>	Revenue from operations	: 10,554.99	Profit before tax	: 4,381.96	Profit after tax	: 3,255.48		
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Profit before tax	: 4,381.96								
Profit after tax	: 3,255.48								
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	<p>Mr. Shankar Iyer has varied experience of over 40 years in building and growing businesses in capital markets and asset management operations industry by leveraging technology and a global workforce. He was the Chief Executive Officer of the Intertrust Group (engaged in providing global business administrations services) listed on Euronext Amsterdam, Netherlands, before its acquisition by Corporation Services Company (CSC).</p> <p>At present, he holds various advisory and board roles at several companies which are engaged in the financial and technology industries. He holds a Bachelor's Degree in Solid-State Electronics and a Master's Degree in Management Studies from Bombay University.</p>								
Past remuneration	<p>Financial Year 2024-25 (In Rs. Millions)</p> <table> <tr> <td>Salary and Allowances</td><td>: NA</td></tr> <tr> <td>Share based payment</td><td>: NA</td></tr> <tr> <td>Commission / Bonus / Performance-based Incentive</td><td>: NA</td></tr> <tr> <td>Total</td><td>: NA</td></tr> </table>	Salary and Allowances	: NA	Share based payment	: NA	Commission / Bonus / Performance-based Incentive	: NA	Total	: NA
Salary and Allowances	: NA								
Share based payment	: NA								
Commission / Bonus / Performance-based Incentive	: NA								
Total	: NA								
Remuneration proposed	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. As recommended and approved by the Nomination and Remuneration								



	Committee and 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, or relationship with the managerial personnel, if any	No pecuniary relationship except remuneration as an Independent Director of the Company.

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. Further, we run a very strong fast growing sustainable and diversified business model with no outstanding debt, high proportion of recurring revenue of as high as 95% and generate over 55% of EBITDA as free cash flows, as on March 31, 2025.
Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase in productivity and profits in measurable terms	Not Applicable