

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF KFIN TECHNOLOGIES LIMITED AT THEIR MEETING HELD ON MARCH 02, 2022**

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**Payment of remuneration to Non-Executive Directors of the Company**

**(1) Mr. M V Nair (DIN 02284165), Non-Executive Director and Chairman**

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198, 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 and subject to approval of the members of the Company, the consent of the Board be and is hereby accorded to pay remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year to Mr. M.V. Nair (DIN 02284165), the Non-Executive Director and Chairman of the Company by way of commission or otherwise, of an amount not exceeding Rs. 1.50 crore per annum and 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) and other remuneration may be in excess to 1% of the net profit of the Company computed in the manner stipulated in section 198 of the Act, 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 Directors;

**RESOLVED FURTHER THAT** subject to the consent of the members of the Company, the consent of the Board of Directors 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 the 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 be and is hereby authorised 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**

Regd. Office: Selenium, Tower B, Plot No-31 & 32, Financial District, Nanakramguda,  
Serilingampally, Hyderabad, Rangareddi, Telangana - 500032

**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)

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**Payment of remuneration to Non-Executive Directors of the Company**

**(1) Mr. Srinivas Peddada (DIN: 08755240), Non-Executive Director**

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198, 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 and subject to approval of the members of the Company, the consent of the Board be and is hereby accorded to pay remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year to Mr. Srinivas Peddada (DIN: 08755240), Non-Executive Director of the Company, by way of 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) may be in excess to 1% of the net profit of the Company computed in the manner stipulated in section 198 of the Act, 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 Directors;

**RESOLVED FURTHER THAT** subject to the consent of the members of the Company, the consent of the Board of Directors be and is hereby accorded for payment of aforesaid remuneration even if due to the above remuneration 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 be and is hereby authorised 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**  
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