



General Atlantic Singapore Fund Pte. Ltd.
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CONSENT FROM THE PROMOTER SELLING SHAREHOLDER

Date: December 1, 2022

To,

The Board of Directors
KFin Technologies Limited
Selenium Building, Tower-B
Plot No 31 & 32
Financial District, Nanakramguda
Serilingampally, Hyderabad
Rangareddi, Telangana – 500032

Dear Sirs,

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of KFin Technologies Limited (the “Company” and such offer, the “Offer”)

Corporate Information

We have been informed by the Company that it is proposing to undertake the Offer through an offer for sale of Equity Shares in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Companies Act, 2013, as amended and rules made thereunder and other applicable laws.

The certified true copy of resolution of our board of directors dated March 14, 2022 authorizing the proposed offer and sale of Equity Shares in the Offer for an amount aggregating up to ₹ 24,000 million is attached as **Exhibit I**.

We have not acquired any Equity Shares of the Company in the last one year.

The average cost of acquisition of Equity Shares held by us is ₹ 74.06.

Consents

We hereby give our consent to the inclusion of Equity Shares for an amount aggregating up to ₹ 15,000 million (the “**Offered Shares**”) held by us in the Company as part of the Offer for Sale in the Offer in the red herring prospectus (the “**RHP**”) and prospectus, and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required.

We hereby consent to the inclusion of our name as a selling shareholder and any other information contained in this consent (in part or full) as required under the SEBI ICDR Regulations and other applicable laws in the RHP and Prospectus to be filed by the Company with the Registrar of Companies, Telangana at Hyderabad and subsequently with the Securities and Exchange Board of India (“**SEBI**”) and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”).

We authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Sections 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, the Stock Exchanges and any other regulatory or statutory authority as may be required.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers (the “**BRLMs**”) until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication from us, it may be assumed that there is no change to the above information until the filing of the DRHP.

We hereby consent to this letter being disclosed by the Book Running Lead Managers, if required by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority including in seeking to establish a due-diligence defence in connection with the Offer.

This consent letter may be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer. We also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

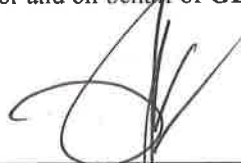
The confirmations, consents and authorizations provided in this consent shall cease to be in effect if the Offer is not completed prior to the earlier of the following events: (i) the IPO Long Stop Date as defined under the SHA amendment agreement dated February 22, 2022 (“**Amendment Agreement**”), entered among the Company and the shareholders (as defined under the Amendment Agreement); or (ii) the termination of the offer agreement or the engagement letter executed in relation to the Offer.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Red Herring Prospectus.

Yours faithfully,

Signed by

For and on behalf of **GENERAL ATLANTIC SINGAPORE FUND PTE. LTD**



Authorised Signatory

Name: Ong Yu Huat

Designation: Director

Encl.: As above

cc:

ICICI Securities Limited

ICICI Venture House,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025

Kotak Mahindra Capital Company Limited

27BKC, 1st Floor, Plot No. C - 27
"G" Block, Bandra Kurla Complex
Bandra (East), Mumbai - 400 051

J.P. Morgan India Private Limited

J.P. Morgan Tower
Off. CST Road, Kalina, Santacruz East,
Mumbai - 400098

IIFL Securities Limited

IIFL Centre, Kamala City
Senapati Bapat Marg
Lower Parel (W)
Mumbai - 400013

Jefferies India Private Limited

42/43, 2 North Avenue,
Maker Maxity
Bandra-Kurla Complex (BKC)
Bandra (East), Mumbai - 400 051

Domestic Legal Counsel to the Book Running Lead Managers

Shardul Amarchand Mangaldas & Co

Amarchand Towers, 216, Okhla Industrial Estate,
Phase III,
New Delhi 110 020

Domestic Legal Counsel to the Company and the Promoter Selling Shareholder

AZB & Partners

AZB House,
Peninsula Corporate Park,
Ganpatrao Kadam Marg, Lower Parel,
Mumbai-400013, Maharashtra

International Legal Counsel to the Company

White & Case Pte. LLP

8 Marina View #27-01 Asia Square Tower 1

Singapore 018960

Exhibit I



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 Singapore 018960
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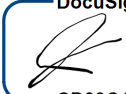

EXTRACT OF RESOLUTIONS IN WRITING OF THE BOARD OF DIRECTORS OF GENERAL ATLANTIC SINGAPORE FUND PTE. LTD. (THE "COMPANY") HELD ON 14 MARCH 2022 IN SIGNAPORE

After due consideration, **IT WAS RESOLVED** as follows,

1. **THAT** the Company's participation in the proposed initial public offering (the "**IPO**") of equity shares of face value of INR 10 ("**Equity Shares**") of KFin Technologies Limited (KFin Technologies Limited including any successor entity is hereinafter referred as the "**Issuer**"), by way of offering for sale, Equity Shares of the Issuer for an amount aggregating up to INR 24,000 million (the "**Company's Offered Shares**") (hereinafter referred as the "**Promoter Selling Shareholder**"), as part of the offer for sale of Equity Shares (the "**Offer**") which would made up the IPO and subject to such flexibility as may be permitted under applicable law, and subject to pricing, timing and other IPO considerations, be and is hereby approved.
2. **THAT** the remaining pre-IPO equity shareholding of the Company in the Issuer (including any of the Company's Offered Shares not sold in the IPO) shall be locked in for a period as may be required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
3. **THAT** the: drafts of (i) contents of the draft red herring prospectus (only to the extent of statements, disclosures and undertakings about or in relation to the Company, the offer for sale of the Company's Offered Shares under the Offer and the Company's declaration page), (ii) consents and certificates to be issued by the Company as Promoter of the Issuer and Promoter Selling Shareholder in the Offer, (iii) the Offer agreement to be entered into by the Company, the Issuer and the book running lead managers; (iv) the fee letter with the Issuer and the book running lead managers; and (v) the agreement to be entered into with the registrar, the Issuer and the Selling Shareholders, be and are hereby approved.
4. **THAT** any one of directors of the Company be and are hereby authorised to: (i) negotiate, finalise, execute and deliver in the name and on behalf of the Company: (a) the aforesaid documentation, substantially in the form approved or with such amendments as may be deemed necessary or desirable; and (b) any other related documents, deeds, contracts and/or arrangements, in relation thereto; and (ii) take all actions as may be required or necessary in the context of the Offer, the offer for sale of the Company's Offered Shares under the Offer and any other matters in connection therewith or ancillary thereto.
5. **THAT** a certified copy of these resolutions be furnished, as may be required, under the signatures of any one director or Secretary of the Company.

Dated this 14th of March, 2022

For and on behalf of **GENERAL ATLANTIC SINGAPORE FUND PTE. LTD.**

DocuSigned by:  DocuSigned by: 
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 Izkanar Alexander Ong

Authorized signatory