

KFINTECH KFIN TECHNOLOGIES LIMITED

RESERVE TRANSFORMATION

Our Company was originally incorporated under the Companies Act, 2013 as "KFCPL Advisory Services Private Limited" and was granted a certificate of incorporation by the Registrar of Companies on June 8, 2017. The Board of our Company approved the change in the name of our Company from "KFCPL Advisory Services Private Limited" to "KFCPL Private Limited" by its resolution dated July 27, 2017, which was thereafter approved by the Shareholders of our Company through their resolution dated July 28, 2017, and a fresh certificate of incorporation was issued by the Registrar of Companies on August 10, 2017. Pursuant to the Scheme of Amalgamation between KFCPL Private Limited ("KFCPL"), KFCPL Private Limited ("KFCPL") and our Company, all the assets and liabilities pertaining to the RT Business of KFCPL (including but not limited to the equity investment of KFCPL in KFCPL) were merged into our Company on a going concern basis, and KFCPL was amalgamated into our Company with effect from July 28, 2017. The Board of our Company approved the change in the name of our Company from "KFCPL Private Limited" to "KFCPL Technologies Limited" by its resolution dated August 10, 2017, which was thereafter approved by the Shareholders of our Company through their resolution dated August 28, 2017. Pursuant to the conversion of our Company into a public limited company, the name of our Company was changed from "KFCPL Technologies Private Limited" to "KFCPL Technologies Limited", and a fresh certificate of incorporation dated February 24, 2022, was issued by the Registrar of Companies on February 24, 2022. For the details of the Scheme of Amalgamation and the Scheme of Conversion of our Company, please refer to the Red Herring Prospectus dated December 10, 2022, read with the Addendum to the Red Herring Prospectus dated December 10, 2022 ("RHP" or "Red Herring Prospectus").

Registered and Corporate Office: Selinum, Tower B, Plot No- 31 & 32, Financial District, Nanakpuri, Sarajmulla, Hyderabad, Rangareddy - 500032, Telangana, India. Contact Person: Aparna Uttam Kundu, Company Secretary and Compliance Officer. Telephone no: +91 40 7961 5565. Email: compliance@kfcpl.com Website: www.kfcpl.com Corporate Identity Number: U27200TG1700017100

OUR PROMOTER: GENERAL ATLANTIC SINGAPORE FUND PTE. LTD.

INITIAL PUBLIC OFFERING OF UP TO 10 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF KFIN TECHNOLOGIES LIMITED ("COMPANY" OR "THE COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹ 14 PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹ 4 PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ 150,000 MILLION ("OFFER") COMPRISING OF AN OFFER FOR SALE OF UP TO 10 EQUITY SHARES AGGREGATING UP TO ₹ 150,000 MILLION ("OFFER FOR SALE") BY GENERAL ATLANTIC SINGAPORE FUND PTE. LTD. (THE "PROMOTER SELLING SHAREHOLDER"). THE OFFER SHALL CONSTITUTE 10% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

Name of the Promoter Selling Shareholder	Pre- Offer Equity Share holding	Number of Equity Shares being offered/amount
GENERAL ATLANTIC SINGAPORE FUND PTE. LTD.	72.51%, i.e., 123,009,706 Shares	Up to 10 Equity Shares aggregating up to ₹ 150,000 million

*On a fully diluted basis

The Offer is being made in accordance with Regulation 6(2) of the SEBI ICDR Regulations

QIB Portion: Not less than 75% of the Offer | Non-Institutional Portion: Not more than 15% of the Offer | Retail Portion: Not more than 10% of the Offer

PRICE BAND: ₹347 to ₹366 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH.

THE FLOOR PRICE IS 34.70 TIMES AND THE CAP PRICE IS 36.60 TIMES THE FACE VALUE OF THE EQUITY SHARES.

BIDS CAN BE MADE FOR A MINIMUM OF 40 EQUITY SHARES AND IN MULTIPLES OF 40 EQUITY SHARES THEREAFTER.

RISKS TO INVESTORS

- 1. Our erstwhile promoters are subject to ongoing investigations by enforcement agencies, including Enforcement Directorate, Ministry of Finance, Government of India ("ED") and the outcome of such investigations may adversely impact our Company and the market price of our Equity Shares. Our Company is seeking a freezing order from the ED, pursuant to which, the CP Group was, instructed not to alienate/ sell/ transfer/ create any lien/ liability in respect of the KFin Subject Shares (aggregating to 14.12% of our Equity Share Capital). The KFin Subject Shares are also subjected to a provisional attachment order issued by the ED for a period of 180 days starting from March 8, 2022, or until an order is passed by the adjudicating authority of PMLA permitting the transfer, disposal, parting with or otherwise dealing with the KFin Subject Shares. The outcome of such investigation involving our erstwhile promoters, including Mr. C. Parthasarathy may adversely impact our Company and the market price of our Equity Shares. Additionally, there are certain outstanding legal proceedings involving our Company, Subsidiaries, Group Companies and certain of our Directors with ED, CBI etc. Outcome of such legal proceedings may affect our business, prospects, financial condition and results of operations. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally.
 - 2. The KFin Subject Shares, constituting 14.12% of the total equity shareholding of our Company, held by certain members of the CP Group are subject to encumbrances in the nature of non-disposal undertakings and blocked positions. We cannot assure you that the lenders of the CP Group will not enforce these encumbrances. In the event that any or all of these encumbrances on the KFin Subject Shares are enforced by the lenders, the same may have an adverse impact on the market price of our Equity Shares.
 - 3. The weighted average cost of acquisition for all Equity Shares acquired in one year, 18 months and three years preceding the date of the Red Herring Prospectus is as set out below:
- | Period | Weighted average cost of acquisition (in ₹) | Cap Price is 'X' times the Weighted Average Cost of Acquisition | Range of acquisition price: Lowest Price - Highest Price (in ₹) |
|------------------------------|---|---|---|
| Last one year | | | |
| Last 18 months / three years | 185.35 | 1.97 | 70.36-185.35 |
- 4. Weighted average cost of acquisition, ("WACA") compared to floor price and cap price

	Weighted average cost of acquisition (in ₹)	Floor price is ₹ 347	Cap price is ₹ 366
Past transactions	185.35	1.87 times	1.97 times
WACA of Primary Issuance	N.A.	N.A.	N.A.
WACA of Secondary Transactions not exceeding 5% of the pre issue capital	N.A.	N.A.	N.A.

 - 5. The details of Price Earnings Ratio, Earnings Per Share, Return on Network and Net Asset Value Per share for Fiscal 2022/As at March 31, 2022 is as follows:

Name of the company	P/E	EPS (Basic) (₹)	EPS (Diluted) (₹)	RoNW (%)	NAV (₹ per equity share)
KFin Technologies Limited	39.10*	9.44	9.36	29.99	38.45
Computer Age Management Services Limited	39.37	58.73	58.41	49.32	132.43

* Based on Diluted EPS and upper end of the price band

For further details and definitions, please refer the RHP

Note: Our Company received a letter dated December 9, 2022, from the Office of Additional Director, Directorate of Enforcement, Hyderabad Zonal Office on December 13, 2022 ("Authority") and such letter "ED Letter". Pursuant to the ED Letter, the Authority has communicated that the attachment made pursuant to the provisional attachment order dated March 8, 2022, issued by the ED has been confirmed by the Adjudicating Authority (PMLA), New Delhi vide its order dated December 1, 2022.

BID/OFFER PROGRAMME

** UPI mandate end time and date shall be at 5:00 p.m. on the Bid Offer Closing Date. In case of any revision in the Price Band, the Bid Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid Offer Period not exceeding 10 Working Days. In case of force majeure, banking strike or similar circumstances, our Company and Promoter Selling Shareholder may, for reasons to be recorded in writing, extend the Bid Offer Period for a minimum of three Working Days. In case of force majeure, not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a pre-legal proceedings may affect our business, prospects, financial condition and results of operations. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally.

BID/OFFER OPENS TODAY

BID/OFFER CLOSURE ON: WEDNESDAY, DECEMBER 21, 2022**

NAME OF THE INITIAL SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM:

Name of BRLMs	Total Issues	Issues closed below IPO Price on listing date
ICICI Securities Limited	19	8
IFIL	15	1
Kotak	11	5
JP Morgan	0	0
Jefferies	1	0
Common issues of above BRLMs	34	12
Total	80	26

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

UPI-Now available in ASBA for all individual investors applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, DP & RTAs. Retail individual investors and Non-Institutional Bidders also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank accounts. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and is in compliance with CBI notification dated February 15, 2020 and press release dated June 28, 2021.

BOOK RUNNING LEAD MANAGERS

ICICI Securities ICICI Ventures House, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025 Prabhakarara, India Telephone no: +91 22 6807 1100 Email: kfin@icicisecurities.com Investor Grievance e-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Sumit Singh Shekhar Anand SEBI Registration No.: INM000011179	Kotak Kotak Mahindra Capital Company Limited 27BKC, 1st Floor, Plot No. C - 27 3rd Cross, Bandra West, Mumbai - 400 051, India Telephone no: +91 22 4396 0000 Email: kfin@kotak.com Investor Grievance e-mail: investor@kotak.com Website: www.investments.kotak.com Contact Person: Ganesh Ramesh SEBI Registration No.: INM000030704	J.P.Morgan J.P. Morgan India Private Limited JP Morgan Tower, OF CST Road, Kalba, Santacruz East, Mumbai - 400098, India Telephone no: +91 22 4648 4700 Investor Grievance e-mail: kfin@jpm.com Website: www.jpm.com Contact Person: Govind Khaitan SEBI Registration No.: INM00002970	IFIL Securities IFIL Centre, Karamba City, Senapati Bapat Marg Lower Panel (W), Mumbai - 400013, India Telephone no: +91 22 4648 4700 Investor Grievance e-mail: kfin@ifil.com Website: www.ifil.com Contact Person: Pawan Jain SEBI Registration No.: INM00010940	Jefferies Jefferies India Private Limited 424/2, North Avenue, Marolli Nagar Bandra-City Centre, Marolli Nagar Mumbai - 400 051, India Telephone no: +91 22 4356 6000 Investor Grievance e-mail: investor@jefferies.com Website: www.jefferies.com Contact Person: Ashutosh Prajapati SEBI Registration No.: INM00011443	Bighare Services Pvt. Ltd. Bighare Services Private Limited Office No - 506 - 2, 6 Floor, Pinnacle Business Park, Naraina Centre, Naraina New Delhi (EAST), Mumbai - 400 003 Telephone no: +91 22 62632030 Investor Grievance e-mail: investor@bighareonline.com Website: www.bighareonline.com Investor Grievance e-mail: investor@bighareonline.com Contact Person: Jitu John SEBI Registration No.: INM00001385
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AVAILABILITY OF BID CUM APPLICATION FORMS: Bid cum Application Forms can be obtained from the Registered Office of KFIN TECHNOLOGIES LIMITED, Telephone no: +91 40 7961 5565; BRLMs: ICICI Securities Limited, DP(+91 22 6807 1100), Kotak Mahindra Capital Company Limited, JP Morgan India Private Limited, Telephone no: +91 22 6807 1100; IFIL Securities Limited, Telephone no: +91 22 4648 4700; Syndicate Member: Kotak Securities Limited, Telephone no: +91 22 4356 6000 and at the selected locations of the Sub-syndicate Members (as given below). SCBSs, Registered Brokers, RTAs and CDPs participating in the Offer: ASBA Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCBSs, the list of which is available at the websites of the Stock Exchanges and SEBI.

Sub-Syndicate Members: Aniraj Capital & Finance Services Ltd., Anand Ramesh & Stock Brokers Ltd., Axis Capital Limited, Centrium Broking Limited, Centrium Wealth Management Ltd., Choies Equity Broking Private Limited, D8(International) Stock Brokers Ltd., Edelweiss Broking Limited, Eureka Stock & Share Broking Services Ltd., HFCB Wealth & Investment Limited (Formerly known as Edelweiss Broking Limited), Prabhudas Lindia Private Ltd., Pravin Rastogi Share and Stock Brokers Ltd., RR Equity Broking Private Limited, SBIiCap Securities Limited, Sharekhan Limited, SCIB Global Securities Limited, Systematic Shares and Stocks (India) Limited, Trade Bulls Securities (P) Ltd., Wealth Brokers Private Limited.

Public Offer Terms and Sponsor Bank: Kotak Mahindra Capital Limited and Axis Bank Limited - Escrow Collection Bank and Refund Bank; Kotak Mahindra Bank also used through UPI Mechanism. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Place: Hyderabad
Date: December 16, 2022
KFIN TECHNOLOGIES LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed the RHP with RUC on December 10, 2022. The RHP is available on the website of SEBI at www.sebi.gov.in, the websites of the Stock Exchanges, i.e., BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, and the websites of the BRLMs, i.e., ICICI Securities Limited, Kotak Mahindra Capital Company Limited, JP Morgan India Private Limited, IFIL Securities Limited, Kotak Securities Limited, SBIiCap Securities Limited, Sharekhan Limited, SCIB Global Securities Limited, Systematic Shares and Stocks (India) Limited, Trade Bulls Securities (P) Ltd., HFCB Wealth Brokers Private Limited, Aniraj Capital & Finance Services Ltd., Anand Ramesh & Stock Brokers Ltd., Axis Capital Limited, Centrium Broking Limited, Centrium Wealth Management Ltd., Choies Equity Broking Private Limited, D8(International) Stock Brokers Ltd., Edelweiss Broking Limited, Eureka Stock & Share Broking Services Ltd., HFCB Wealth & Investment Limited (Formerly known as Edelweiss Broking Limited), Prabhudas Lindia Private Ltd., Pravin Rastogi Share and Stock Brokers Ltd., RR Equity Broking Private Limited, SBIiCap Securities Limited, Sharekhan Limited, SCIB Global Securities Limited, Systematic Shares and Stocks (India) Limited, Trade Bulls Securities (P) Ltd., Wealth Brokers Private Limited.

Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act of 1933 ("U.S. Securities Act") and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and accordingly, the Equity Shares are being offered and sold only within the United States solely to persons who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Alpha Uttam Kundu
Company Secretary