

NOTICE is hereby given to all the members of **Karvy Data Management Services Limited** that the 7th Annual General Meeting of the company will be held on Friday, the 08th Day of May, 2015, at 12.00 noon, at shorter notice, at the registered office of the company situated at 46, Avenue-4, Street No.1, Road No. 10, Banjara Hills, Hyderabad-500034, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements for the year ended 31st March, 2015 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Rajat Parthasarathy, Whole-time Director, who retires by rotation and being eligible has offered himself for re-appointment.
3. To appoint Lalith Prasad & Co., Chartered Accountants, as statutory auditors of the company and to authorize the Board to fix their remuneration.

"RESOLVED THAT Lalith Prasad & Co., Chartered Accountants, (firm registration no: 008089S), having been appointed by the members as the statutory auditors of the company for a period of 3 years to audit the books of accounts of the company from FY 2014 – 15 till FY 2016 – 17, consent of the members in accordance with the provisions of section 141 of the Companies Act, 2013, and other applicable provisions, if any, read with Companies (Audit and Auditors) Rules issued from time to time, be and is hereby accorded for the ratification of their appointment as the statutory auditors for financial year 2015-2016.

FURTHER RESOLVED THAT, the Board of Directors be and is hereby authorised to fix the remuneration of the auditors."

SPECIAL BUSINESS:

Item 4. Confirmation of appointment of Mr. Divakar Atluri, Additional Director, as an Independent Non-Executive Director of the Company

To consider and if thought fit, to pass, with or without modification, the following resolution as a ordinary resolution:

"RESOLVED THAT Mr. Divakar Atluri (DIN : 00033386), who was appointed as an additional director at the meeting of the Board of Directors of the Company held on 10th March, 2015 and who holds office as such Director upto the date of the ensuing annual general meeting of the Company and in respect of his appointment a notice under Section 160 of the Companies Act, 2013 has been received from a member of the company, signifying the intention to propose him as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Divakar Atluri, a Non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 10th March, 2015 to 9th March, 2020."

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Item 5. Confirmation of appointment of Mr. Vijay Kumar Tarimela, Additional Director as an Independent Non-Executive Director of the Company

To consider and if thought fit, to pass, with or without modification, the following resolution as a ordinary resolution:

"RESOLVED THAT Mr. Vijay Kumar Tarimela (DIN : 07178932), who was appointed as an additional director at the meeting of the Board of Directors of the Company held on 08th May, 2015 and who holds office as such Director upto the date of the ensuing annual general meeting of the Company and in respect of his appointment a notice under Section 160 of the Companies Act, 2013 has been received from a member of the company, signifying the intention to propose him as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Vijay Kumar Tarimela a Non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 08th May, 2015 to 07th May, 2020."

Item 6. Reappointment of Mr. V. Mahesh as Managing Director of the company

To consider and if thought fit, to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the members be and is hereby accorded for payment of the following remuneration to Mr. V. Mahesh, Managing Director and Key Managerial Personnel of the company, with effect from 1st April, 2015 on the following terms and conditions:

- I. **"Salary, perquisites and allowances:** In the scale of Rs. 1.50 crore to Rs. 2.50 crore per annum.
- II. Mr. V. Mahesh shall be entitled to the following perquisites and allowances to be determined by the Board or any committee of the Board from time to time.
 - (i) Leave encashment shall be as per rules of the company.
 - (ii) Leave travel allowance shall be as per the rules of the company.
 - (iii) Mobile phone facility as per the rules of the company.
 - (iv) Contribution to employees provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax, Act, 1961.
 - (v) Gratuity shall be calculated as per the rules of the company.
 - (vi) Coverage under Personal Accident Policy, if any, as per rules of the company.
 - (vii) Use of the company's car as per rules of the company.
 - (viii) Any other allowance, benefits and perquisites as the Committee may from time to time decide.

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III. Variable Pay/Performance based incentive/Annual Increments: Performance Based incentive/Annual Increments will be decided by the Board/any Committees of the Board, based on Company performance and individual contribution within the overall limits mentioned at I above.

FURTHER RESOLVED THAT where in any financial year during the currency of his appointment, the company has no profits or its profits are inadequate, Mr. V. Mahesh shall be paid salary, allowances and perquisites not exceeding the maximum limits as prescribed in part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).

FURTHER RESOLVED THAT the Structure and components of annual salary, allowances, perquisites, together with variable pay/incentives on performance based as a percentage on the earnings (profit before tax) of the company to shall be determined by the Board/or any committee of the Board from time to time within the overall range of Rs. Rs. 1.50 crore to Rs. 2.50 crore per annum mentioned at I above."

Item 7. Reappointment of Mr. Rajat Parthasarathy as Whole-Time Director of the company

To consider and if thought fit, to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, subject to such statutory/regulatory approvals and consents, as may be necessary, consent of the Members be and is hereby accorded to re-appoint Mr. Rajat Parthasarathy, as the Whole-time Director of the company, for a period of 3 years with effect from 1st April, 2015 on the following terms and conditions:

I. "Salary, perquisites and allowances: In the scale of Rs. 75.00 Lacs to Rs. 1.50 crore per annum.

II. Mr. Rajat Parthasarathy shall be entitled to the following perquisites and allowances to be determined by the Board or any committee of the Board from time to time:

- I. Unfurnished Residential Accommodation or House rent allowance as per the rules of the company.
- II. Leave encashment.
- III. Leave travel allowance.
- IV. Mobile phone facility.
- V. Contribution to employees provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax, Act, 1961.
- VI. Gratuity.
- VII. Coverage under Personal Accident Policy, if any, as per the rules of the company.
- VIII. Use of the company's car or reimbursement of conveyance expenses.
- IX. Any other allowance, benefits and perquisites as the Board/Committee of the Board may from time to time decide.

III. Variable/Performance Based incentive and Annual Increments: Performance Based incentive/Annual Increments will be decided by the Board and Committees of the Board, based upon Company performance and individual contribution within the overall limits mentioned at I above.

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FURTHER RESOLVED THAT where in any financial year during the currency of his appointment, the company has no profits or its profits are inadequate, Mr. Rajat Parthasarathy, shall be paid salary, allowances and perquisites not exceeding the maximum limits as prescribed in part II of the Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).

FURTHER RESOLVED THAT the Structure and components of annual salary, allowances, perquisites, together with variable pay/incentives on performance based as a percentage on the earnings (profit before tax) of the company to shall be determined by the Board/or any committee of the Board from time to time within the overall range of Rs. Rs. 75.00 Lacs to Rs. 1.50 crore per annum mentioned at I above."

Item 8. Authorization for giving Loans/ Guarantees or providing securities or to make investments in any other bodies corporate

To consider and if thought fit, to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such consents, approvals, and permissions as may be necessary in that regard and subject to such conditions that may be imposed by any authority while granting such consents, approvals and permissions as may be agreed to by the Board of Directors of the Company (the "Board", which term shall be deemed to include its "Committee of Directors"), consent of the members of the company be and is hereby accorded to make loan(s) to any person or other body corporate and/or give any guarantee(s) / provide any security(ies) in connection with loan(s) made to anybody corporate or person and/or acquire by way of subscription, purchase or otherwise, securities of anybody corporate up to an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only) notwithstanding that the aggregate of loan(s), guarantee(s) or security(ies) so far given or to be given and/or investment(s) so far made or to be made may exceed the limits prescribed under Section 186 of the Companies Act, 2013

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders and the Board is hereby further authorized to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution."

Item 9. Amendment of Articles of Association

To consider and if thought fit, to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such consents, approvals, and

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permissions as may be necessary in that regard and subject to such conditions that may be imposed by any authority while granting such consents, approvals and permissions as may be agreed to by the Board of Directors of the Company, the existing Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association ("New Articles"), a copy of which is placed before the meeting and duly initialed by the Chairman for the purposes of identification and that the New Articles be and are hereby approved and adopted as the Articles of Association of the Company with effect from the date hereof, and they be the regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution, including filing any necessary forms with the Registrar of Companies."

By the order of the Board
For KARVY DATA MANAGEMENT SERVICES LIMITED

Dated: 08th May, 2015

Place: Hyderabad


SHRUTI WALIA

Company Secretary

M. No.: A28690

Address: 46, Avenue-4, Street No:1,
Road No. 10, Banjara Hills,
Hyderabad-500034



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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. The proxies to be effective should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting. The proxy form is enclosed herewith.
2. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.

By the order of the Board
For KARVY DATA MANAGEMENT SERVICES LIMITED

Shruti Walia

SHRUTI WALIA
Company Secretary
M. No.: A28690

Address: 46, Avenue-4, Street No.1,
Road No. 10, Banjara Hills,
Hyderabad-500034



Dated: 08th May, 2015
Place: Hyderabad

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**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

Item No. 4:

The Board of Directors, at its meeting held on 10th March, 2015, appointed Mr. Divakar Atluri as an Additional Director of the Company with effect from 10th March, 2015, pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the company.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Divakar Atluri will hold office upto the date of the ensuing AGM. The company has received notice in writing under the provision of section 160 of the Companies Act, 2013, from a member of the company along with a deposit of Rs. 1,00,000/- proposing candidature of Mr. Divakar Atluri for the office of Independent Director, to be appointed as such under the provisions of section 149 of the Companies Act, 2013.

The Company has received from Mr. Divakar Atluri (i) consent in writing to as Director in Form DIR-2 pursuant to Rule-8 of Companies (Appointment & Qualification of Directors Rules), 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of Independence as provided in Section 149 (6) of the Companies Act, 2013.

The resolution seeks the approval of the members for the appointment of Mr. Divakar Atluri as an Independent Director of the Company for a period upto 09th March, 2020 pursuant to Section 149 and other applicable provisions of the Companies act, 2013 and the Rules made thereunder. He will not liable to retire by rotation.

In the opinion of the Board, Mr. Divakar Atluri, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules laid down thereunder and he is independent of the Management. A copy of the draft letter for appointment of Mr. Divakar Atluri as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days upto the date of AGM.

None of the Directors and / or the Key Managerial Personnel of the Company and / or their respective relatives are in any way concerned or interested in the aforesaid ordinary Resolution save and except to the extent of their directorship/shareholding in any such body corporate as may be applicable.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

Item No. 5:

The Board of Directors, at its meeting held on 10th March, 2015, appointed Mr. Vijay Kumar Tarimela as an Additional Director of the Company with effect from 08th May, 2015, pursuant to Section 161 of the Companies Act, 2013, read Articles of Association of the company.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Vijay Kumar Tarimela will hold office upto the date of the ensuing AGM. The company has received notice in writing under the provision of section 160 of the Companies Act, 2013, from a member of the company along with a deposit of

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Rs. 1,00,000/- proposing candidature of Mr. Vijay Kumar Tarimela for the office of Independent Director, to be appointed as such under the provisions of section 149 of the Companies Act, 2013.

The Company has received from Mr. Vijay Kumar Tarimela (i) consent in writing to as Director in Form DIR-2 pursuant to Rule-8 of Companies (Appointment & Qualification of Directors Rules), 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & qualification of Directors) rules, 2014, to the effect that he is not disqualified under section 164(2) of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of Independence as provided in Section 149 (6) of the Companies Act, 2013.

The resolution seeks the approval of the members for the appointment of Mr. Vijay Kumar Tarimela as an Independent Director of the Company for a period upto 07th May, 2020 pursuant to section 149 and other applicable provisions of the Companies act, 2013 and the Rules made thereunder. He will not liable to retire by rotation.

In the opinion of the Board, Mr. Vijay Kumar Tarimela, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules laid down thereunder and he is independent of the Management. A copy of the draft letter for appointment of Mr. Vijay Kumar Tarimela as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days upto the date of AGM.

None of the Directors and / or the Key Managerial Personnel of the Company and / or their respective relatives are in any way concerned or interested in the aforesaid ordinary Resolution save and except to the extent of their directorship/shareholding in any such body corporate as may be applicable.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

Item 6 & 7:

Mr. V. Mahesh and Mr. Rajat Parthasarathy, are presently Managing Director and Whole-time Director of the company and have been instrumental in guiding the company strategically, and have played a key role in the growth of the company. Considering their immense contribution made to the company, your directors have approved the reappointment and terms of remuneration of Mr. V. Mahesh, as the Managing Director of the company, at their meetings held on 06th September, 2014 and 10th March, 2015 respectively and Mr. Rajat Parthasarathy, as the Whole-time Director of the company at their meeting held on 10th March, 2015, for a further period of 3 years w.e.f. 01st April, 2015, subject to your approval. Your Directors have approved the reappointment of Mr. V. Mahesh for a further period of 3 years w.e.f 01.10.2014, which the revised remuneration was approved w.e.f 01st April, 2015, subject to your approval.

The re-appointment and the payment of remuneration of Mr. V. Mahesh have been also be duly approved and recommended by the Nomination and Remuneration Committee of the company at its meetings held on 04th September, 2014 and 09th March, 2015 respectively.

The appointment and remuneration of Mr. Rajat Parthasarathy has been also be duly approved and recommended by the Nomination and Remuneration Committee of the company at its meeting held on 09th March, 2015.

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Disclosure of Information as per sub clause (iv) of the second proviso to Clause (B) Of Section II of Part - II of Schedule V of the Companies Act, 2013 are furnished as Annexure-I.

In special resolution for reappointment of Mr. V. Mahesh as Managing Director of the company, none of the Directors and Key Managerial Personnel(s) except Mr. V. Mahesh is considered as interested in the said resolution.

In special resolution for reappointment of Mr. Rajat Parthasarathy as Whole-time Director of the company, none of the Directors and Key Managerial Personnel(s) except Mr. C. Parthasarathy and Mr. Rajat Parthasarathy is considered as interested in the said resolution.

The Board accordingly recommends the resolution as set out in Item No. 6 & 7 for approval of members.

Item 8:

In accordance with the provisions of Section 186 of the Companies Act, 2013, giving of any loan to any person or other body corporate and / or to give any guarantee(s) / provide any security (ies) in connection with loan(s) made to any other body corporate or person and/or acquiring by way of subscription, purchase or otherwise, securities of any other body corporate, in excess of the limits prescribed, requires approval of the shareholders by way of a special resolution.

Considering the business prospects and further growth plans of the Company, it is considered prudent to provide an enabling authorization to the Board of Directors of the Company to make any loan to any other body corporate, give any guarantee or provide security in connection with loan made to any other body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding the limits prescribed under Section 186 of the Companies Act, 2013.

Accordingly, prior approval of the Shareholders is being sought by way of Special Resolution as set out in Item No. 8 of this Notice. Your Directors recommend the Resolution for your approval.

None of the Directors and / or the Key Managerial Personnel of the Company and / or their respective relatives are in any way concerned or interested in the aforesaid Special Resolution save and except to the extent of their directorship/shareholding in any such body corporate as may be applicable.

The Board recommends the resolution set forth in Item No. 8 for the approval of the members.

Item No. 9:

Pursuant to the provisions of the Companies Act, 2013 being made effective from 08th May, 2015, your company proposes to amend the Articles of Association of the Company in order to align the same with the Act. Accordingly, your directors consider it prudent to replace the existing Articles of Association in its entirety by a new and restated Articles of Association.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment of Articles of Association requires approval of the shareholders by way of special resolution. Accordingly, the consent of the shareholders is being sought and the Board recommends the Special Resolution as set out in the Item No. 9 of the Notice for your approval.

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KARVY DATA MANAGEMENT

None of the Directors and / or the Key Managerial Personnel of the Company and / or their respective relatives are in any way concerned or interested in the aforesaid Special Resolution save and except to the extent of their directorship/shareholding in any such body corporate as may be applicable.

The Board recommends the resolution set forth in Item No. 9 for the approval of the members.

By the order of the Board
For KARVY DATA MANAGEMENT SERVICES LIMITED

Dated: 08th May, 2015
Place: Hyderabad

Shruti Walia
SHRUTI WALIA

Company Secretary

M. No.: A28690

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STATEMENT PURSUANT TO SUB CLAUSE (IV) OF THE SECOND PROVISO TO CLAUSE (B) OF SECTION II OF PART - II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION**(1) Nature of Industry:**

The company is a public limited company incorporated under the Companies Act, 1956 having its registered office at 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad. The company is engaged in providing data management services to various corporates and other entities. The company has well established capabilities and infrastructure for providing these services.

(2) Date of commercial production

The company obtained the commencement of business certificate from the Registrar of Companies on 22.05.2008. The commercial operations of the company have commenced in the month of July, 2008.

(3) In case of new companies, expected date of commencement of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not Applicable.

(4) Financial performance based on given indicators

(Rs. In lakhs except EPS)

Particulars	2012-13	2013-14	2014-15
Gross Income	18,221.12	19,522.08	20,259.97
Profit before Tax	1,836.35	2,070.14	1,069.66
Profit after Tax	1,405.30	1,564.03	760.41
Earnings per share (EPS)	Basic: 24.12 Diluted: 24.12	Basic: 24.82 Diluted: 24.81	Basic: 7.38 Diluted: 7.31

(5) Export performance and net foreign exchange collaborations

Not Applicable

(6) Foreign investments or collaborators, if any

Not Applicable




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II. INFORMATION ABOUT THE APPOINTEES

Sl. No	Information of the Appointee	Mr. Rajat Parthasarathy	Mr. V. Mahesh
1.	Background details	<p>He is a commerce graduate with overall experience of more than 9 years in data management services, financial services and commodities broking industry. He started his career in Karvy Comtrade Ltd as a Regional Head – Sales and Marketing of Commodities Broking and later on moved to Karvy Stock Broking Limited (Holding company of KDMSL) as the Regional Head – Retail stock broking. He possesses excellent leadership qualities and general management skills and has been actively involved in strategic planning, vision and formulation of strategies for the Company.</p>	<p>He is a post graduate in commerce and holds a post Graduate diploma in computer applications. He has wide experience in the financial services industry and is on board of various corporates. He has more than two decades of expertise in capital markets which includes registrar and securities transfer agents, public issue and rights issue, depository participant activities. He has work experience spanning over decades and has in depth exposure to operations on most financial services businesses. Commencing his professional stint with the Registry business where he has to his credit managing over 300 IPOs and other forms of offerings, he was amongst the first few to work closely on the Book Building process initiated by SEBI in 1995. After initially working with MCS as an Assistant Vice President, he moved to Karvy and is presently designated as the Managing Director of the company.</p>
2.	Past remuneration	<p>Salary allowances & perquisites were approved by the members on 28th August, 2014 in the range of Rs. 50,00,000/- to Rs. 1,00,00,000/- p.a. During the Financial Year 2014-15, Rs. 44,00,486/- (CTC) was paid to Mr. Rajat Parthasarathy</p>	<p>Salary allowances & perquisites in were approved by the members on 01st October, 2011 in the range of Rs. 1,00,00,000/- to Rs. 1,25,00,000/- p.a. During the Financial Year 2014-15, Rs. 1,04,31,979/- (CTC) was paid to Mr. V. Mahesh</p>
3.	Recognition or Awards	--	<p>ITI Limited, a Govt. of India Undertaking, has issued a certificate of appreciation to the company for successful implementation of the project for the Ministry of Rural Development with a special</p>

Karvy Data Management Services Limited

Registered Office: 'Karvy House', 46, Avenue 4, Street No 1, Banjara Hills, Hyderabad - 500 034.

T: +91 40 2331 2454 / 4467 7400 | F: +91 40 2331 1968 | www.karvy.com | http://kdms.in/

CIN No. : U72300TG2008PLC058738



			mention of Mr. V. Mahesh and his commendable leadership.
4.	Job Profile and his suitability	Mr. Rajat Parthasarathy has been the Whole time Director of the company w.e.f. 01 st October, 2009. Since then, he is involved in the operations of the company and has been providing strategic guidance to the company.	Mr. V. Mahesh was appointed as Managing Director of the company w.e.f. 01 st October, 2011. Mr. V. Mahesh as been instrumental in scaling up the operations of the company and establishing the company as one of the top companies in the industry.
5.	Remuneration Proposed (Justification as per Rule -7 of Chapter- XIII of the Companies Act, 2015)	Mr. V. Mahesh and Mr. Rajat Parthasarathy have guided the company in providing services for various sectors viz e-governance, banking, telecom. Their leadership has helped the company to be one of the top companies in data process & Management Sector. Due to their efforts, the company has achieved a turnover of about Rs. 200.00 crore in a span of about 5 years time. Your Directors believe that their leadership and guidance would lead to be a force to reckon with in the industry. The remuneration proposed is in lines with the industry norms.	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)	Considering the general industry and the specific company profile, the proposed remuneration to the appointee is in line with the remuneration comparable to the size of the company and also that of the industry and of the position.	
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Rajat Parthasarathy has no pecuniary relationship directly or indirectly with the company except to the extent of his remuneration and shareholding in the company. He is related to Mr. C. Parthasarathy, Chairman, of the Company.	Mr. V. Mahesh has no pecuniary relationship directly or indirectly with the company except to the extent of his remuneration and shareholding in the company. He is not related to any managerial personnel of the Company.

III. OTHER INFORMATION:

(1) Reason of Loss or inadequate profits:

The company has achieved profits from its operations during the year and it is expected to earn profits in the future years also. The company is seeking the permission of the shareholders for

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KARVY DATA MANAGEMENT

paying minimum remuneration during their tenure of appointment, in accordance with the provisions as laid down in Part II in Section II to Schedule V of the Companies Act, 2013, and rules made thereunder, in the event the company has no profit or inadequate profits in any such financial year.

(2) Steps taken or proposed to be taken for improvement:

The management is continuously striving to improve the performance of the Company and has taken steps to expand and diversify the operations, which is evident from the performance of the company.

(3) Expected increase in productivity and profits in measurable terms:

The company has earned a total income of Rs. 20,260 lakhs and net profit of Rs.760 lakhs for the financial year 2014-15. The company expects to achieve a turnover of Rs. 30,380 lakhs for the financial year 2015-16 and thereon expects to clock growth of around 49.95% on year on year basis for the financial year 2016-17 and 33% in the financial year 2017-18. The Profit after Tax (PAT) is targeted to be achieved at Rs. 1,542 lakhs in the FY 2015-16 and is expected to improve by 5% on year on year basis for the financial year 2016-17 and 6% in the financial year 2017-18.

IV. DISCLOSURES:

The details of remuneration of Mr. V. Mahesh and Mr. Rajat Parthasarathy are set out at Item No. 6 and item No. 7 respectively and also forms part of the Board Report.

Mr. Rajat Parthasarathy, Whole-time Director, Mr. V. Mahesh, Managing Director and Mr. C. Parthasarathy, Chairman shall be deemed to be interested in the resolution.

Apart from the above, none of the Directors of the Company, Key Managerial Personnel or their relatives are to be treated /considered as interested in the said resolutions except to the extent of their shareholding in the company or to the extent of securities issued/allotted to them or to the companies in which they are Directors or members.

By the order of the Board
For KARVY DATA MANAGEMENT SERVICES LIMITED

Shruti Walia

SHRUTI WALIA
Company Secretary
M. No.: A28690

Address: 46, Avenue-4, Street No.1,
Road No. 10, Banjara Hills,
Hyderabad-500034



Dated: 08th May, 2015
Place: Hyderabad

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