

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF KFIN TECHNOLOGIES LIMITED AT THEIR MEETING HELD ON JUNE 06, 2022**

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**Appointment of Mr. Venkata Satya Naga Sreekanth Nadella as the Managing Director of the Company**

**“RESOLVED THAT** based pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company, Mr. Venkata Satya Naga Sreekanth Nadella (DIN: 08659728) be and is hereby appointed as the Managing Director of the Company with effect from June 06, 2022, on the following terms of appointment and remuneration including remuneration to be paid in the event of loss or inadequacy of profits in any financial year, which may be in excess of 5% of the net profit of the Company computed in the manner stipulated in Section 198 of the Act:

**A. Tenure of appointment**

Five years from June 06, 2022, not liable to retire by rotation.

**B. Remuneration**

- i. An amount not exceeding Rs. 4 Crore per annum, with Rs. 2.8 Crore as the fixed compensation and Rs. 1.2 Crore as the target variable compensation, subject to the provisions of the Act, which includes salary, allowances and perquisites;
- ii. Stock options not exceeding the limits specified in KFin Stock Option Plan, 2020 or any other Plan or Scheme as may be approved by the Board from time to time and the perquisite value arising out of exercise of such stock options (already granted or as may be granted from time to time);
- iii. Medical reimbursement as per the rules of the Company;
- iv. The Company’s contribution to Provident Fund, National Pension Scheme, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration as aforesaid;
- v. Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable as may be determined by the Board and /or the Nomination and Remuneration Committee of the Board, shall be in addition to the remuneration as above;
- vi. Entitled to be reimbursed from the Company all the expenses incurred by him on behalf of the Company;
- vii. Other terms and conditions as approved by the Board of Directors earlier will remain same.

**KFin Technologies Limited**   
(Formerly known as KFin Technologies Private Limited)

**Registered & Corporate Office:**

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

CIN : U72400TG2017PLC117649  
[compliance.corp@kfintech.com](mailto:compliance.corp@kfintech.com)

**RESOLVED FURTHER THAT** subject to the approval of members of the Company, the consent of the Board be and is hereby accorded for payment of aforesaid remuneration even if due to the above payment the total managerial remuneration is in excess to the over-all limit specified in Section 197 of the Act for respective year;

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

**RESOLVED FURTHER THAT** the Board hereby notes that Mr. Venkata Satya Naga Sreekanth Nadella continues to be the Chief Executive Officer and a Key Managerial Personnel of the Company;

**RESOLVED FURTHER THAT** the Chief Financial Officer, and Company Secretary and Compliance Officer of the Company, be and are hereby, jointly or severally, authorized to do, perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

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**For KFin Technologies Limited**

**Alpana Kundu**  
**Company Secretary and Compliance Officer**  
**ICSI M. No. F10191 | December 03, 2022**

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**Payment of remuneration to Whole-time Director and CEO of the Company**

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198, 203 Schedule V and all other applicable provisions of the Companies Act, 2013 (**“the Act”**) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee (**“NRC”**) and subject to the approval of the members of the Company, the consent of the Board of Director be and is hereby accorded to pay remuneration to Mr. Sreekanth Nadella (DIN 08659728), Whole-time Director and CEO, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, as set out below which may be in excess to 5% of the net profit of the Company computed in the manner stipulated in Section 198 of the Act:

1. Remuneration not exceeding Rs. 3 crore p.a. subject to the provisions of the Act, which includes salary, allowances and perquisites;
2. Stock options not exceeding the limits specified in KFin Stock Option Plan, 2020 or any other Plan or Scheme as may be approved by the Board from time to time and the perquisite value arising out of exercise of such stock options (already granted or as may be granted from time to time);
3. Medical reimbursement as per the rules of the Company;
4. The Company’s contribution to provident fund, National Pension Scheme, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration as above;
5. Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Sreekanth Nadella (DIN 08659728), as may be determined by the Board and /or the Nomination and Remuneration Committee of the Board, shall be in addition to the remuneration as above; and
6. Reimbursement from the Company all the expenses incurred by him on behalf of the Company;

**RESOLVED FURTHER THAT** subject to the approval of members of the Company, the consent of the Board be and is hereby accorded for payment of aforesaid remuneration even if due to the above payment the total managerial remuneration is in excess to the over-all limit specified in section 197 of the Act for respective year;

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

**RESOLVED FURTHER THAT** the Chief Financial Officer and Company Secretary of the Company, be and are hereby, jointly or severally, authorized to do , perform and execute all such acts, deeds and things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.”

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**For KFin Technologies Limited**

**Alpana Kundu**  
**Company Secretary and Compliance Officer**  
**ICSI M. No. F10191 | December 03, 2022**

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