

ANNEXURE 2

To
The Members
KFIN TECHNOLOGIES LIMITED
Mumbai

My report of even date is to be read along with this letter.

- Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
- I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
- The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- The compliance by the Company of the applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed by me since the same have been subject to review by statutory auditors and other professionals.
- The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **D V Rao & Associates**
Company Secretaries

CS Vasudeva Rao Devaki
Practicing Company Secretary
FCS # 8888 | COP # 12123
Peer Review No:2132/2022
UDIN: F008888H000361273

Date: 14.05.2026
Place: Hyderabad

ANNEXURE 3 TO THE REPORT OF THE BOARD OF DIRECTORS

**ANNUAL REPORT ON CSR ACTIVITIES
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

[Pursuant to Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

KFin Technologies Limited ('Kfintech' or 'the Company') has developed a Corporate Social Responsibility Policy (hereinafter to be referred as 'CSR Policy') in alignment with its objective, principles and values, for delineating its responsibility as a socially and environmentally responsible corporate citizen. The Policy lays down the principles and mechanisms for undertaking various programs in accordance with Section 135 of the Companies Act, 2013.

It is the Company's philosophy, firm belief, and intent to effectively implement CSR and make a positive difference to society. It recognises that it cannot do it all; so that if there are choices to be made, bias will be towards doing fewer projects with better outcomes and good impact and will focus initiatives on communities in which the Company lives, operates and particularly forming community whose development is the basic mission of the Company.

2. COMPOSITION OF THE CSR COMMITTEE

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
01	Ms. Radha Rajappa	Independent Director	03	03
02	Mr. Alok Chandra Misra	Non-Executive Director	03	03
03	Mr. Chetan Savla*	Non-Executive Nominee Director	02	02
04	Mr. Devang Gheewalla*	Non-Executive Nominee Director	03	01

*During the year under review, Mr. Prashant Saran ceased to be the member of the Committee w.e.f. May 25, 2025 and Mr. Chetan Savla was inducted as a member of the Committee w.e.f. May 26, 2025. Subsequently, Mr. Chetan Savla ceased to be the member of the Committee and Mr. Devang Gheewalla was inducted as a member of the Committee w.e.f. October 27, 2025.

3. WEB-LINKS WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY

The Composition of the CSR Committee is available at <https://investor.kfintech.com/board-and-committees/>

The CSR Policy approved by the Board is available at https://investor.kfintech.com/wp-content/uploads/2026/06/KFintech_CSR-Policy.pdf

The CSR projects approved by the Board are available at https://investor.kfintech.com/wp-content/uploads/2026/02/KFintech_CSR-Projects_2025-26_02022026.pdf

4. EXECUTIVE SUMMARY ALONG WITH WEB-LINKS OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014

During the financial year under review, the relevant provisions of the Companies Act, 2013 and the rules made thereunder relating to impact assessment of CSR projects, were not applicable to the Company.

Sr. No.	Particulars	Amount (in ₹)
a.	Average net profit of the Company as per sub-section (5) of Section 135	3,379,150,000
b.	Two percent of average net profit of the Company as per sub-section (5) of Section 135	67,583,000
c.	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years	0
d.	Amount required to be set-off for the financial year, if any	0
e.	Total CSR obligation for the financial year (5b+5c-5d)	67,583,000

ANNEXURE 3

Sr. No.	Particulars	Amount (in ₹)
a.	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	65,125,672
b.	Amount spent on Administrative Overheads	1,709,935
c.	Amount spent on Impact Assessment, if applicable	800,000
d.	Total amount spent for the Financial Year (6a+6b+6c)	67,635,607

e. CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)			
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135	
	Amount	Date of Transfer	Name of the fund	Amount
67,635,607		Nil		Nil

f. Excess amount for set off, if any:

Sr. No.	Particulars	Amount (in ₹)
i.	Two percent of average net profit of the company as per sub-section (5) of Section 135	67,583,000
ii.	Total amount spent for the Financial Year	67,635,607
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	52,607
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0
v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	52,607

7. DETAILS OF UNSPENT CSR AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer	
							Not Applicable

8. WHETHER ANY CAPITAL ASSETS HAVE BEEN CREATED OR ACQUIRED THROUGH CSR AMOUNT SPENT IN THE FINANCIAL YEAR

No

9. SPECIFY THE REASON(S), IF THE COMPANY HAS FAILED TO SPEND TWO PERCENT OF THE AVERAGE NET PROFIT AS PER SUB-SECTION (5) OF SECTION 135

Not Applicable

On Behalf of the Corporate Social Responsibility Committee of the Board of Directors of KFin Technologies Limited

Radha Rajappa

Chairperson of the CSR Committee
DIN: 08530439

June 10, 2026 | Bangalore

Venkata Satya Naga Sreekanth Nadella

Managing Director and CEO
DIN: 08659728

June 10, 2026 | Hyderabad

CORPORATE GOVERNANCE REPORT

KFINTECH'S PHILOSOPHY ON CODE OF GOVERNANCE

KFin Technologies Limited ("KFinTech" or the "Company") remains steadfast in its commitment to adopting and upholding the highest standards of Corporate Governance, which are deeply embedded in the Company's core values and organisational ethos. These principles are reflected through the Company's Code of Business Conduct, Corporate Governance Policy, and the charters of various Committees of the Board. The Company's value system serves as a guiding framework for its conduct, decision-making processes, and interactions with all stakeholders. Anchored in integrity, transparency, accountability, and compliance with applicable laws, KFinTech continues to conduct its affairs responsibly and ethically, while remaining committed to creating sustainable value for all stakeholders.

The Company consistently endeavours to ensure adherence to the evolving requirements and best practices of Corporate Governance and considers such compliance to be an integral part of its fiduciary responsibility. In this regard, the Company remains committed to safeguarding the interests and rights of its stakeholders by ensuring timely, adequate, and accurate disclosures relating to its financial position, operational performance, leadership, and governance framework.

The Board of Directors provides strategic oversight to ensure sustainable growth of the Company while fostering a culture of compliance and ethical governance. The Board also ensures compliance with all applicable laws, regulations, statutory requirements, and governance standards, and has established appropriate systems and processes to effectively monitor and strengthen compliance across the organisation.

This Report provides an overview of the Corporate Governance philosophy, framework, and practices followed by the Company during the FY 2025-26.

BOARD OF DIRECTORS

The Board of Directors of the Company is responsible for overseeing the Corporate Governance framework. The Board adopts strategic plans and policies, monitoring the operational performance, establishing policies and processes that ensure integrity of the Company's internal controls and risk management. The Board establishes clear roles and responsibilities in discharging its fiduciary and leadership functions and also ensures that the management actively cultivates a culture of ethical conduct and sets the values to which the organisation will adhere.

COMPOSITION OF THE BOARD

The Company recognises and embraces the importance of a diverse Board for its success. As on March 31, 2026, the Board consists of ten Directors comprising of a Managing Director, two Non-Executive Non-Independent Director, four Independent Directors, one of whom is a woman Director, and three Non-Executive Nominee Directors. The Chairperson of the Board is a Non-Executive Non-Independent Director who is neither related to any promoter or person occupying management positions at the level of the Board of Directors or at one level below the Board of Directors. There is no "inter se" relationship amongst the Directors.

During the year under review, Mr. Shankar Iyer (DIN: 02134073) was appointed by the Board of Directors as an Independent Director (Non-Executive) with effect from April 28, 2025, for a term of 5 (five) consecutive years up to April 27, 2030, not liable to retire by rotation. The said appointment was subsequently approved by the members through a special resolution passed by way of postal ballot through remote e-voting on June 07, 2025.

Mr. Chetan Savla (DIN: 10213435) ceased to be the Nominee Director of Kotak Mahindra Bank Limited with effect from October 27, 2025 and Mr. Devang Gheewalla (DIN: 07480378) was appointed in his place on the same date, liable to retire by rotation.

Further, Mr. Vishwanathan Mavila Nair (DIN: 02284165) was re-appointed as a Non-Executive Director and Chairperson of the Board of Directors of the Company for a period of one year from October 01, 2025, not liable to retire by rotation. Mr. Prashant Saran (DIN: 08747512) Independent Director of the Company, retired upon completion of his term of five consecutive years with effect from May 25, 2025.

Pursuant to the communication dated October 09, 2025 received from General Atlantic Singapore Fund Pte. Ltd. withdrawing the nomination of Mr. Alok Chandra Misra (DIN: 01542028) as its Nominee Director on the Board of the Company, the Board of Directors considering Mr. Misra's vast experience as well as his contribution to the Board during tenure as a Nominee Director, with the consent of Mr. Misra, changed his designation to a Non-Executive Director with effect from October 27, 2025, liable to retirement by rotation. The said change in designation was subsequently approved by the members through a special resolution by way of Postal Ballot on December 18, 2025.

Except for the aforesaid, there were no changes in the composition of the Board of Directors during the year.

Subsequent to the close of the financial year under review, the Board of Directors appointed Mr. Dinesh Khara (DIN: 06737041)