

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 9th Annual General Meeting of members of KFin Technologies Limited will be held on Wednesday, July 22, 2026, at 11:30 a.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, 2026, 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, 2026, 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, 2026, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT final dividend of ₹ 12/- (Rupees Twelve 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, 2026, be and is hereby declared, and the same be paid out of the profits of the Company.”

Item No. 3: 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. 4: 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, 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, 2026, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, as set out below notwithstanding that the total managerial remuneration payable, including remuneration to other Whole-Time Director(s) or Manager, may exceed 10% of the net profit of the Company computed in the manner stipulated in Section 198 of the Act:

- i. An amount not exceeding ₹ 9,10,00,000/- (Rupees Nine Crore Ten Lakh only) per annum, bifurcated into fixed compensation and target variable compensation as under:
 - a. ₹ 4,30,00,000/- (Rupees Four Crore Thirty Lakh only) as the fixed compensation;
 - b. ₹ 4,00,00,000/- (Rupees Four Crore only) as the target variable compensation, subject to a maximum payout of 120%, as may be determined by the Nomination and Remuneration Committee;
- 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 at their annual general meeting held on August 28, 2025, 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 authorised 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. 5: To approve the increase in remuneration of Mr. Alok Chandra Misra (DIN: 01542028), Non-Executive Director 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 reenactment(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 approval of the members of the Company be and is hereby accorded for the increase and payment of remuneration to Mr. Alok Misra (DIN: 01542028), Non-Executive Director of the Company, with effect from April 01, 2026, by way of commission or otherwise, an amount not exceeding ₹ 30,00,000/- (Rupees Thirty Lakh only) per annum, 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 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 or any duly constituted Committee of the Board, be and is hereby authorised 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 consider and appoint Mr. Dinesh Khara (DIN: 06737041) as an Independent Director of the Company and approve his remuneration thereof, and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (**“Act”**) and the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“LODR Regulations”**), including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, the Articles of Association of the Company, based on the recommendations and approvals of the Nomination and Remuneration Committee (**“NRC”**) and the Board of Directors of the Company (**“Board”**), Mr. Dinesh Khara (DIN: 06737041) who was appointed as an Additional Director (Non-Executive, Independent), by the Board with effect from April 29, 2026, and who has submitted a declaration that he meets the criteria for independence as per the Act and LODR Regulations, and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years i.e. from April 29, 2026 up to April 28, 2031 (both days inclusive), not liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149(9), 197, 198, Schedule V and other applicable provisions of the Act and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, the applicable provisions of the LODR Regulations, based on the recommendation of the NRC and the Board, the members of the Company hereby approves the payment of remuneration by way of commission or otherwise, to Mr. Dinesh Khara, of an amount not exceeding ₹ 1,00,00,000 (Rupees One crore only) per annum including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, 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 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 or any duly constituted Committee of the Board, be and is hereby authorised 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 consider and appoint Mr. Vivek Narayan Mathur (DIN: 07928470) as a Whole-Time Director of the Company and approve his remuneration thereof, and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 160 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 (**"LODR Regulations"**), including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, the Articles of Association of the Company, based on the recommendations and approvals of the Nomination and Remuneration Committee (**"NRC"**) and the Board of Directors of the Company (**"Board"**), Mr. Vivek Narayan Mathur (DIN: 07928470), who was appointed as an Additional Director of the Company with effect from April 29, 2026 by the Board, and being eligible for appointment, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Section 196 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 (**"LODR Regulations"**), including any amendment(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and based on the recommendations and approvals of the Nomination and Remuneration Committee (**"NRC"**) and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Mr. Vivek Narayan Mathur (DIN: 07928470) as a Whole-Time Director of the Company, for a period of 2 (two) consecutive years *i.e.* from April 29, 2026 up to April 28, 2028 (both days inclusive), liable to retire by rotation;

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198, 203, Schedule V and other applicable provisions, if any, the Act and the rules made thereunder, 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, the Remuneration Policy of the Company, approval of members be and is hereby accorded for payment of remuneration to Mr. Vivek Narayan Mathur (DIN: 07928470), Additional Director (Whole-Time Director) & CFO, including the remuneration to be also paid in the event of loss or inadequacy of profits in any financial year, as set out below notwithstanding that the total managerial remuneration payable, including remuneration to other Managing Director, Whole-Time Director(s) or Manager, may exceed 10% of the net profit of the Company computed in the manner stipulated in Section 198 of the Act, on pro-rata basis effective from April 29, 2026:

- i. An amount not exceeding ₹ 2,73,89,600/- (Rupees Two Crore Seventy-Three Lakh Eighty-Nine Thousand and Six Hundred only) per annum, bifurcated into fixed compensation and target variable compensation as under:
 - a. ₹ 1,96,28,000/- (Rupees One Crore Ninety-Six Lakh Twenty-Eight Thousand only) as the fixed compensation;
 - b. ₹ 64,68,000/- (Rupees Sixty-Four Lakh Sixty-Eight Thousand only) as the target variable compensation, subject to a maximum payout of 120%, as may be determined by the NRC;
- ii. All other terms and conditions of appointment of Mr. Vivek Narayan Mathur shall be as may be approved by the Board of Directors and members;

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 authorised 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

June 10, 2026 | Mumbai

Registered Office:

301, The Centrium, 3rd Floor,
57, Lal Bahadur Shastri Road, Nav Pada,
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NOTES:

1. Pursuant to the General Circular No. 03/2025 issued by the Ministry of Corporate Affairs (“MCA”) on September 22, 2025 and other circulars issued by MCA in this respect, and Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 issued by the Securities and Exchange Board of India (“SEBI”) on January 30, 2026 (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.
2. 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.
3. 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.
4. 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

5. In compliance with the Circulars, Notice of the AGM along with the Annual Report for the FY 2025-26 is being sent only through electronic mode to those members (as on Friday, June 19, 2026) whose e-mail ids are registered with the Registrar and Transfer Agent (“RTA”)/Depository Participants (“DPs”). Further, a letter providing a weblink and QR code for accessing the Notice of the AGM and Annual Report

for the FY 2025-26 will be sent to those shareholders who have not registered their email address.

6. 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, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of National Securities Depository Limited (“NSDL”) at 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.
7. 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, 6th 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.
8. Members holding shares in dematerialised (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.

PROCEDURE FOR REMOTE E-VOTING, JOINING THE AGM AND VOTING AT THE AGM

9. 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 dematerialised mode, physical mode and for members who have not registered their e-mail addresses is provided hereunder.
10. The members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, July 15, 2026, 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.
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 Friday, July 17, 2026, and will end at

05:00 p.m. (IST) on Tuesday, July 21, 2026. 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"> 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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 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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

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"> 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 & New System Myeasi Tab and then user your existing my easi username & 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 or joining virtual meeting & 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & 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 No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email 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 Provides.
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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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.

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.**

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 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.

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



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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser 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.
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., Wednesday, July 15, 2026, may

obtain the login ID and password by sending a request at 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 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., Wednesday, July 15, 2026, 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.
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 and joining virtual meeting 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.

Instructions for members for joining the AGM through VC/OAVM

- 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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- 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 or call at 022-48867000 or contact 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 the designated E-mail id evoting@nsdl.com.

- 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.
- 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

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 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.
- 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.
- 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

- 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 by Wednesday, July 15, 2026, 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.
- 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.
- 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

- 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.

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 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 Wednesday, July 15, 2026, being the record date.
19. Payment of dividend shall be made only through electronic mode to the members who have 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 dematerialised 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, 2025, (“IT Act”), mandates that dividends paid or distributed by a Company 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 393 of the IT Act at 10% on the amount of dividend declared and paid by the Company during Tax Year 2026–27, 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 account of non-linking of PAN with Aadhaar, tax would be deducted at 20% as per Section 397 of the IT Act. The Company will rely on the reports downloaded from the portal of the income tax department for checking validity of PANs/inoperative PANs. Further, please note the following:

- a. **Resident Individual Members:** No tax at source shall to be deducted, where
 - i. dividend income credited or paid to a shareholder, being an individual through any mode other than cash; and amount or aggregate of amounts of such dividend distributed or paid or likely to be distributed or paid during the tax year does not exceed ₹10,000.
 - ii. the member submits Form 121 (Annexure -I)
 - a. In case of resident individual below the age of 60 years whose tax on estimated total income of the tax year in which such income or sum is to be included in computing his total income shall be nil and the aggregate of amounts of any income or sum (as applicable) is credited or paid or likely to be credited or paid during the relevant tax year in which such income or sum is to be included, is less than or equal to the maximum amount not chargeable to tax.
 - b. In case of resident individual aged 60 years and above whose tax on estimated total income of the tax year in which such income or sum is to be included in computing his total income shall be Nil.

Provided that the eligibility conditions are met, subject to the PAN of the member not being in-operative as per

provisions of Section 262 & Section 397 of the IT Act read with Rule 162 of the Income-tax Rules, 2026 ('IT Rules'); 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 enclosed *vide* **Annexure – 2**.
 - 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 Schedule VII 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 Schedule V 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. **New Pension System Trust:** Self-declaration that it qualifies as National Pension System Trust and its income is eligible for exemption under Schedule VII 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 395 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

As per the provisions of Section 207 of the IT Act read with Section 393 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, as per the provisions of Section 210 of the IT Act read with Section 393 of the IT Act tax shall be deducted at source at 20% (plus applicable surcharge and cess) under Section 393 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 59 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, 2026 to March 31, 2027) obtained from the tax authorities of the country of which the member is resident;
- c. Self-declaration in Form 41, (PAN based), valid for the period April 01, 2026 to March 31, 2027). In case members specifically exempted from obtaining PAN under Rule 157 of IT Rules can provide Form 41 (non-PAN based), **Annexure 3**.
- d. Self-declaration, **Annexure – 4**, certifying the following:
 - i. Member is and will continue to remain a tax resident of the country of its residence during the Tax Year 2026-27;
 - 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 Tax Year 2026-27;



- vi. Article 24/24A under India-Singapore DTAA is not applicable to the member (for tax resident of Singapore and claiming treaty benefits); and
 - vii. Member has adequate substance in treaty jurisdiction & treaty benefits shall not be denied on account of GAAR provisions.
- 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 262 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 397 of the IT Act read with Rule 162 of the IT Rules, as mentioned aforesaid. The Company will be using functionality of the income tax department for the above purpose.

b. Declaration under Rule 203

In terms of Rule 203 of the IT Rules, 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 203 is as per **Annexure – 5**.

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 393, 159, etc. can be submitted on tds@bigshareonline.com.
- 26. All the documents submitted by the member will be verified by the Company/its Authorised 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.
- 31. In order to enable the Company to determine the appropriate TDS/withholding tax rate applicable, members are requested to provide the aforesaid details and documents on or before Friday, July 03, 2026 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 by the Company, post payment of the said dividend. The members will also be able to see the credit of TDS in their Form 168, 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. Further, a letter was dispatched to those shareholders who had not registered their email addresses and to whom the email communication could not be delivered.
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.

UPDATION OF PAN, KYC DETAILS AND NOMINATION

A. For Shareholders holding shares of the Company in physical mode

In line with SEBI's Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 issued on May 07, 2024, we wish to draw your attention to the following:

1. Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities

It is mandatory for all holders of physical securities in listed companies to furnish PAN, postal address with pincode, mobile number, bank account details, specimen signature and choice of nomination. Shareholders are encouraged to register their email id to avail online services.

2. Folios without PAN, KYC details and Nomination

The security holder(s) whose folio(s) do not have PAN, choice of nomination, contact details, bank account details and specimen signature updated, shall be eligible:

- a. to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and nomination;
- b. for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.

3. Compulsory linking of PAN and Aadhaar

As required by Central Board of Direct Taxes (CBDT), holders of physical securities are requested to link their PAN and Aadhaar as specified by CBDT, if not linked earlier, for continual and smooth transactions in securities market and to avoid consequences of non-compliance with the said CBDT circular, as such accounts would be considered non-KYC compliant, and there could be restrictions on securities and other transactions until the PAN and Aadhaar are linked.

Kindly furnish/update complete details to our RTA by submitting the duly filled-in forms, as under, along with self-attested mandatory supporting documents:

Form	Description
ISR-1	Request for registering PAN, KYC details or changes/updation thereof
ISR-2	Confirmation of signature of the securities holder by the Banker
ISR-3	Declaration form for opting out of nomination by holders of physical securities
SH-13	Nomination Form
SH-14	Cancellation or variation of nomination

The requisite forms are available on the website of the Company at <https://investor.kfintech.com/investor-information-resources/> and on the website of the RTA at https://www.bigshareonline.com/resources-sebi_circular.aspx.

Please use any one of the following modes for submission:

- a. **Through 'In Person Verification' (IPV):** The authorised person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials. The shareholder needs to visit the RTA's office (at the address mentioned below) for IPV and not his/her representative.
- b. **Through Post/Courier:** Notarised/self-attested and dated documents, wherever required, may be sent through post/courier to the Company's RTA at the address mentioned below.
- c. **Through electronic mode with e-sign:** In case your e-mail id is registered with the RTA, you may send the scanned copies of the requisite forms and documents with e-sign on investor@bigshareonline.com through your registered e-mail id,



with the subject line KYC Updation – KFin Technologies Limited – Folio Number. All documents should be electronically signed by the shareholder and in case of joint holders, by first joint holder.

E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-Sign user. You may approach any of the empaneled e-Sign Service Providers, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

B. For Shareholders holding shares of the Company in dematerialised mode

Shareholders holding shares of the Company in dematerialised mode are requested to register/update their KYC details and nomination with their relevant depository participants.

You may contact our RTA for any queries or assistance in this regard.

GENERAL

36. The Board of Directors has appointed Mr. S.N. Viswanathan, Practicing Company Secretary (FCS: 13685, 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 Scrutiniser, for conducting the e-voting process in a fair and transparent manner.
37. The Chairperson or the authorised person shall declare the e-voting results, along with the consolidated Scrutiniser'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 Scrutiniser's report will be placed on the website of the Company at www.kfintech.com and shall also be communicated to the stock exchanges as per the LODR Regulations.
39. Mr. Shantanu Rastogi (DIN: 06732021) is interested in ordinary resolution set out in Item No. 3 of the Notice. The relatives of Mr. Shantanu Rastogi 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 interested, in any way, financially or otherwise, in the ordinary resolution set out in Item No. 3 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. 4: 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 made by the Company under 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, with effect from June 06, 2022 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 revision(s) in the remuneration of Mr. Venkata Satya Naga Sreekanth Nadella through special resolutions passed through Postal Ballot(s) on November 11, 2023 and July 06, 2024 and at the Annual General Meeting held on August 28, 2025.

Under his leadership, the Company has expanded its global footprint, supporting financial institutions across Malaysia, Singapore, Thailand, and the Middle East.

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, 2026, as under:

Particulars	Existing	Proposed
Maximum amount (per annum)	Not exceeding ₹ 6,36,00,000/- (Rupees Six Crore Thirty-Six Lakh only)	Not exceeding ₹ 9,10,00,000/- (Rupees Nine Crore Ten Lakh only)
Bifurcated into		
Fixed Compensation	₹ 3,60,00,000/- (Rupees Three Crore Sixty Lakh only)	₹ 4,30,00,000/- (Rupees Four Crore Thirty Lakh only)
Target Variable 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 NRC.	₹ 4,00,00,000/- (Rupees Four Crore only) as the target variable compensation, subject to a maximum payout of 120%, as may be determined by the NRC.

Further, the Company has granted 14,18,641 stock options to Mr. Venkata Satya Naga Sreekanth Nadella under Employee Stock Option Plan 2020 and 5,00,000 stock options under Employee Stock Option Plan 2024, till date at various grant prices. The Company may grant options to Mr. Venkata Satya Naga Sreekanth Nadella, during the Financial Year ending 2027 subject to and within 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.

The details of the vested shares to directors are forming part of the Corporate Governance Report section of the Annual Report 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 Special Resolution, 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 limit of ten 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. 4 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. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5: To approve the increase in remuneration of Mr. Alok Chandra Misra (DIN: 01542028), Non-Executive Director of the Company

Mr. Alok Chandra Misra was appointed as a Nominee Director on the Board of Directors of the Company (**"Board"**) with effect from July 28, 2023, pursuant to the nomination received from General Atlantic Singapore Fund Pte. Ltd. (**"GASF"**), in exercise of its rights under Article 136 of the Articles of Association of the Company. Subsequently, the Company 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.

In consideration 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 of Directors, upon the recommendation of the Nomination and Remuneration Committee (**"NRC"**), approved the change in designation of Mr. Alok Chandra Misra from Non-Executive Nominee Director to a Non-Executive Director. Thereafter, the Members of the Company approved the said change in designation through postal ballot on December 18, 2025. Further, the remuneration of an amount not exceeding ₹ 25,50,000/- (Rupees Twenty-Five Lakh Fifty Thousand only) per annum pro-rated from October 27, 2025 was also approved through Postal Ballot on December 18, 2025.

Based on the recommendation of the NRC, considering the performance of Mr. Alok Chandra Misra, subject to the approval of the members of the Company, the Board has approved an increase in remuneration by way of commission or otherwise, of an amount not exceeding ₹ 30,00,000/- (Rupees Thirty Lakh only) per annum, with effect from April 01, 2026, 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 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 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. 5 with respect to increase in his remuneration. 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. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6: To consider and appoint Mr. Dinesh Khara (DIN: 06737041) as an Independent Director of the Company and approve his remuneration thereof:

The Board of Directors of the Company (**"Board"**), at its meeting held on April 29, 2026, based on the recommendation of the Nomination and Remuneration Committee (**"NRC"**) and subject to the approval of the Members of the Company, approved the appointment of Mr. Dinesh Khara (DIN: 06737041) as an Additional Director designated as Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years commencing from April 29, 2026 up to April 28, 2031 (both days inclusive), not liable to retire by rotation, pursuant to the provisions of Sections 149, 150, 152, 161, 197 and other applicable provisions of the Companies Act, 2013 (**"Act"**) read with Schedule IV thereto and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"LODR Regulations"**).

Mr. Dinesh Khara is an accomplished banking and financial sector professional with over four decades of extensive experience in banking, financial services, treasury operations, international banking and institutional leadership, both in India and globally.

Mr. Dinesh Khara served as the Chairman of State Bank of India from October 2020 to August 2024. Prior to his appointment as Chairman, he served as the Managing Director (Global Banking & Subsidiaries) of SBI and was responsible for overseeing the International Banking Group, Corporate Banking and Treasury Operations. He also successfully guided several key subsidiaries of SBI, including SBI Mutual Fund, SBI Life Insurance, SBI Cards and SBI Capital Markets.

Presently, Mr. Dinesh Khara serves as the Chairperson of the NPS Trust appointed by the Pension Fund Regulatory and Development Authority (**"PFRDA"**). He has also been

appointed by the Securities and Exchange Board of India (“SEBI”) as the Chairman of the Corporate Bond and Securitisation Advisory Committee of SEBI. In addition, he is a member of the Insurance Advisory Committee of Insurance Regulatory and Development Authority of India (“IRDAI”) and the Pension Advisory Committee of PFRDA.

Mr. Dinesh Khara has consented to act as an Independent Director of the Company and has submitted the requisite disclosures and declarations confirming that he meets the criteria of independence prescribed under the Act, the LODR Regulations and other applicable laws. He has further confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has also received a notice under Section 160 of the Act from a Member signifying his candidature for the office of Independent Director of the Company.

The NRC, while recommending the appointment of Mr. Dinesh Khara, evaluated the balance of skills, knowledge, experience and expertise required on the Board and identified the capabilities necessary for the role of an Independent Director. The NRC and the Board noted that Mr. Dinesh Khara possesses extensive leadership experience, strategic and governance capabilities, deep understanding of financial markets and regulatory frameworks and rich institutional experience, which are aligned with the requirements of the Company and would significantly strengthen the Board’s oversight and governance capabilities.

In the opinion of the Board, Mr. Dinesh Khara fulfils the conditions specified under the Act and the LODR Regulations for appointment as an Independent Director and is independent of the management of the Company.

The Board was further satisfied that the appointment of Mr. Dinesh Khara would be of immense value to the Company considering:

- i. his varied and extensive experience of over 40 years in the banking and financial services sector in India and internationally;
- ii. his leadership experience as Chairman of SBI and his role in steering critical banking, treasury, corporate banking and subsidiary operations of one of India’s largest financial institutions; and
- iii. his continued association with leading regulatory and advisory bodies in the financial sector, including SEBI, PFRDA and IRDAI.

The existing term of Mr. Vishwanathan Mavila Nair as a Non-Executive Director and Chairperson of the Board is scheduled to conclude on September 30, 2026. Mr. Vishwanathan Mavila Nair has expressed his inability to continue on the Board of the Company thereafter. In order to ensure continuity in the leadership of the Board and considering Mr. Dinesh Khara’s vast experience in

leading large institutions and boards, the Board has approved the appointment of Mr. Dinesh Khara as Chairperson of the Board of the Company with effect from October 01, 2026.

Based on the recommendation of the NRC and considering Mr. Dinesh Khara’s knowledge, experience and stature, the Board has also approved payment of remuneration to Mr. Dinesh Khara by way of commission or otherwise, of an amount not exceeding ₹1,00,00,000/- (Rupees One Crore only) per annum, in addition to sitting fees and reimbursement of expenses for attending meetings of the Board and Committees thereof. Such remuneration may exceed 1% percent of the net profits of the Company computed in accordance with Section 198 of the Act, subject to approval of the Members.

In accordance with the provisions of the Act, the LODR Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the requisite details of Mr. Dinesh Khara are provided in the annexure forming part of this Notice.

A copy of the draft letter of appointment of Mr. Dinesh Khara setting out the terms and conditions of his appointment is available for electronic inspection by the Members in accordance with the procedure specified in the Notes to this Notice.

The resolution seeks approval of the members of the Company by way of a Special Resolution for the appointment of Mr. Dinesh Khara as an Independent Director of the Company.

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

Mr. Dinesh Khara is interested in the Special Resolution set out at Item No. 6 of the Notice relating to his appointment and remuneration. His relatives 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 or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7: To consider and appoint Mr. Vivek Narayan Mathur (DIN: 07928470) as a Whole-Time Director of the Company and approve his remuneration thereof:

The Board of Directors of the Company (“Board”), at its meeting held on April 29, 2026, based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and subject to the approval of the Members of the Company, approved the appointment



of Mr. Vivek Narayan Mathur (DIN: 07928470) as an Additional Director designated as Whole-time Director & Chief Financial Officer (“**Whole-time Director & CFO**”) of the Company, for a period of 2 (two) consecutive years commencing from April 29, 2026 up to April 28, 2028 (both days inclusive), liable to retire by rotation, pursuant to the provisions of Sections 152, 161, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Schedule V thereto and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”).

Mr. Vivek Narayan Mathur is a seasoned finance professional with significant experience in the areas of finance, accounts, treasury, business strategy, corporate governance, regulatory compliance and financial management. He possesses deep expertise in financial planning and analysis, risk management, internal controls, capital markets and strategic decision-making gained over the course of his professional career across reputed organisations.

Mr. Vivek Narayan Mathur is currently associated with the Company as its Chief Financial Officer and is designated as a Key Managerial Personnel of the Company. He has been associated with the Company since January 23, 2020 and has consistently demonstrated a high degree of professionalism, integrity and commitment in the discharge of his responsibilities. During his tenure with the Company, he has made significant contributions towards strengthening the Company’s financial performance and financial discipline and has played an instrumental role in the successful completion of the Company’s Initial Public Offer (“**IPO**”), enhancement of the governance framework, strengthening of internal controls and the overall financial stability and growth of the Company.

Pursuant to his appointment as Whole-time Director, Mr. Vivek Narayan Mathur shall continue to discharge his responsibilities as the Chief Financial Officer of the Company and shall be designated as Whole-time Director & CFO. He shall perform such duties and responsibilities as may be entrusted to him by the Board from time to time.

The NRC, while recommending the appointment of Mr. Vivek Narayan Mathur had evaluated the balance of skills, knowledge, experience and expertise required on the Board and identified the capabilities necessary for the role of a Whole-time Director. The NRC and the Board noted that Mr. Vivek Narayan Mathur possesses strong financial and strategic acumen, leadership capabilities, governance orientation and industry understanding, which are aligned with the needs of the Company and would be of significant value to the Board and the Company.

Having regard to Mr. Vivek Narayan Mathur’s academic qualifications, extensive experience, proven expertise

in finance and strategic leadership, strong professional integrity and consistently strong performance, the Board was satisfied that the appointment of Mr. Vivek Narayan Mathur as Whole-time Director & CFO is in the best interests of the Company.

Based on the recommendation of the NRC and considering Mr. Vivek Narayan Mathur’s skills, experience, responsibilities and industry benchmarks, the Board has approved payment of remuneration to Mr. Vivek Narayan Mathur with effect from April 01, 2026, as set out below:

- i. Remuneration not exceeding ₹2,73,89,600/- (Rupees Two Crore Seventy-Three Lakh Eighty-Nine Thousand and Six Hundred only) per annum, comprising fixed compensation and target variable compensation, as under:
 - a. ₹1,96,28,000/- (Rupees One Crore Ninety-Six Lakh Twenty-Eight Thousand only) towards fixed compensation; and
 - b. ₹64,68,000/- (Rupees Sixty-Four Lakh Sixty-Eight Thousand only) towards target variable compensation, subject to a maximum payout of 120%, as may be determined by the NRC based on performance evaluation and such parameters as may be approved by the NRC/ Board.
- ii. Such other perquisites, benefits, reimbursements, amenities and allowances, and on such other terms and conditions, as may be approved by the Board and/or NRC from time to time within the overall limits approved by the Members.

Further, the Company has granted 4,77,470 stock options to Mr. Vivek Narayan Mathur under Employee Stock Option Plan 2020, till date at various grant prices. The Company may grant options to Mr. Vivek Narayan Mathur, during the Financial Year ending 2027 subject to and within 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.

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

Pursuant to Section 197 of the 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 percent of the net profits of the Company computed in the manner laid down under Section 198 of the Act, except with the approval of the Members in accordance with the provisions of the Act and Schedule V thereto.

Accordingly, approval of the Members is being sought by way of a Special Resolution for:

- a. appointment of Mr. Vivek Narayan Mathur as Whole-time Director & CFO of the Company; and
- b. payment of remuneration to him, including payment of remuneration in excess of the limits specified under Section 197 of the Act, including the individual limit of ten percent and the overall limit of eleven percent of the net profits of the Company for the relevant financial year(s), if required.

The Members may further note that in the event the Company has no profits or its profits are inadequate in any financial year during the tenure of Mr. Vivek Narayan Mathur, the aforesaid remuneration shall be paid to him 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(s) thereof for the time being in force.

Mr. Vivek Narayan Mathur has consented to act as Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the necessary disclosures, declarations and consent from Mr. Vivek Narayan Mathur, including a notice under Section 160 of the Act signifying his candidature for the office of Director.

In accordance with the provisions of the Act, the LODR Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the requisite details of Mr. Vivek

Narayan Mathur are provided in the annexure forming part of this Notice.

A copy of the draft letter of appointment of Mr. Vivek Narayan Mathur setting out the terms and conditions of his appointment, including remuneration, is available for electronic inspection by the Members in accordance with the procedure specified in the Notes to this Notice.

The aforesaid explanatory statement may also be regarded as a written memorandum setting out the terms of appointment of Mr. Vivek Narayan Mathur under Section 190 of the Act.

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

Mr. Vivek Narayan Mathur is interested in the Special Resolution set out at Item No. 7 of the Notice relating to his appointment and remuneration. His relatives 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 or 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 recommends the Special Resolution set out at Item No. 7 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

June 10, 2026 | Mumbai

Registered Office:

301, The Centrium, 3rd Floor,
57, Lal Bahadur Shastri Road, Nav Pada,
Kurla (West), Mumbai – 400070, Maharashtra
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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. 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: 47 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.

Committee membership:

Sr. No.	Name of the Company	Committee	Designation
01	TBO TEK Ltd.	Nomination and Remuneration Committee	Member
		Innovation Committee	Chairperson
02	Rubicon Research Limited	Nomination, Remuneration and Compensation Committee	Member
		Stakeholders' Relationship Committee	Member
03	Acko Technology & Services Private Limited	Nomination and Remuneration Committee	Member
		Investment Committee	Member
04	General Atlantic Private Limited	Corporate Social Responsibility Committee	Member
05	IIT Bombay Development and Relations Foundation	Nomination and Remuneration Committee	Member
06	Sorting Hat Technologies Private Limited	Nomination and Remuneration Committee	Member
		IPO Committee	Member

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

In case of Independent Director, skills and capabilities required for the role and the manner in which the Director meets such requirements: Not applicable

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. 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:

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, Acko Technology & Services Private Limited, ASG Hospitals Private Limited, General Atlantic Private Limited, Cygnus Medicare Private Limited, TBO TEK Limited, Snapmint Credit Advisory Private Limited, PhonePe Limited, Balaji Wafers Private Limited.

Mr. Dinesh Khara

Brief Resume, Qualifications and Experience

Mr. Dinesh Khara is a distinguished career banker with nearly 40 years of extensive experience in the banking sector, both in India and internationally. He served as the Chairman of State Bank of India (SBI) from October 2020 to August 2024. Prior to his appointment as Chairman, he was the Managing Director (Global Banking & Subsidiaries), where he led the International Banking group, Corporate Banking, Treasury Operations, and successfully guided SBI’s non-banking subsidiaries, including SBI Mutual Fund, SBI Life Insurance, SBI Cards, and SBI Capital Markets. As Managing Director (Associates & Subsidiaries), Mr. Dinesh Khara played a pivotal role in the successful merger of five Associate Banks and Bhartiya Mahila Bank with SBI. He also managed key functions such as Risk, Information Technology, and Compliance. Before becoming Managing Director at SBI in August 2016, Mr. Dinesh Khara was the Managing Director & CEO of SBI Funds Management Pvt. Ltd. from November 2013 to August 2016. He began his career with SBI as a Probationary Officer in 1984 and has consistently demonstrated leadership across various facets of banking.

Mr. Dinesh Khara is appointed Chairperson of NPS Trust by Pension Fund Regulatory Authority (PFRDA). Securities Exchange Board of India (SEBI) has appointed him as Chairman of Corporate Bond and Securitisation Advisory Committee of SEBI. In addition, he is a Member of Insurance Advisory committee of IRDAI and Pension Advisory Committee of PFRDA. Mr. Dinesh Khara holds Independent Directorship in various Companies Board.

Mr. Dinesh Khara holds an MBA from the Faculty of Management Studies, New Delhi, and a postgraduate degree in Commerce from the Delhi School of

Economics. He is also a Fellow of the Indian Institute of Banking & Finance. He is deeply focused on leveraging analytics and technology to drive innovation and enhance operational efficiency in corporate entities.

Age: 64 years

Nature of expertise in specific functional areas: Business and Strategic Leadership, Business Strategies and Mergers & Amalgamations, Information Technology, 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. Dinesh Khara was first appointed on the Board as an Additional Director (Non-Executive, Independent) on April 29, 2026. Attendance at meetings of the Board and remuneration last drawn are not applicable. Mr. Dinesh Khara 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. 6 of this Notice read with the statement pursuant to Section 102 of the Act forming part of the Notice.

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:

CRISIL Limited, Samvardhana Motherson International Limited, Peoplestrong Technologies Private Limited, CRISIL Ratings Limited, Bharti Airtel Limited, Samvardhana Motherson Global Holdings Ltd Cyprus, MSSL (GB) Ltd. UK, Truhome Finance Limited, Climate Finance India Private Limited, Clean Max Enviro Energy Solutions Limited.

Committee membership:

Sr. No.	Name of the Company	Committee	Designation
01	CRISIL Limited	Audit Committee	Member
		Risk Management Committee	Chairperson
		Nomination and Remuneration Committee	Member
03	Samvardhana Motherson International Limited	Audit Committee	Chairperson
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
		Committee of Directors	Member
04	Truhome Finance Limited	IPO Committee	Chairperson
		Risk Management Committee	Member
		Audit Committee	Member
05	Clean Max Enviro Energy Solutions Limited	Risk Management Committee	Member
		Nomination and Remuneration Committee	Member
		CSR Committee	Member
06	Climate Finance India Private Limited	Audit Committee	Member
07	Bharti Airtel Limited	Risk Management Committee	Chairperson
		HR & Nomination Committee	Member

Justification for choosing the appointee for appointment as Independent Director: As per the statement pursuant to Section 102 of the Act forming part of the Notice.

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

In case of Independent Director, skills and capabilities required for the role and the manner in which the Director meets such requirements: As per the statement pursuant to Section 102 of the Act forming part of the Notice.



Mr. Vivek Narayan Mathur

Brief Resume, Qualifications and Experience

Mr. Vivek Narayan Mathur is the Chief Financial Officer of the Company. He has been associated with KFin Technologies Limited since January 23, 2020. He holds a bachelor's degree in commerce (honours) from University of Delhi and is a qualified chartered accountant from The Institute of Chartered Accountants of India. He has over 30 years of experience and prior to joining KFin Technologies Limited, he worked with Bharti BT Internet Limited, American Express Bank Ltd., Bajaj Capital Limited, Manipal Cigna Health Insurance Company Limited and Tata AIA Life Insurance Co. Limited.

Age: 59 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. Vivek Narayan Mathur was first appointed on the Board as an Additional Director (Whole – Time Director)

on April 29, 2026. Attendance at meetings of the Board and remuneration last drawn are not applicable. Mr. Vivek Narayan Mathur hold 44,495 equity shares of the Company.

Terms and conditions of appointment and remuneration sought to be paid:

As per the resolution in Item No. 7 of this Notice read with the statement pursuant to Section 102 of the Act forming part of the Notice.

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:

None

Committee membership:

None

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 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 FY 2025-26 is summarised below: (In ₹ Millions)
	Revenue from operations : 11,588.10
	Profit before tax : 4,642.11
	Profit after tax : 3,462.44
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

1. **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 – 7th 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)
- Excellence in FinTech – Best Use of AI in Fintech, Global Fintech Fest 2025
- Silver Recognition for Innovation in Fintech – IRIS by KFintech, Global Fintech Awards 2025
- Bronze Recognition for Innovation in Fintech – FINSTAX by KFintech, Global Fintech Awards 2025
- Silver Recognition for Innovative Achievement in Corporate Social Responsibility – SANKALP, Global Fintech Awards 2025

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

2. **Mr. Alok Chandra Misra**

Mr. Alok Misra recently co-founded Guvrn, India's first curated board network, with three others, connecting independent directors with progressive companies looking to improve their governance practices. Until June 2024, he served as Operating Partner and Chief Operating Officer of India at General Atlantic (GA), a leading global growth equity investment firm. At GA, he provided financial expertise to the firm and its portfolio companies with a focus on GA's investments in India and ASEAN.

Prior to joining General Atlantic, he had extensive experience as a public company CFO. He was most recently Group Chief Financial Officer with WNS Group, a leading global outsourcing company now part of Capgemini, where he helped lead the company through significant expansion and transformation. Earlier, he was the Group Chief Financial Officer of Mphasis BFL Group and held a number of accounting and finance roles at other firms, including ITC Limited and PwC. He also serves as a non-executive/independent director on the boards of various private and public companies. He is a Fellow member of the Institute of Chartered Accountants of India and holds an Honors degree in Commerce from Calcutta University.



3. Mr. Dinesh Khara

Mr. Dinesh Khara is a distinguished career banker with nearly 40 years of extensive experience in the banking sector, both in India and internationally. He served as the Chairman of State Bank of India (SBI) from October 2020 to August 2024. Prior to his appointment as Chairman, he was the Managing Director (Global Banking & Subsidiaries), where he led the International Banking group, Corporate Banking, Treasury Operations, and successfully guided SBI's non-banking subsidiaries, including SBI Mutual Fund, SBI Life Insurance, SBI Cards, and SBI Capital Markets. As Managing Director (Associates & Subsidiaries), Mr. Dinesh Khara played a pivotal role in the successful merger of five Associate Banks and Bhartiya Mahila Bank with SBI. He also managed key functions such as Risk, Information Technology, and Compliance. Before becoming Managing Director at SBI in August 2016, Mr. Dinesh Khara was the Managing Director & CEO of SBI Funds Management Pvt. Ltd. from November 2013 to August 2016. He began his career with SBI as a Probationary Officer in 1984 and has consistently demonstrated leadership across various facets of banking.

Mr. Dinesh Khara is appointed Chairperson of NPS Trust by Pension Fund Regulatory Authority (PFRDA). Securities Exchange Board of India (SEBI) has appointed him as Chairman of Corporate Bond and Securitisation Advisory Committee of SEBI. In addition, he is a Member of Insurance Advisory committee of IRDAI and Pension Advisory Committee of PFRDA. Mr. Dinesh Khara holds Independent Directorship in various Companies Board.

Mr. Dinesh Khara holds an MBA from the Faculty of Management Studies, New Delhi, and a postgraduate degree in Commerce from the Delhi School of Economics. He is also a Fellow of the Indian Institute of Banking & Finance. He is deeply focused on leveraging analytics and technology to drive innovation and enhance operational efficiency in corporate entities.

4. Mr. Vivek Narayan Mathur

Mr. Vivek Narayan Mathur is the Chief Financial Officer of the Company. He has been associated with KFin Technologies Limited since January 23, 2020. He holds a bachelor's degree in commerce (honours) from University of Delhi and is a qualified chartered accountant from The Institute of Chartered Accountants of India. He has over 30 years of experience and prior to joining KFin Technologies Limited, he worked with Bharti BT Internet Limited, American Express Bank Ltd., Bajaj Capital Limited, Manipal Cigna Health Insurance Company Limited and Tata AIA Life Insurance Co. Limited.

Past remuneration

1. Mr. Venkata Satya Naga Sreekanth Nadella

FY 2025-26 (In ₹ Millions)

Salary and Allowances	: 31.47
Share based payment	: NA
Commission/Bonus/Performance-based Incentive: 24.30	
Total	: 55.77

2. Mr. Alok Chandra Misra

FY 2025-26 (In ₹ Millions)

Salary and Allowances	: NA
Share based payment	: NA
Commission/Bonus/Performance-based Incentive: 1.09	
Sitting Fees	: 0.37
Total	: 1.46

3. Mr. Dinesh Khara

FY 2025-26 (In ₹ Millions)

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

4. Mr. Vivek Narayan Mathur

FY 2025-26 (In ₹ Millions)

Salary and Allowances	: 14.38
Share based payment	: 34.44
Commission/Bonus/Performance-based Incentive: 5.91	
Total	: 54.73

Remuneration proposed	As per the resolution in Item Nos. 4, 5, 6 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 remuneration proposed is 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 Managing Director & CEO of the Company.

II. 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 over 95% and generate over 50% of EBITDA as free cash flows, as on March 31, 2026.
Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase in productivity and profits in measurable terms	Not Applicable

CORPORATE INFORMATION

Corporate Identity Number

L72400MH2017PLC444072

Registered and Corporate Office

301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai – 400070, Maharashtra Tower B, Plot No. 31 & 32,

Email id: investorrelations@kfintech.com

Telephone no.: +91 22 4962 0337

Chairperson

Mr. Vishwanathan Mavila Nair

Managing Director and Chief Executive Officer

Mr. Venkata Satya Naga Sreekanth Nadella

Whole Time Director and Chief Financial Officer

Mr. Vivek Narayan Mathur*

Independent Directors

Mr. Kaushik Mazumdar

Ms. Radha Rajappa

Mr. Chengalath Jayaram

Mr. Shankar Iyer

Mr. Dinesh Khara*

Non-Executive Director

Mr. Alok Chandra Misra

Non-Executive Nominee Directors

Mr. Shantanu Rastogi

Mr. Srinivas Peddada

Mr. Devang Gheewalla

Chief Financial Officer

Mr. Vivek Narayan Mathur

Company Secretary and Compliance Officer

Ms. Alpana Kundu

Statutory Auditor

B S R and Co

Secretarial Auditor

D V Rao & Associates

Internal Auditor

Ernst & Young LLP

Bankers

The Hongkong and Shanghai Banking Corporation Limited

ICICI Bank Limited

IDBI Bank Limited

State Bank of India

UCO Bank

Kotak Mahindra Bank Limited

Axis Bank Limited

Yes Bank Limited

IDFC First Bank Limited

Website

www.kfintech.com

Registrar and Share Transfer Agent

Bigshare Services Private Limited

Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra, India

Email id : investor@bigshareonline.com

Website : www.bigshareonline.com

*Subject to approval of the members of the Company