

November 18, 2025

CS&G/STX/DQ2025/24

1) National Stock Exchange of India LimitedExchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Symbol: KFINTECH

2) BSE LimitedPhiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 543720

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

Dear Sir / Madam,

Further to our previous intimation bearing reference no. CS&G/STX/DQ2025/12 dated October 27, 2025, pursuant to Regulation 30 and other applicable provisions of the LODR Regulations, please find enclosed herewith the Postal Ballot Notice (“Notice”) seeking approval of the members on the special businesses as stated in the Notice.

In compliance with the General Circular No. 03/2025 dated September 22, 2025, and other Circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Notice along with the instructions regarding e-voting is being sent by electronic mode only to those members whose names appear in the Register of Members / List of Beneficial Owners, maintained by the Depositories as on Friday, November 14, 2025 (i.e., cut-off date), and whose e-mail ids are registered with the Depository Participants / Registrar and Transfer Agent.

In compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, LODR Regulations read with the MCA Circulars, the Company is providing e-voting facility only to its members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited as the agency to provide e-voting facility. The e-voting period will commence on Wednesday, November 19, 2025, 09:00 a.m. IST and will end on Thursday, December 18, 2025, 05:00 p.m. IST.

This is for your information and records.

Thanking you,

Yours faithfully,

For KFin Technologies Limited

Alpana Kundu

Company Secretary and Compliance Officer

ICSI Membership No.: F10191

Encl.: a/a

KFin Technologies Limited 

Registered Office:

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

CIN: L72400MH2017PLC444072

KFin Technologies Limited
CIN: L72400MH2017PLC444072

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

Tel. No.: +91 22 4962 0337, **Website:** www.kfintech.com, **E-mail:** investorrelations@kfintech.com

POSTAL BALLOT NOTICE

NOTICE is hereby given to the members of KFin Technologies Limited (“**Company**”) that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**Act**”) read with the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**LODR Regulations**”), General Circular No. 03/2025 dated September 22, 2025, and other Circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and other applicable provisions, if any, of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the following resolutions as set out in this Notice are proposed for consideration by the members of the Company for passing by means of Postal Ballot by voting through electronic means (“**e-voting**”) only:

1. To consider and appoint Mr. Devang Gheewalla (DIN: 07480378) as a Nominee Director of the Company;
2. To consider and approve the change in designation of Mr. Alok Chandra Misra (DIN: 01542028) from Non-Executive Nominee Director to Non-Executive Director of the Company and his remuneration thereof; and
3. To consider and approve the remuneration payable to Non-Executive Independent Directors of the Company.

The statement pursuant to Section 102 of the Act pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto.

In compliance with the applicable provisions of the Act, Rules, LODR Regulations read with the MCA Circulars, the Company is providing e-voting facility only, to its members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency to provide e-voting facility. The instructions for e-voting are included in this Notice.

The Postal Ballot Notice will also be placed on the website of the Company at www.kfintech.com, the websites of the Stock Exchanges *i.e.*, BSE Limited (“**BSE**”) at www.bseindia.com and National Stock Exchange of India Limited (“**NSE**”) at www.nseindia.com and on the website of the agency at www.evoting.nsdl.com.

The Board of Directors of the Company (“**Board**”) has appointed Ms. Aparna Gadgil, Practising Company Secretary (ACS: 14713, COP No. 8430), or failing her Ms. Ashwini Vartak, Practising Company Secretary (ACS: 29463, COP No. 16723), Partners of M/s. S. N. Ananthasubramanian & Co., Company Secretaries, as the Scrutinizer, for conducting the Postal Ballot through e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

Members may note that there will be no dispatch of physical copies of the Postal Ballot Notice or Postal Ballot forms to the members of the Company and no physical ballot forms will be accepted.



Members are requested to carefully read the instructions in this Notice and record their assent (FOR) or dissent (AGAINST) only through the e-voting process not later than 05:00 p.m. IST on Thursday, December 18, 2025. E-voting facility will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairperson of the Company, or any person authorised by the Chairperson. The results of the voting conducted through Postal Ballot (through the e-voting process) along with the Scrutinizer's Report will be announced by the Chairperson or such person as authorised, on or before Monday, December 22, 2025. The same will be displayed on the website of the Company at www.kfintech.com, the website of NSDL at www.evoting.nsdl.com and shall also be placed on the website of BSE at www.bseindia.com and NSE at www.nseindia.com. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS

Item No. 1: To appoint Mr. Devang Gheewalla (DIN: 07480378) as a Nominee Director 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 applicable provisions of the Companies Act, 2013 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, the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (“**Board**”), Mr. Devang Gheewalla (DIN: 07480378), who was appointed as an Additional Director (Non-Executive, Nominee) by the Board with effect from October 27, 2025, be and is hereby appointed as a Director (Non-Executive, Nominee) of the Company, liable to retire by rotation;

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. 2: To approve the change in designation of Mr. Alok Chandra Misra (DIN: 01542028) from Non-Executive Nominee Director to Non-Executive Director of the Company and payment of 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, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors of the Company (“**Board**”), the change in designation of Mr. Alok Chandra Misra (DIN: 01542028) from Non-Executive Nominee Director to Non-Executive Director of the Company, on such terms and conditions as may be decided by the Board from time to time, liable to retire by rotation, be and is hereby approved;

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 recommendations of the NRC and the



Board, the members of the Company hereby approves the payment of remuneration by way of commission or otherwise, to Mr. Alok Chandra Misra, of an amount not exceeding Rs. 25,50,000/- (Rupees Twenty-Five Lakh Fifty Thousand only) per annum pro-rated from October 27, 2025, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, which may be in excess to 1% of the net profit of the Company computed in the manner stipulated in Section 198 of the Act;

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 NRC) 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. 3: To approve the remuneration payable to Non-Executive Independent Directors 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 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, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, and based on the recommendations of Nomination and Remuneration Committee (“**NRC**”) 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 loss or inadequacy of profits in any financial year to the Non-Executive Independent Directors of the Company by way of commission or otherwise, of an amount not exceeding Rs. 30,00,000/- (Rupees Thirty Lakh only) per annum to each such director in addition to 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 Independent Directors which may be in excess to 1% of the net profit of the Company computed in the manner stipulated in Section 198 of the Act;

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 NRC) be and is hereby authorised 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.”



By Order of the Board of Directors of
KFin Technologies Limited

Alpana Kundu

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

November 18, 2025 | Mumbai

Registered Office:

301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri
Road, Nav Pada, Kurla (West),

Mumbai – 400070, Maharashtra, India

CIN: L72400MH2017PLC444072

www.kfintech.com | investorrelations@kfintech.com

+91 22 4962 0337

NOTES:

1. The statement pursuant to Section 102 of the Act pertaining to the resolutions set out in this Notice, setting out the material facts and related particulars along with the disclosures as required as per the applicable laws are annexed hereto.
2. In compliance with the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent by electronic mode only to those members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Depositories as at close of business hours on Friday, November 14, 2025 (*i.e.*, Cut-off date), and whose e-mail ids are registered with the Depository Participants (“DPs”) or with the Registrar and Transfer Agent (“RTA”) as on the Cut-off date. For members who have not registered their e-mail ids, please follow the instructions given in Note no. 13.
3. To support the ‘Green Initiative’, members who have not yet registered their e-mail ids are requested to register the same with their DPs in case the shares are held by them in dematerialized form and with the RTA in case the shares are held by them in physical form.
4. As per the MCA Circulars, physical copies of this Notice and Postal Ballot forms are not being sent to members for this Postal Ballot. Members are requested to record their assent or dissent through e-voting only. The Company has engaged the services of NSDL to provide e-voting facility to its members.
5. This Notice will also be placed on the website of the Company at www.kfintech.com, the websites of the Stock Exchanges *i.e.*, BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at www.nseindia.com and on the website of the e-voting agency at www.evoting.nsdl.com.
6. The documents referred to in the Notice will be available for inspection electronically, 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 closure of the e-voting period. Members seeking to inspect such documents may send a request to investorrelations@kfintech.com at least one working day before the date on which they intend to inspect the document.
7. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of members as on close of business hours on Friday, November 14, 2025 (*i.e.*, Cut-off date). Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off date shall only be considered eligible for the purpose of e-voting and those members would be able to cast their votes and record their assent or dissent to the proposed resolutions only through the e-voting process. Any person who is not a member as on the Cut-off date should treat this Notice for information purpose only. A member cannot exercise his vote by proxy on Postal Ballot.



8. The e-voting period will commence on Wednesday, November 19, 2025, 09:00 a.m. IST and will end on Thursday, December 18, 2025, 05:00 p.m. IST. E-voting will be blocked by the agency immediately thereafter and will not be allowed beyond the said date and time.
9. Once the vote on a resolution is cast by a member, the member will not be allowed to modify it subsequently or cast the vote again.
10. The Board of Directors of the Company (“**Board**”) has appointed Ms. Aparna Gadgil, Practising Company Secretary (ACS: 14713, COP No. 8430), or failing her Ms. Ashwini Vartak, Practising Company Secretary (ACS: 29463, COP No. 16723), partners of M/s. S. N. Ananthasubramanian & Co., Company Secretaries, as the Scrutinizer, for conducting the Postal Ballot through e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and Rules. The Scrutinizer’s decision on the validity of the e-voting shall be final and binding.
11. After completion of scrutiny of the votes, the Scrutinizer will submit her Report to the Chairperson of the Company, or any person authorised by the Chairperson. The results of the voting conducted through Postal Ballot (through the e-voting process) along with the Scrutinizer’s Report will be announced by the Chairperson or such person as authorised, on or before Monday, December 22, 2025. The same will be displayed on the website of the Company at www.kfintech.com, the website of NSDL at www.evoting.nsdl.com and shall also be placed on the website of BSE at www.bseindia.com and NSE at www.nseindia.com. The Company will also display the results of the Postal Ballot at its Registered Office.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, December 18, 2025, *i.e.*, the last date specified for receipt of votes through the e-voting process.
13. Process for those members whose e-mail ids are not registered with the DPs / the RTA for registration of e-mail ids:

Members holding shares in physical form and who have not updated their e-mail ids with the Company are requested to register / update their e-mail ids by sending either physical copy of duly filled in Form ISR-1 to Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company, at No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400093 or by sending the same by e-mail at investor@bigshareonline.com.

Members holding shares in dematerialized (demat) mode are requested to register / update their e-mail ids with the relevant DPs. In case of any queries / difficulties in registering the e-mail id, members may write to investorrelations@kfintech.com.

14. The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of two steps as mentioned below.

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email id in their demat accounts in order to access e-voting facility.

Login methods for individual shareholders holding securities in demat mode are given below.



Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with NSDL	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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. - Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider i.e., NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. - Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Type of shareholders	Login method
	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing Myeasi username and password. - After successful login the Easi / Easiest user will be able to see the e-voting option for eligible Companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly. - If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email id as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider <i>i.e.</i>, NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.



Important note: Members who are unable to retrieve their User ID / Password are advised to use Forget User ID and Forget Password options available at above-mentioned websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL, are as under:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How do I login to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 for casting your vote electronically.

4. Your User ID details are given below:

Manner of holding shares - Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL	16 Digit Beneficiary ID 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



Manner of holding shares - Demat (NSDL or CDSL) or Physical	Your User ID is:
	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 e-mail id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your Email id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment *i.e.*, a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail id is not registered, please follow steps mentioned below in **process for those members whose e-mail ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details / Password**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number / folio number, your PAN, your name and your registered address *etc.*
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

How do I cast my vote electronically on NSDL e-voting system?



1. After successful login at Step 1, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options *i.e.*, assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for shareholders

1. Institutional shareholders (*i.e.*, other than individuals, HUF, NRI *etc.*) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter *etc.*, with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@snaco.net with a copy marked to evoting@nsdl.com. Institutional shareholders (*i.e.*, other than individuals, HUF, NRI *etc.*) can also upload their Board Resolution / Power of Attorney / Authority Letter *etc.*, by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on 022-48867000 or send a request to Ms. Prajakta Pawle, Officer, National Securities Depository Limited, 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051, India, at evoting@nsdl.com.

Process for procuring user id and password for e-voting for those shareholders whose e-mail ids are not registered with the depositories

1. In case shares are held in physical mode please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to investorrelations@kfintech.com.
2. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), name of shareholder, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to investorrelations@kfintech.com.



3. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) *i.e.*, Login method for e-voting for individual shareholders holding securities in demat mode.
4. Alternatively, shareholder / members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. 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.



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the resolutions set out in this Notice along with the disclosures as required as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Item No. 1: Appointment of Mr. Devang Gheewalla (DIN: 07480378) as a Nominee Director of the Company

The Company is in receipt of a letter dated October 06, 2025, from Kotak Mahindra Bank Limited (“KMBL” / “Bank”) in relation to substitution of its existing Nominee Director. In view of Mr. Chetan Savla’s resignation from the services of the KMBL, the Bank has withdrawn his nomination and simultaneously nominated Mr. Devang Gheewalla as the Bank’s Nominee Director on the Board of Directors of the Company (“Board”). The said nomination is made as per Article No. 136 of the Articles of Association of the Company.

Accordingly, the Board at its meeting held on October 27, 2025, based on the recommendation of the Nomination and Remuneration Committee of the Board and subject to the approval of the members of the Company, appointed Mr. Devang Gheewalla (DIN: 07480378) as an Additional Director (Non-Executive, Nominee) liable to retire by rotation, with effect from October 27, 2025, to hold office up to the date of the ensuing annual general meeting of the Company, unless appointed by the members before the same.

Mr. Devang Gheewalla has consented to be a Nominee Director and has also submitted the necessary disclosures and declarations as required for such appointment. Mr. Devang Gheewalla is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received notice as per Section 160 of the Act from Mr. Devang Gheewalla, signifying his candidature for appointment as a Nominee Director.

It is proposed to seek the approval of the members of the Company by way of an ordinary resolution for the appointment of Mr. Devang Gheewalla as a Nominee Director on the Board of the Company.

In accordance with the Act, LODR Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Mr. Devang Gheewalla forms part of this Notice.

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

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

The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members.

Item No. 2: Change in designation of Mr. Alok Chandra Misra (DIN: 01542028) from Non-Executive Nominee Director to Non-Executive Director of the Company

Mr. Alok Chandra Misra (DIN: 01542028) was proposed to be appointed as a Nominee Director on the Board of Directors of the Company (“Board”) pursuant to the nomination letter dated July 25, 2023, received from General Atlantic Singapore Fund Pte. Ltd. (“GASF”), by exercising their right as provided under the Article 136 of the Articles of Association of the Company.

Pursuant to the said nomination, the Board appointed Mr. Alok Chandra Misra as an Additional Director (Non-Executive, Nominee) with effect from July 28, 2023. His appointment as Non-Executive Nominee Director was



subsequently approved by the members at the 6th Annual General Meeting of the Company held on September 25, 2023.

The Company has received a communication dated October 09, 2025, from GASF, conveying its intention to withdraw the nomination of Mr. Alok Chandra Misra as its Nominee Director on the Board of the Company.

Mr. Alok Chandra Misra brings with him over 35 years of rich professional experience and a well-established track record of leadership across key areas such as Business and Strategic Leadership, Mergers and Amalgamations, Global Operations, Risk Management, Finance, Human Resources, Board Governance, and Regulatory Compliance. His continued strategic guidance, sound judgment and unwavering commitment to governance excellence have significantly contributed to the Company's growth and stability. He currently serves as Chairperson of the Risk Management Committee and is a member of the Audit Committee, Corporate Social Responsibility Committee and Investment Committee of the Board of Directors of the Company.

In recognition of the contributions made by Mr. Alok Chandra Misra during his tenure as a Non-Executive Nominee Director, and based on a comprehensive evaluation of his performance, the Board, at its meeting held on October 27, 2025, upon the recommendation of the Nomination and Remuneration Committee ("NRC") and subject to the approval of the members of the Company, has approved the continuation of Mr. Alok Chandra Misra's directorship in the capacity of a Non-Executive Director, liable to retire by rotation.

This change in designation from Non-Executive Nominee Director to Non-Executive Director reflects the Company's intent to continue benefiting from Mr. Alok Chandra Misra's extensive expertise, strategic insight, and leadership, thereby further enhancing the depth, continuity, and overall effectiveness of the Board.

Based on the recommendations of the NRC, the Board and considering his balance of skills, knowledge, and experience, it is proposed to pay remuneration by way of commission or otherwise, to Mr. Alok Chandra Misra, of an amount not exceeding Rs. 25,50,000/- (Rupees Twenty-Five Lakh Fifty Thousand only) per annum prorated from October 27, 2025 to also be paid in the event of loss or inadequacy of profits in any financial year, which may be in excess of 1% of the net profit of the Company computed in the manner stipulated in Section 198 of the Companies Act, 2013, and on such terms and conditions as may be decided by the Board of Directors of the Company.

Mr. Alok Chandra Misra has consented to be a Non-Executive Director and has also submitted the necessary disclosures and declarations as required for such appointment. Mr. Alok Chandra Misra is not disqualified from being continuing as a Director in terms of Section 164 of the Act.

It is proposed to seek the approval of the members of the Company by way of a special resolution for the change in designation of Mr. Alok Chandra Misra from Non-Executive Nominee Director to Non-Executive Director of the Company and payment of remuneration with effect from October 27, 2025.

A copy of the draft letter for the appointment of Mr. Alok Chandra Misra as a Non-Executive Director setting out the terms and conditions is available for electronic inspection by the members as per the procedure given in the Notes to this Notice.

In accordance with the Act, LODR Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Mr. Alok Chandra Misra forms part of this Notice.

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

Mr. Alok Chandra Misra is interested in the special resolution set out at Item No. 2 with respect to his change in designation. The relatives of Mr. Alok Chandra Misra may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company.



Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

Item No. 3: To approve the remuneration payable to Non-Executive Independent Directors of the Company

The Non-Executive Independent Directors of the Board of Directors of the Company (“**Board**”) play an important role in overseeing the governance, performance and sustainable growth of the Company. With the changing regulatory landscape, enhanced corporate governance requirements and the competitive business environment, the role of the Board has become more onerous, requiring enhanced level of decision-making ability, greater time commitments with high level of oversight.

The Nomination and Remuneration Committee (“**NRC**”) and the Board while determining the commission payable to the Non-Executive Independent Directors consider various factors such as Director’s participation and contribution in Board and Committee meetings, time devoted in carrying out their duties as envisaged in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other factors as the NRC and the Board may consider fit within the overall limits approved by the members of the Company.

Currently, the Board comprises of four Independent Directors, namely Mr. Kaushik Majumdar (DIN: 00397815), Ms. Radha Rajappa (DIN: 08530439), Mr. Chengalath Jayaram (DIN: 00012214) and Mr. Shankar Iyer (DIN: 02134073).

In appreciation to the contribution and services rendered by the Non-Executive Independent Directors, the Board, based on the recommendation of NRC, has also approved the payment of commission to Non-Executive Independent Directors of the Board by way of commission or otherwise, of an amount not exceeding Rs. 30,00,000/- (Rupees Thirty Lakh only) per annum to each such director in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and / or other Committee meetings, if any, being paid to the Non-Executive Independent Directors which 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 same was approved by the members of the Company at their extraordinary general meeting held on March 24, 2022.

Presently, as recommended by NRC and approved by the Board, the Independent Directors are being paid Commission as under:

Name of the Independent Director	Commission Approved by the Members on	Commission (In Rs. Millions)
Mr. Kaushik Mazumdar	March 24, 2022	2.55
Ms. Radha Rajappa	March 24, 2022	2.55
Mr. Chengalath Jayaram	March 24, 2022	2.55
Mr. Shankar Iyer	June 07, 2025	4.50

As on March 31, 2025, the Company continues to maintain a robust, fast-growing, sustainable, and diversified business model, with no outstanding debt, a recurring revenue base of approximately 95%, and over 55% of EBITDA generated as free cash flows. While there is currently no inadequacy of profits, the proposed resolution



seeks to ensure continuity in the payment of remuneration to some Non-Executive Independent Directors namely, Mr. Kaushik Majumdar, Ms. Radha Rajappa and Mr. Chengalath Jayaram, in future years.

Therefore, it is now proposed to seek approval from the members of the Company, by way of a special resolution, for the payment of commission to Non-Executive Independent Directors (excluding Mr. Shankar Iyer) not exceeding Rs. 30,00,000/- (Rupees Thirty Lakh only) per annum to each such director, in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and / or other meetings, if any, which may be in excess to 1% of the net profit of the Company computed in the manner stipulated in section 198 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. Kaushik Majumdar, Ms. Radha Rajappa and Mr. Chengalath Jayaram are interested in the special resolution set out at Item No. 3 with respect to the approval for payment of commission to Non-Executive Independent Director. The relatives of Mr. Kaushik Majumdar, Ms. Radha Rajappa and Mr. Chengalath Jayaram, may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

By Order of the Board of Directors of
KFin Technologies Limited

Alpana Kundu

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

November 18, 2025 | Mumbai

Registered Office:

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

CIN: L72400MH2017PLC444072

www.kfintech.com | investorrelations@kfintech.com

+91 22 4962 0337



Information as per Regulation 36 of the LODR Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, on Directors recommended for appointment

1. Mr. Devang Gheewalla

Brief Resume, Qualifications and Experience

Mr. Devang Gheewalla is the Group Chief Financial Officer at Kotak Mahindra Bank Limited, overseeing Group Finance, Taxation, Strategy, Investor Relations, and Operations. With over two decades of association with the Kotak Mahindra Group, Mr. Gheewalla has contributed significantly to the Bank's strategic growth and operational excellence. Known for his commitment to corporate governance and ethical practices, Mr. Gheewalla has played a pivotal role in shaping the Bank's forward-thinking approach. He began his journey at Kotak as the Head of Internal Audit and later served as Financial Controller for more than ten years, notably contributing to the acquisition and integration of ING Vysya Bank. Prior to joining Kotak in 2004, he worked at KPMG India for a decade as an Associate Director in assurance and advisory services. Academically, he holds a Commerce degree from Mumbai University and is a qualified Chartered Accountant and Cost Accountant.

Age

57 years

Nature of expertise in specific functional areas

Business Strategies and Merger and Amalgamation, Industry Expertise, Risk Management, Financial Expertise, 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. Devang Gheewalla was first appointed on the Board as an Additional Director (Non-Executive, Nominee) on October 27, 2025. Attendance at meetings of the Board and remuneration last drawn are not applicable. Mr. Devang Gheewalla does not hold any shares of the Company.

Terms and conditions of appointment and remuneration sought to be paid

As per the resolution in Item No. 1 of this Notice. No remuneration is sought to be paid.

Disclosure of relationships with Directors, Manager and other Key Managerial Personnel of the Company

None

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

Kotak Mahindra Capital Company Limited, Kotak Karma Foundation and Airawat Research Foundations

Committee membership:

Sr. No.	Name of the Company	Committee	Designation
01	Kotak Mahindra Capital Company Limited	Audit Committee	Member
		Investment Committee	Member

Listed entities from which the Director has resigned in the past three years



None

In case of Independent Directors, Skills and capabilities required for the role and the manner in which the Director meets such requirements

Not applicable

2. Mr. Alok Chandra Misra

Brief Resume, Qualifications and Experience

Mr. Alok Chandra Misra has been associated with our Company since July 28, 2023. He was the Chief Operating Officer of General Atlantic's India office and an Operating Partner. In this role, he provided strategic support and financial expertise to the firm's investment teams and portfolio Companies with a focus on the India & Asia-Pacific region. Before joining General Atlantic in 2013, Alok served as Group Chief Financial Officer at WNS Group, where he helped lead the Company through significant expansion and transformation. Prior to that, he was Group Chief Financial Officer of Mphasis BFL Group and served in a number of accounting and finance roles at other firms, including I.T.C. Limited and PwC. He is a fellow member of the Institute of Chartered Accountants of India.

Age

59 years

Nature of expertise in specific functional areas

Business and Strategic Leadership, Business Strategies and Mergers and Amalgamations, Global Business Exposure, Industry Expertise, Risk Management, Financial Expertise, Human Resource, and Board Governance and Regulatory Compliance.

Date of first appointment on the Board, No. of meetings of the Board attended during the year, remuneration last drawn and shareholding in the Company

Mr. Alok Chandra Misra was first appointed on the Board on July 28, 2023.

During the current financial year, up to the date of issuance of this Notice, the Board has held seven meetings, and he has attended all seven meetings.

He was not entitled to any remuneration from the Company during his term as a Non-Executive Nominee Director of the Company, hence, the disclosure of last drawn remuneration is not applicable. Further, he does not hold any shares in the Company.

Terms and conditions of appointment and remuneration sought to be paid

As per the resolution in Item No. 2 of this Notice.

Disclosure of relationships with Directors, Manager and other Key Managerial Personnel of the Company

None

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

Cygnus Medicare Private Limited, Environmental Defense India Foundation, Wakefit Innovations Limited, Turtlemint Fintech Solutions Limited, Lex Guvrn Private Limited and Lab of Nature LLP.

Committee membership:



Sr. No.	Name of the Company	Committee	Designation
01	Wakefit Innovations Limited	Audit Committee	Chairperson
		Finance Committee	Member
02	Turtlemint Fintech Solutions Limited	Audit Committee	Chairperson
		Risk Management Committee	Member
		Stakeholder Relationship Committee	Member
		Nomination and Remuneration Committee	Member
		IPO Committee	Member
03	Cygnus Medicare Private Limited	Audit Committee	Chairperson
		Nomination and Remuneration Committee	Member

Listed entities from which the Director has resigned in the past three years

None

In case of Independent Director, skills and capabilities required for the role and the manner in which the Director meets such requirements

Not applicable



**Statement as per Section II of Part II of Schedule V to the Act
(with respect to Item Nos. 2 and 3 of the Notice of the Postal Ballot)**

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 Rs. Million) <table> <tr> <td>Revenue from operations</td><td>: 10,554.99</td></tr> <tr> <td>Profit before tax</td><td>: 4,381.96</td></tr> <tr> <td>Profit after tax</td><td>: 3,255.48</td></tr> </table>	Revenue from operations	: 10,554.99	Profit before tax	: 4,381.96	Profit after tax	: 3,255.48
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 / INDEPENDENT DIRECTORS							
Background details, Recognition or awards, Job profile and his suitability	1. Mr. Alok Chandra Misra Mr. Alok Chandra Misra has been associated with our Company since July 28, 2023. He was the Chief Operating Officer of General Atlantic's India office and an Operating Partner. In this role, he provided strategic support and financial expertise to the firm's investment teams and portfolio Companies with a focus on the India & Asia-Pacific region. Before joining General Atlantic in 2013, Alok served as Group Chief Financial Officer at WNS Group, where he helped lead the Company through significant expansion and transformation. Prior to that, he was Group Chief Financial Officer of Mphasis BFL Group and served in a number of accounting and finance roles at other firms, including I.T.C. Limited and PwC. He is a fellow member of the Institute of Chartered Accountants of India. 2. Mr. Kaushik Majumdar Kaushik Mazumdar is an Independent Director of our Company. He has been associated with our Company since November 16, 2018. He holds a bachelor's degree in commerce (B.COM) from Narsee Monjee College of Commerce and Economics, University of Bombay and a post-graduate diploma in management (PGDM) from the Indian Institute of Management, Ahmedabad. He is a fellow member of the Institute of Chartered Accountants of India. He has over 30 years of experience in banking, finance, operations and technology, mergers and acquisitions, investment advisory and transformation projects, with a focus on technology, strategy and execution, relating to sectors such as financial services and payments. He served as the general manager (operation and technology group head) at Samba Financial Group, as vice president at General Atlantic Private Limited and as the senior vice president at Citibank NA, India. He was also a director of IncValue Advisors Private Limited and founder promoter and						



executive director at Svakarma Finance Private Limited and its wholly owned subsidiary, TeamRed Management Solutions Private Limited.

3. Ms. Radha Rajappa

Radha Rajappa is an Independent Director of our Company. She has been associated with our Company since October 11, 2023. Radha is an entrepreneurial business leader with over three decades in executive leadership roles in the technology industry. She has successfully incubated, passionately led and hyper-scaled several Digital and Technology businesses during her 16 year stint at Mindtree. She has worked with global technology giants IBM and Microsoft, both in their respective transformative years helping customers navigate their landscapes amidst the constantly evolving technological waves. Currently, she is deeply involved in early-stage Tech startups helping them navigate the constantly changing paradigms of business. As the executive chairperson of the Industrial AI startup Flutura, catalysed a prestigious and deeply valued exit to Accenture. Also, currently at Vunet Systems, she gives hands-on-guidance to create a new business category of Business Journey observability in the AI ops domain. Radha is also a passionate Executive Coach helping professionals sharpen their innate potential to deal with change and realize their true potential. Radha also serves as an independent director on the boards of Zensar Technologies Limited and Bata India Ltd. Radha holds a degree in Electronics and Communications Engineering and a management degree from the Indian Institute of Management (IIM) Bangalore.

4. Mr. Chengalath Jayaram

Chengalath Jayaram, is an Independent Director of our Company. He has been associated with our Company since May 24, 2024. He holds a B. A. (Economics), PGDM-Indian Institute of Management, Kolkata, and has varied experience of over 39 years in many areas of finance and business and was earlier the Managing Director of Kotak Securities Limited. Mr. Jayaram headed the Private Banking business, Alternative Investments business, including Private Equity funds and Real Estate funds and international operations for Kotak Group till his retirement, as Joint Managing Director of the Bank, in April 2016. He was with the Kotak Group for 26 years and was instrumental in building a number of new businesses for the Kotak Group. Prior to joining the Kotak Group, he was with Overseas Sanmar Financial Limited.

Past remuneration

1. Mr. Alok Chandra Misra

Financial Year 2024-25 (In Rs. Millions)

Salary and Allowances	: NA
Share based payment	: NA
Commission / Bonus / Performance-based Incentive	: NA
Total	: NA



2. Mr. Kaushik Mazumdar

Financial Year 2024-25 (In Rs. Millions)

Salary and Allowances	: NA
Share based payment	: NA
Commission / Bonus / Performance-based Incentive	: 2.55
Total	: 2.55

3. Ms. Radha Rajappa

Financial Year 2024-25 (In Rs. Millions)

Salary and Allowances	: NA
Share based payment	: NA
Commission / Bonus / Performance-based Incentive	: 2.25
Total	: 2.25

4. Mr. Chengalath Jayaram

Financial Year 2024-25 (In Rs. Millions)

Salary and Allowances	: NA
Share based payment	: NA
Commission / Bonus / Performance-based Incentive	: 2.18
Total	: 2.18

Remuneration proposed	As per the resolutions in Item Nos. 2 and 3 of this Notice read with the statement pursuant to Section 102 of the Act forming part of the Notice. As recommended and approved by the Nomination and Remuneration Committee and the Board, the proposed remuneration may exceed the limit prescribed under Sections 197 and 198 of the Companies Act, 2013 read with Schedule V.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is as per Sections 197 and 198 of the Act read with Schedule V to the Act and is comparable to the remuneration levels of similar sized companies in similar industry.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	No pecuniary relationship except remuneration as a Director of the Company.
III. OTHER INFORMATION	
Reasons of special resolution for payment of proposed	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.



remuneration in case of inadequate profits	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