

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 8<sup>th</sup> Annual General Meeting of members of KFin Technologies Limited will be held on Thursday, August 28, 2025, at 03:00 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, 2025, and the Reports of the Board of Directors and Auditors thereon, and in this regard, to consider and if thought fit, to pass 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, 2025, and the Reports of the Board of Directors and Auditor's 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, 2025, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** final dividend of ₹ 7.50/- (Rupees Seven and Paise Fifty only) per equity share of ₹ 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, 2025, be and is hereby declared, and the same be paid out of the profits of the Company."

Item No. 3: To re-appoint Mr. Srinivas Peddada (DIN: 08755240), who retires by rotation as a Nominee Director and, in this regard, to consider and if thought fit, to pass 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. Srinivas Peddada (DIN: 08755240), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Nominee Director of the Company, liable to retire by rotation."

Item No. 4: 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 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 re-appointed as a Nominee Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS

Item No. 5: To re-appoint Mr. Vishwanathan Mavila Nair (DIN: 02284165) as a Non-Executive Director and Chairperson of the Board of Directors 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 recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board"), Mr. Vishwanathan Mavila Nair (DIN: 02284165), who holds office as a Non-Executive Director and Chairperson up to September 30, 2025, and is eligible for re-appointment be and is hereby re-appointed as a Non-Executive Director and Chairperson of the Company for a term of 1 (one) year with effect from October 01, 2025 up to September 30, 2026 (both days inclusive), not liable to retire by rotation;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197, 198, Schedule V and all other applicable provisions, if any, of the Act and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded

to pay remuneration including the remuneration to be paid in the event of inadequacy of profits or loss in any financial year to Mr. Vishwanathan Mavila Nair (DIN: 02284165), Non-Executive Director and Chairperson of the Company, by way of commission or otherwise, of an amount not exceeding ₹ 1,50,00,000 (Rupees One Crore Fifty Lakh only) per annum and stock options not exceeding the limits specified in KFin Employee Stock Option Plan 2020 or KFin Employee Stock Option Plan 2024 or any other Plan or Scheme as may be approved by the Board from time to time and the perquisite value arising out of exercise of such stock options (already granted or as may be granted from time to time) and other remuneration may be in excess to 1% of the net profit of the Company computed in the manner stipulated under Section 198 of the Act, in addition to, the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings, if any, being paid to the Non-Executive Directors;

**RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby accorded to the payment of the aforesaid remuneration, notwithstanding that such payment may result in the aggregate managerial remuneration exceeding the overall limits prescribed under Section 197 of the Act for the relevant financial year;

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary remuneration as it may deem fit within the aforesaid limit;

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

Item No. 6: To approve the payment of remuneration to Mr. Vishwanathan Mavila Nair (DIN: 02284165), Non-Executive Director and Chairperson of the Board of Directors of the Company, in excess of the limits prescribed in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Vishwanathan Mavila Nair (DIN: 02284165), Non-Executive Director and Chairperson of the Board of Directors of the Company for the financial year ending March 31, 2026, being in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company for the said financial year;

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

Item No. 7: To approve the revision in remuneration of Mr. Venkata Satya Naga Sreekanth Nadella (DIN: 08659728), Managing Director and CEO of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, 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, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board"), approval of the members of the Company be and is hereby accorded for the increase and payment of remuneration to Mr. Venkata Satya Naga Sreekanth Nadella (DIN: 08659728), Managing Director and CEO of the Company, with effect from April 01, 2025, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, as set out below which may be in excess to 5% of the net profit of the Company computed in the manner stipulated in Section 198 of the Act:

- An amount not exceeding ₹ 6,36,00,000/- (Rupees Six Crore Thirty-Six Lakh only) per annum, bifurcated into fixed compensation and target variable compensation as under:
  - ₹ 3,60,00,000/- (Rupees Three Crore Sixty Lakh only) as the fixed compensation;
  - ₹ 2,30,00,000/- (Rupees Two Crore Thirty Lakh only) as the target variable compensation, subject to a maximum payout of 120%, as may be determined by the Nomination and Remuneration Committee;

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- ii. All other terms and conditions of appointment and remuneration of Mr. Venkata Satya Naga Sreekanth Nadella, Managing Director and CEO, as previously approved by the members through postal ballot on July 06, 2024, shall remain the same.

**RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby accorded to the payment of the aforesaid remuneration, notwithstanding that such payment may result in the aggregate managerial remuneration exceeding the overall limits prescribed under Section 197 of the Act for the relevant financial year;

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to this resolution including but not limited to alter and vary remuneration as it may deem fit within the aforesaid limit."

Item No. 8: To appoint M/s. D V Rao & Associates, Company Secretaries as the Secretarial Auditors of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, based on the recommendation of the Audit Committee and Board of Directors of the Company, M/s. D V Rao & Associates, Company Secretaries, (ICSI Membership No.: F8888 and COP No.: 12123) be and are hereby appointed as the Secretarial Auditors of the Company to hold the office for a term of five (5) consecutive financial years, i.e., from Financial Year 2025-26 to Financial Year 2029-30, at such professional fee and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws;

By Order of the Board of Directors of  
KFin Technologies Limited

**Alpana Kundu**  
Company Secretary and Compliance Officer  
ICSI M. No.: F10191  
August 05, 2025 | Mumbai

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

Item No. 9: To approve the increase in the authorized share capital of the Company and consequential alteration to Clause 5 of the Memorandum of Association of the Company, and, in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and 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, the approval of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from the existing ₹ 1,76,00,00,000/- (Rupees One Hundred Seventy-Six Crore only) divided into 17,59,80,000 (Seventeen Crore Fifty-Nine Lakh Eighty Thousand) Equity Shares of ₹ 10/- (Rupees Ten only) each and 1,000 (One Thousand) Preference Shares of ₹ 200/- (Rupees Two Hundred only) each to ₹ 2,00,00,00,000/- (Rupees Two Hundred Crore only) divided into 19,99,80,000 (Nineteen Crore Ninety-Nine Lakh Eighty Thousand) Equity Shares of ₹ 10/- (Rupees Ten only) each and 1,000 (One Thousand) Preference Shares of ₹ 200/- (Rupees Two Hundred only) each and consequently, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby altered and substituted by the following:

*"The Authorized Share Capital of the Company is ₹ 2,00,00,00,000/- (Rupees Two Hundred Crore only) divided into 19,99,80,000 (Nineteen Crore Ninety-Nine Lakh Eighty Thousand) Equity Shares of ₹ 10 (Rupees Ten only) each and 1,000 (One Thousand) Preference Shares of ₹ 200 (Rupees Two Hundred only) each."*

**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."

### Registered Office:

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

CIN: L72400MH2017PLC444072  
[www.kfintech.com](http://www.kfintech.com) | [investorrelations@kfintech.com](mailto:investorrelations@kfintech.com)  
+91 22 4962 0337

## NOTES:

- Pursuant to the General Circular No. 09/2024 issued by the Ministry of Corporate Affairs ("MCA") on September 19, 2024 and other circulars issued by MCA in this respect, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 issued by the Securities and Exchange Board of India ("SEBI") on October 3, 2024 (hereinafter collectively referred to as "Circulars"), Companies are allowed to hold the AGM through Video Conferencing / Other Audio-Visual Means ("VC / OAVM"), without the physical presence of members at a common venue. In accordance with the Circulars, the Annual General Meeting ("AGM" / "Meeting") of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- The statement pursuant to Section 102 of the Companies Act, 2013 ("Act") relating to Special Business to be transacted at the AGM is annexed hereto. The details of Directors seeking re-appointment at the AGM as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the Act and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, forms part of this Notice.
- 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 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. Further, as the AGM is being held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 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

- In compliance with the Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those members (as on Friday, August 01, 2025) whose e-mail ids are registered with the Registrar and Transfer Agent ("RTA") / Depository Participants ("DPs").

- 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).
- 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).
- 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

- 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 electronic voting (e-voting), the Company has provided a facility to its members to exercise their votes electronically through e-voting facility provided by NSDL. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their e-mail addresses is provided hereunder.
- The members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, August 22, 2025, 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.



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11. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 09:00 a.m. (IST) on Monday, August 25, 2025, and will end at 05:00 p.m. (IST) on Wednesday, August 27, 2025. 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>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing IDEAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; 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.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDEAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.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 hold 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speeds" 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 &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 &amp; voting during the meeting. Additionally, there is 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 &amp; 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 No. 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 &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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.e. 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 & 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 - 4886 7000
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. 1800-21-09911

##### 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.

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### 4. Your User ID details are given below:

Manner of holding shares – Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

### 5. Password details for shareholders other than individual shareholders are given below:

a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

### c) How to retrieve your 'initial password'?

(i) If your 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'.

(ii) If your Email id is not registered, please follow steps mentioned below in **process for those shareholders whose Email 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](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join Meeting on NSDL e-voting system

#### How do I cast my vote electronically and join Meeting 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 and General Meeting is in active status.

2. 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".

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, 301, 3<sup>rd</sup> Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051, 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., Friday, August 22, 2025, 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., Friday, August 22, 2025, 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.



## NOTICE OF ANNUAL GENERAL MEETING

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, 301, 3<sup>rd</sup> Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai-400051, 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

12. 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 21, 2025, up to 05:00 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.

13. 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.
14. 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

15. 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).
16. The documents referred to in the Notice will also be available for inspection during business hours (09:00 a.m. IST to 05:00 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](mailto:investorrelations@kfintech.com) at least one working day before the date on which they intend to inspect the document.

### DIVIDEND RELATED INFORMATION

17. 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.
18. 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 22, 2025, being the record date.
19. 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.

20. 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. 7 in this Notice.
21. 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.
22. 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.
23. 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 2025-26, 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.

- 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 2025-26 does not exceed ₹ 10,000/- (Rupees Ten 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

## NOTICE OF ANNUAL GENERAL MEETING

- 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, 2025 to March 31, 2026) 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, 2025 to March 31, 2026) 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 2025-26;

- 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 2025-26; 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

24. 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-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.

#### b. 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**.

#### c. 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

25. All annexures as referred to above are available on the website of the Company at <https://investor.kfintech.com>. The documents such as Form 15G / 15H, documents under Section 196, 197A, etc. can be submitted on [tds@bigshareonline.com](mailto:tds@bigshareonline.com).
26. 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.
27. 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.
28. 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.
29. 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.
30. 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.



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31. In order to enable the Company to determine the appropriate TDS / withholding tax rate applicable, members were requested to provide the aforesaid details and documents on or before July 15, 2025 at 05:00 p.m. IST.
32. 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.
33. 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://incometaxindia.gov.in/>.
34. 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.
35. 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.

## GENERAL

36. The Board of Directors has appointed Mr. S. N. Viswanathan, Practicing Company Secretary (ACS: 61955, COP No. 24335), or failing him Ms. Ashwini Vartak, Practicing Company Secretary (ACS: 29463, COP No. 16723), 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.
37. 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.
38. 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.
39. Mr. Srinivas Peddada (DIN: 08755240) and Mr. Shantanu Rastogi (DIN: 06732021) are interested in ordinary resolutions set out in Item Nos. 3 and 4 respectively of the Notice. The relatives of Mr. Srinivas Peddada and Mr. Shantanu Rastogi 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.

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to Special Business mentioned in the Notice along with the disclosures as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

**Item No. 5: To re-appoint Mr. Vishwanathan Mavila Nair (DIN: 02284165) as a Non-Executive Director and Chairperson of the Board of Directors of the Company and approve his remuneration thereof**

**Item No. 6: To approve the payment of remuneration to Mr. Vishwanathan Mavila Nair (DIN: 02284165), Non-Executive Director and Chairperson of the Board of Directors of the Company, in excess of the limits prescribed in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Mr. Vishwanathan Mavila Nair was originally appointed as an Additional Director (Non-Executive, Nominee) on the Board of the Company by the Board of Directors ("Board") with effect from November 22, 2018. The members of the Company had at their extraordinary general meeting held on March 07, 2019, approved the said appointment. Further, the Board approved the change in designation of Mr. Vishwanathan Mavila Nair from Non-Executive Nominee Director to Non-Executive Director with effect from October 01, 2021, for a term of four years, and he holds office as a Non-Executive Director up to September 30, 2025. The members of the Company had at their extraordinary general meeting held on October 25, 2021, approved the said change in designation.

Basis the evaluation of performance of Mr. Vishwanathan Mavila Nair during his tenure and in consideration of his diverse skills particularly in business and strategic leadership, business strategies and mergers & amalgamations, Global business exposure, industry expertise, risk management, financial expertise, human resource, Board governance and regulatory compliance and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have at their meeting held on June 24, 2024, subject to the approval of the members of the Company, re-appointed Mr. Vishwanathan Mavila Nair as a Non-Executive Director and Chairperson of the Board of Directors of the Company for a further period of 1 (one) year from October 01, 2025 till September 30, 2026 (both days inclusive), not liable to retirement by rotation.

The extension of Mr. Vishwanathan Mavila Nair's term is a testament to his invaluable leadership. His extensive experience has been instrumental in driving KFinTech's growth, enabling the Company to gain significant size and scale. Under his guidance, KFinTech has strengthened its corporate governance, fostering a culture of transparency and accountability. His visionary leadership has positioned the Company for long-term success at a global scale, and the Company is confident that he will continue to steer the Company towards excellence and greater heights. With his continual leadership, the Company is poised to achieve bigger milestones and further strengthen the values and culture.

Based on the approval of the members at the EGM held on March 24, 2022, and subsequently at the AGM held on September 25, 2023 and through Postal Ballot on July 06, 2024, the Company has been paying remuneration to Mr. Vishwanathan Mavila Nair, of ₹ 1,50,00,000 in a Financial Year excluding the sitting fees for attending the Meetings of the Board and Committees in which he is a member and other reimbursables / perquisites. The said remuneration has been by way of commission or otherwise and the stock options not exceeding the limits specified in KFin Employee Stock Option Plan 2020 or KFin Employee Stock Option Plan 2024 or any other Plan or Scheme as may be approved by the Board from time to time as the perquisite value arising out of exercise of such stock options (already granted or as may be granted from time to time) and other remuneration may be in excess to 1% of the net profit of the Company computed in the manner stipulated in Section 198 of the Companies Act, 2013 ("Act"). The Company has granted 2,64,422 stock options to Mr. Vishwanathan Mavila Nair till date at various grant prices. The Company does not propose to grant any options to Mr. Vishwanathan Mavila Nair during the Financial Year ending 2026 or for the remainder of his tenure with the Company.

The details of the vested shares to directors are forming part of the Corporate Governance Report section of the Annual Report of the Company.

It is proposed to seek the approval of the members of the Company by way of a special resolution for the re-appointment and payment of remuneration to Mr. Vishwanathan Mavila Nair, Non-Executive Director and Chairperson of the Board of Directors of the Company during his tenure of appointment as set out in item No. 5 of the Notice. In the event of inadequacy of profits or loss, the Company proposes to pay Mr. Vishwanathan Mavila Nair the same remuneration subject to compliance with the provisions of Section 197, 198 read with Schedule V to the Act.

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

Further, as per Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), approval of the members by a Special resolution is required, in case the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the aggregate remuneration payable to all the Non-Executive Directors.

The members through postal ballot on July 06, 2024, approved the payment of remuneration to Mr. Vishwanathan Mavila Nair, Non-Executive Director and Chairperson of the Board of Directors of the Company, in excess of the limits prescribed in the LODR Regulations, for the financial year ended March 31, 2025.

It is proposed to seek the approval of the members of the Company by way of a special resolution for the payment of remuneration to Mr. Vishwanathan Mavila Nair, Non-Executive Director and Chairperson of the Board of Directors of the Company, in excess of the limits prescribed in the LODR Regulations, for the financial year ending March 31, 2026 as set out in item No. 6 of the Notice.

Mr. Vishwanathan Mavila Nair is interested in the special resolution set out at Item Nos. 5 and 6 of the Notice with respect to his re-appointment as Non-Executive Director and Chairperson of the Board of Directors of the Company and approval of his remuneration. The relatives of Mr. Vishwanathan Mavila Nair may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company.

Based on the recommendation of the NRC, considering the performance of Mr. Venkata Satya Naga Sreekanth Nadella, subject to the approval of the members of the Company, the Board has approved an increase in remuneration (Fixed and Target Variable Component) to Mr. Venkata Satya Naga Sreekanth Nadella, with effect from April 01, 2025, as under:

Particulars	Existing	Proposed
<b>Maximum amount (per annum)</b>	Not exceeding ₹ 4,96,00,000/- (Rupees Four Crore Ninety-Six Lakh only)	Not exceeding ₹ 6,36,00,000/- (Rupees Six Crore Thirty-Six Lakh only)
	<b>Bifurcated into</b>	
<b>Fixed Compensation</b>	₹ 3,40,00,000/- (Rupees Three Crore Forty Lakh only)	₹ 3,60,00,000/- (Rupees Three Crore Sixty Lakh only)
<b>Target Variable Compensation</b>	₹ 1,30,00,000/- (Rupees One Crore Thirty Lakh only) as the Target Variable Compensation, subject to a maximum payout of 120%, as may be determined by the NRC.	₹ 2,30,00,000/- (Rupees Two Crore Thirty Lakh only) as the Target Variable Compensation, subject to a maximum payout of 120%, as may be determined by the NRC.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item Nos. 5 and 6 of the Notice.

The Board commends the special resolutions set out at Item Nos. 5 and 6 of the Notice for approval by the members.

### **Item No. 7: To approve the revision in remuneration of Mr. Venkata Satya Naga Sreekanth Nadella (DIN: 08659728), Managing Director and CEO of the Company**

Mr. Venkata Satya Naga Sreekanth Nadella was appointed as the Whole-time Director and Chief Executive Officer ("CEO") of the Company with effect from June 12, 2020, for a period of five (5) years. Subsequently, in view of the commendable growth of the Company and the outstanding leadership of Mr. Venkata Satya Naga Sreekanth Nadella, the Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Venkata Satya Naga Sreekanth Nadella as the Managing Director and CEO of the Company, and approved his remuneration. The same was approved by the members of the Company at the Annual General Meeting held on August 04, 2022. The members had approved the increase in remuneration of Mr. Venkata Satya Naga Sreekanth Nadella through resolutions passed through Postal Ballot on November 11, 2023 and July 06, 2024.

Under his leadership, KFinTech has expanded its global footprint, supporting financial institutions across Malaysia, Singapore, Thailand, and the Middle East. He has been associated with the Company since June 12, 2020.

Pursuant to Section 197 of the Companies Act, 2013 ("Act"), the total managerial remuneration payable by a public Company to its Directors, including Managing Director and Whole-time Director, and its manager in respect of any financial year shall not exceed eleven per cent. of the net profits of that Company for that financial year computed in the manner laid down in Section 198 of the Act. Further, the Company in general meeting may authorize the payment of remuneration exceeding eleven per cent of the net profits of the Company, subject to the provisions of Schedule V to the Act.

Further, except with the approval of the Company in general meeting, by a special resolution the remuneration payable to any one Managing Director or Whole-time Director or manager shall not exceed five per cent of the net profits of the Company.

The members may further note that in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the three years period starting from the date of approval of this item, the aforesaid remuneration shall be paid to Mr. Venkata Satya Naga Sreekanth Nadella as minimum remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Act, including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and Mr. Venkata Satya Naga Sreekanth Nadella.

The resolution seeks approval of the members of the Company by way of a special resolution for the revision in remuneration of Mr. Venkata Satya Naga Sreekanth Nadella (DIN: 08659728), Managing Director and CEO of the Company.

Further, approval of the members is being sought to enable payment of the proposed remuneration to Mr. Venkata Satya Naga Sreekanth Nadella, even if it results in the total managerial remuneration exceeding the overall limits prescribed under Section 197 of the Act, including the individual limit of five percent of net profits and the aggregate limit of eleven percent for the relevant financial year.

The aforesaid may be treated as a written memorandum setting out the terms of appointment including remuneration of Mr. Venkata Satya Naga Sreekanth Nadella under Section 190 of the Act.

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

Mr. Venkata Satya Naga Sreekanth Nadella is interested in the special resolution set out at Item No. 7 with respect to his remuneration. The relatives of Mr. Venkata Satya Naga Sreekanth Nadella may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 7 of the Notice.

The Board commends the special resolution set out at Item No. 7 of the Notice for approval by the members.

### **Item No. 8: To appoint M/s. D V Rao & Associates, Company Secretaries, as the Secretarial Auditors of the Company**

In accordance with the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to appoint a Secretarial Auditor of the Company to conduct the secretarial audit of the Company for each financial year.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the listed entity shall appoint a Peer Reviewed Firm of Practicing Company Secretary(ies) as Secretarial Auditor and such appointment shall be duly approved by the members in the Annual General Meeting.

Accordingly, based on the aforesaid amendment and subject to the approval of shareholders, the Board of Directors ("Board") of the Company upon recommendation of the Audit Committee, at its meeting held on June 24, 2025 had recommended the appointment of M/s. D V Rao & Associates, Company Secretaries, (ICSI Membership No.: F8888 and COP No.: 12123), as Secretarial Auditors of the Company for a term of five consecutive years from the Financial Year 2025-26 to Financial Year 2029-30 at a remuneration of ₹ 3,75,000/- (Rupees Three Lakhs Seventy-Five Thousand only) for issuing Secretarial Audit Report and other certifications as may be applicable to the Company, exclusive of taxes and out-of-pocket expenses that may be incurred by them in the performance of their duties for the Financial Year ending March 31, 2026. The remuneration for the subsequent financial years during the tenure of their appointment, shall be decided by the Board of the Company.

CS Devaki Vasudeva Rao, is a highly seasoned professional and possesses extensive knowledge and proficiency in dealing with matters relating to Company Law, Securities Laws, inbound and outbound Investment, Legal Due Diligence, Transaction documents, Joint Ventures, Foreign Collaborations, Mergers and Acquisitions, Listings and Capital Market



## NOTICE OF ANNUAL GENERAL MEETING

Transactions and has been instrumental in facilitating a wide spectrum of corporate transactions and initiatives. In the year 2013, D V Rao founded M/s. D V Rao & Associates, a Corporate Secretarial Services firm in the vibrant Hitech City of Hyderabad. With a dedicated team of highly qualified people and cutting-edge infrastructure, the firm is committed to delivering prompt and efficient services to clients across India and globally. Leveraging strategic alliances and global networking, M/s. D V Rao & Associates ensures unparalleled excellence in its offerings.

M/s. D V Rao & Associates, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the LODR Regulations read with SEBI Circular dated December 31, 2024.

The proposed fee is based on the knowledge, expertise, industry experience and the time and efforts required to be put in by the Secretarial Auditors.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 8 of the Notice.

The Board commends the ordinary resolution as set out at item no. 8 of the Notice for the approval of the Members.

### Item No. 9: To approve the increase in the authorized share capital of the Company and consequential alteration to Clause 5 of the Memorandum of Association of the Company

The Authorized Share Capital of the Company is ₹ 1,76,00,00,000/- (Rupees One Hundred Seventy-Six Crore only) divided into 17,59,80,000 (Seventeen Crore Fifty-Nine Lakh Eighty Thousand) Equity Shares of ₹ 10/- (Rupees Ten only) each and 1,000 (One Thousand) Preference Shares of ₹ 200/- (Rupees Two Hundred only) each.

Considering the Company's strategic growth plans and its ongoing commitment to attracting and retaining top talent, the Board at its Meeting held on June 24, 2025 has subject to the approval of the members, approved the increase in the authorized share capital of the Company from ₹ 1,76,00,00,000/- (Rupees One Hundred Seventy-Six Crore only) to ₹ 2,00,00,00,000/- (Rupees Two Hundred Crore only) ranking *pari passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. The increase in the Authorized Share Capital of the Company, as aforesaid, will also require consequential amendment in the Clause 5 of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause 5 of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of the members is being sought to increase the Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the members as per the process stated in the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 9 of the Notice.

The Board commends the ordinary resolution set out at Item No. 9 of the Notice for approval by the members.

#### Registered Office:

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

CIN: L72400MH2017PLC444072

[www.kfintech.com](http://www.kfintech.com) | [investorrelations@kfintech.com](mailto:investorrelations@kfintech.com)

+91 22 4962 0337

By Order of the Board of Directors of  
KFin Technologies Limited

#### Alpana Kundu

Company Secretary and Compliance Officer  
ICSI M. No.: FI0191  
August 05, 2025 | Mumbai

## Information as per Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

### Mr. Srinivas Peddada

#### Brief Resume, Qualifications and Experience

Srinivas Peddada is a Non-executive Director of the Company. He has been associated with the Company since July 02, 2020. He holds a master's degree in engineering from the Birla Institute of Technology and Science, Pilani, Rajasthan and a master's degree in business administration from Rensselaer Polytechnic Institute, Troy, New York. He has over 25 years of experience in the field of information and technology. He was previously associated as a chief information officer with Bharat Financial Inclusion Limited (formerly known as IndusInd Financial Inclusion Limited), Chief Information Officer with Dun & Bradstreet South Asia Middle East Ltd, as a Chief Technology Officer at AIG Systems Solutions (Pvt) Ltd., USA, as a Chief Technology Officer (information technology) at GE Countrywide Consumer Financial Services Ltd and as an Information Technology Specialist at IBM Corporation. He was also a member of board of governors of Indian Institute of Information Technology Sri City, Chittoor.

Age: 58 years

**Nature of expertise in specific functional areas:** Business and Strategic Leadership, Business Strategies and Mergers & Amalgamations, Information Technology, Global Business Exposure, 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. Srinivas Peddada was first appointed on the Board on July 02, 2020. 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

**Entities (other than the KFinTech) in which the Director holds directorship and Committee membership:** WebleApps (India) Private Limited, Absolute Barbeque Private Limited and WebleApps Technology Services Private Limited.

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

**Listed entities from which the Director has resigned in the past three years:** None

**Shareholding in the Listed Entity:** 1,517 Equity Shares

### Mr. Shantanu Rastogi

#### Brief Resume, Qualifications and Experience

Mr. Shantanu Rastogi is a Non-executive Nominee Director of the Company and has been associated with the Company since November 16, 2018. He has over 20 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, Mr. Shantanu Rastogi was a Principal at Apax Partners and a management consultant with McKinsey prior to that. Mr. Shantanu Rastogi graduated from IIT Bombay with B.Tech & M.Tech (Electrical Engineering) degrees and earned an MBA from The Wharton School, University of Pennsylvania.

Age: 46 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. 4 of this Notice. No remuneration is sought to be paid.

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

**Entities (other than the KFintech) in which the Director holds directorship and Committee membership:** IIT Bombay Development and Relations Foundation, IIT Bombay Society for Innovation & Entrepreneurship (SINE), Rubicon Research Limited, NoBroker Technologies Solutions Private Limited, Sorting Hat Technologies Private Limited, TNC – The Nature Conservancy Centre, Acko Technology & Services Private Limited, ASG Hospital Private Limited, General Atlantic Private Limited, Cygnus Medicare Private Limited, TBO TEK Limited, General Atlantic L P and General Atlantic Service Company L P.

### Committee membership:

Member of Nomination and Remuneration Committee and Chairperson of Innovation Committee of TBO TEK Ltd. Member of Audit Committee, Nomination,

Remuneration and Compensation Committee and Stakeholders' Relationship Committee of Rubicon Research Limited. Member of Nomination and Remuneration Committee and Investment Committee of Acko Technology & Services Private Limited. Member of Corporate Social Responsibility Committee of General Atlantic Private Limited, Member of Nomination and Remuneration Committee and Audit and Risk Committee of IIT Bombay Development and Relations Foundation. Member of Audit Committee, Nomination and Remuneration Committee and IPO Committee of Sorting Hat Technologies Private Limited.

**Listed entities from which the Director has resigned in the past three years:** Mr. Shantanu Rastogi ceased to be a director of 360 One Wam Limited with effect from November 23, 2022 and of Krishna Institute of Medical Sciences Limited with effect from November 07, 2023.

**Shareholding in the Listed Entity:** Nil

### Mr. Vishwanathan Mavila Nair

#### Brief Resume, Qualifications and Experience

Vishwanathan Mavila Nair is the Chairperson and Non-Executive Director of the Company. He has been associated with the Company since November 22, 2018. He holds a bachelor's degree in science from University of Mysore. He has 51 years of experience in financial services and advising fintech start-ups. He is a non-executive Chairperson on the Board of Directors of BQ Digital Learning Private Limited. He is also an Independent Director and Chairperson on the Board of Directors of DAM Capital Advisors Ltd. He is also a non-executive Director on the Board of Propellid (Bluebear Technologies Private Limited) and an Independent Director on the Board of Franklin Templeton Asset Management (IFSC) Pvt. Ltd. He is also a member of Performance Review Committee on Transparency and Best Practices of Governance of the International Financial Services Authority.

He is also an advisor to WestBridge Advisors LLP ("WestBridge") and an advisor to Mountain Managers Pvt Ltd ("WestBridge") and an advisor to GROWX VENTURES FUND LLP and a senior advisor to New Street Technologies Private Limited and Progcap (Desiderata Impact Ventures Private Limited) and board advisor to Credgenics (Analog Legalhub Technology Solutions Pvt Ltd) and is also engaged as a consultant by Trans Union LLC, USA and Perfios Software Solutions Private

Limited. He has previously served as the non-executive chairman of SWIFT India Domestic Services Private Limited, an independent director on the board of directors of Stock Holding Corporation of India Limited, an independent director on the board of GIFT City Limited, an independent director on the board of SEZ Limited, an independent director on the board of L&T AMC Limited, an independent director on the board of Birla Sun Life Insurance Company Ltd. He was also an advisor to General Atlantic Services Co. LLC and to Earthport PLC, London and consultant advisor to CMS Info Systems Pvt Ltd and to EVO Payments Integrated LLC, New York.

He has also served as Chairman and Managing Director on the board of Union Bank of India, as Chairman and Managing Director on the board of Dena Bank, as a non-executive Chairman on the board of SUD Life Insurance Company Limited, as a non-executive Chairman on the board of KBC AMC Limited and at various positions at Corporation Bank for over 38 years. He was also associated with the Indian Banks' Association as their chairman. He was the chairman of the committee constituted to re-examine the existing classification and suggest revised guidelines with regard to priority sector lending and related issues by the Reserve Bank of India.

**Age:** 73 years

**Nature of expertise in specific functional areas:** Business and Strategic Leadership, Business Strategies and Mergers & Amalgamations, Global Business Exposure, Industry Expertise, Risk Management, 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. Vishwanathan Mavila Nair was first appointed on the Board on November 22, 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. 5 and 6 of this Notice.

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

### Entities (other than the KFintech) in which the Director holds directorship and Committee membership:

Franklin Templeton Asset Management (IFSC) Private Limited, Dam Capital Advisors Limited, BQ Padmavathy Finance Academy Private Limited, BQ Digital Learning Private Limited, Bankers Quotient Learning Solutions Private Limited and Bluebear Technology Private Limited

Committee membership: Member of Audit Committee and Chairperson of Corporate Social Responsibility Committee of Dam Capital Advisors Ltd.

**Listed entities from which the Director has resigned in the past three years:** None

**Shareholding in the Listed Entity:** 2,48,207 Equity Shares

## Statement as per Section II of Part II of Schedule V to the Companies Act, 2013 ("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	The details of the standalone financial performance of the Company for the financial year 2024-25 is summarized below: (In ₹ Millions) Revenue from operations : 10,554.99 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	<b>Mr. Vishwanathan Mavila Nair</b>  Mr. Vishwanathan Mavila Nair is the Chairperson and Non-Executive Director of the Company. He has been associated with the Company since November 22, 2018. He holds a bachelor's degree in science from University of Mysore. He has 51 years of experience in financial services and advising fintech start-ups. He is a non-executive Chairperson on the Board of Directors of BQ Digital Learning Private Limited. He is also an Independent Director and Chairperson on the Board of Directors of DAM Capital Advisors Ltd. He is also a non-executive Director on the Board of Propellid (Bluebear Technologies Private Limited) and an Independent Director on the Board of Franklin Templeton Asset Management (IFSC) Pvt. Ltd. He is also a member of Performance Review Committee on Transparency and Best Practices of Governance of the International Financial Services Authority.  He is also an advisor to WestBridge Advisors LLP ("WestBridge") and an advisor to Mountain Managers Pvt Ltd ("WestBridge") and an advisor to GROWX VENTURES FUND LLP and a senior advisor to New Street Technologies Private Limited and Progcap (Desiderata Impact Ventures Private Limited) and board advisor to Credgenics (Analog Legalhub Technology Solutions Pvt Ltd) and is also engaged as a consultant by Trans Union LLC, USA and Perfios Software Solutions Private Limited. He has previously served as the non-executive chairman of SWIFT India Domestic Services Private Limited, an independent director on the board of directors of Stock Holding Corporation of India Limited, an independent director on the board of GIFT City Limited, an independent director on the board of GIFT SEZ Limited, an independent director on the board of L&T AMC Limited, an independent director on the board of Birla Sun Life Insurance Company Ltd. He was also an advisor to General Atlantic Services Co. LLC and to Earthport PLC, London and consultant advisor to CMS Info Systems Pvt Ltd and to EVO Payments Integrated LLC, New York.
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## NOTICE OF ANNUAL GENERAL MEETING

He has also served as Chairman and Managing Director on the board of Union Bank of India, as Chairman and Managing Director on the board of Dena Bank, as a non-executive Chairman on the board of SUD Life Insurance Company Limited, as a non-executive Chairman on the board of KBC AMC Limited and at various positions at Corporation Bank for over 38 years. He was also associated with the Indian Banks' Association as their chairman. He was the chairman of the committee constituted to re-examine the existing classification and suggest revised guidelines with regard to priority sector lending and related issues by the Reserve Bank of India.

### Mr. Venkata Satya Naga Sreekanth Nadella

Mr. Venkata Satya Naga Sreekanth Nadella is the Managing Director & CEO of the Company. Under his leadership, the Company has expanded its global footprint, supporting financial institutions across Malaysia, Singapore, Thailand, and the Middle East. He has been associated with the Company since June 12, 2020. He holds a bachelor's degree in commerce from Osmania University and is an associate member of the Institute of Chartered Accountants of India.

With over two decades of experience, Mr. Venkata Satya Naga Sreekanth Nadella has spearheaded digital transformation initiatives and operational excellence in financial services, delivering cutting-edge solutions across transfer agency, fund accounting, NPS, PRS, insurance, and mortgage outsourcing.

Mr. Venkata Satya Naga Sreekanth Nadella has been honored with numerous prestigious accolades that underscore his exceptional leadership and contributions to the business and financial technology sectors, including:

- Top 25 Financial Technology CEOs of Asia (2020)
- Outstanding Achievement Award for Business Excellence – All India Achievers Foundation
- CMO Asia Business Leader Award
- Global Asian of the Year (2021) – AsiaOne

Under his visionary leadership, the Company has emerged as a trailblazer in financial technology, earning multiple industry awards for innovation and excellence:

- Best GenAI Use Case of the Year (2024) – UBS Forums
- Best Solution Provider of the Year – 7<sup>th</sup> CIO Conclave & Awards (2024)
- Gold Stevie Award for Innovation in Digital Transformation (2023)
- Asia-Pacific Stevie Award for Innovative Achievement in CSR (2024)
- Asia-Pacific Stevie Award for Innovation in Brand Renovation / Re-Branding (2025)

Before joining the Company, Mr. Venkata Satya Naga Sreekanth Nadella held leadership roles at global organizations like IBM Global Services, Capita, Accenture, and CallHealth, driving large-scale IT and ITES solutions across 50+ countries.

Past remuneration	<b>Mr. Viswanathan Mavila Nair</b> <b>Financial Year 2024-25</b> (in ₹ Millions) Salary and Allowances : Nil Share based payment : 25.27 Commission / Bonus / Performance-based Incentive : 15.00 Total : 40.27 <b>Mr. Venkata Satya Naga Sreekanth Nadella</b> <b>Financial Year 2024-25</b> (in ₹ Millions) Salary and Allowances : 31.94 Share based payment : 127.83 Commission / Bonus / Performance-based Incentive : 13.00 Total : 172.77
Remuneration proposed	As per the resolutions in Item No. 5 and 7 of this Notice read with the statement pursuant to Section 102 of the Act forming part of the Notice. As recommended by the Board, the proposed remuneration may exceed the limit prescribed under Sections 197 and 198 of the Act read with Schedule V to the Act.
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 remunerations proposed in Item No. 5 and 7, are as per Sections 197 and 198 of the Act read with Schedule V to the Act and are 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 Non-Executive Director, and Managing Director & CEO of the Company, respectively.

### 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