

Notice

Notice is hereby given that the Extraordinary General Meeting of Members of KFin Technologies Private Limited will be held on Friday, January 28, 2022 at 4:00 pm (IST) through Video Conferencing / Other Audio-Visual Means facility to transact the following special business:

Item No. 1

To approve the conversion of the Company from Private Limited to Public Limited:

“**RESOLVED THAT** pursuant to the provision of section 14 and any other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to convert the Company from "Private Limited" to "Public Limited" and consequently the name of the company be changed from KFin Technologies Private Limited to KFin Technologies Limited by deletion of the word "Private" from the name of the Company;

RESOLVED FURTHER THAT the word "Private" wherever appearing in the name of the Company in any document including in the Article of Association of the Company and Memorandum of Association of the Company be hereby deleted;

RESOLVED FURTHER THAT Directors of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary forms with Registrar Companies.”

**By Order of the Board of Directors
For KFin Technologies Private Limited**



**Alpana Kundu
Company Secretary and Compliance Officer
M.No. F10191**

Date : January 24, 2022

Place : Thane

KFin Technologies Private Limited

Registered & Corporate Office

Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

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NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated June 23, 2021, read together with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 20, 2020, December 31, 2020 and December 8, 2021 (collectively referred to as “MCA Circulars”) permitted convening the Extraordinary General Meeting (“EGM”/ “Meeting”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In accordance with MCA Circulars and provisions of the Companies Act, 2013 (“the Act”), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. A Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the EGM is annexed hereto.
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 EGM is being held through VC / OAVM pursuant to the MCA 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 EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at alpana.kundu@kfintech.com, a certified true copy of the relevant Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting, before the commencement of the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the EGM.
7. In compliance with the MCA Circulars, Notice of the EGM along with the Annual Report is being sent only through electronic mode to those members whose email address are registered with the Company / Depositories.
8. The relevant documents referred to in the Notice will be available electronically for inspection by the members during the EGM.
9. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to alpana.kundu@kfintech.com.
10. Members seeking any information with regard to any relevant to be placed at the EGM are requested to write to the Company on or before 11.00 a.m. on January 27, 2022

KFin Technologies Private Limited

Registered & Corporate Office

through e-mail on alpana.kundu@kfintech.com. The same will be replied by the Company suitably.

11. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Members can cast their vote by a show of hands during the EGM or by sending an e-mail on alpana.kundu@kfintech.com in case of a poll.
13. The facility to join the EGM shall be kept open 15 minutes before and after the EGM
14. Instructions for Joining the EGM through VC/OAVM:

In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on “**Join Microsoft Teams Meeting**” option from the invitation.

You will be connected to the meeting.

In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given **procedure to participate**.

Option 1: For participating through **Windows / Mac Book/ Computer devices**:

- Open the email invitation using preferably **Google Chrome** browser.
- Click on “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.
- A new Browser window would open. Select “**Join on the web instead**”. Once you reach to the “**Enter Name**” prompt, enter your name and click “**Join as a Guest**”.
- You have entered in the Meeting. Make sure you start your camera and keep the microphone “Mute” when not speaking.

Option 2: For installing Microsoft Teams on your **Android / iOS / Microsoft Windows devices**:

- Click on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events.
- System will prompt you to download Microsoft Teams.
- Download and Install Microsoft teams. Please do not try to login.
- Once installed, click on invitation once again on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events.
- You will be prompted to Microsoft Teams Application.
- Click on “**Join as a Guest**” option.
- **Type your Name** and once again click on “**Join as a Guest**”
- You **have** entered in the Meeting. Make sure you start your camera and keep the microphone “Mute” when not speaking.

KFin Technologies Private Limited

Registered & Corporate Office

Statement Pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 1:

The members may note that considering the future plan of the Company it is proposed to convert the status of the Company from Private to Public. Consequent to the said conversion, the name of the Company will be changed from “KFin Technologies Private Limited” to “KFin Technologies Limited”.

The members may, further, note that name of the Company wherever appearing in any document including in the Memorandum of Association and Articles of Association of the Company will be changed to “KFin Technologies Limited”.

The member may further note that the said conversion of the Company from private limited to public limited will require approval of the members of the Company by way of special resolution and also subject to approval of the Registrar of Companies.

It is accordingly proposed to obtain the approval of the shareholders for conversion of the Company from private limited to public limited as contemplated in the resolution set out above.

The Board of Directors recommend passing of the resolution set out at Item No. 1 of the Notice for the approval of the shareholders.

No director, key managerial personnel or their relatives, is interested or concerned, financially or otherwise in the resolution set out at Item No. 1 of the Notice.

**By Order of the Board of Directors
For KFin Technologies Private Limited**



Alpana Kundu
Company Secretary and Compliance Officer
M.No. F10191

Date : January 24, 2022

Place : Thane

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