

NOTICE is hereby given to all the members of **Karvy Data Management Services Limited** that the 8<sup>th</sup> Annual General Meeting of the company will be held on Saturday, the 23<sup>rd</sup> Day of July, 2016, at 10.00 a.m., 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 31<sup>st</sup> March, 2016 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. V. Ganesh, 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 2016-2017.

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

**SPECIAL BUSINESS:**

**Item No. 4. Confirmation of appointment of Mr. Adhiraj Parthasarathy, Additional Director, as a Director of the Company**

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

**"RESOLVED THAT** Mr. Adhiraj Parthasarathy (DIN : 01507771), who was appointed as an additional director at the meeting of the Board of Directors of the Company held on 08<sup>th</sup> August, 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."

**Karvy Data Management Services Limited**

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**Item No. 5. To authorise for borrowings pursuant to Section 180(1) (c) of the Companies Act, 2013:**

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

"**RESOLVED THAT** in partial modification of the earlier resolutions passed in the general meetings held dated 05<sup>th</sup> December, 2013 and 30<sup>th</sup> December, 2015 and in pursuance of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded, for borrowing from time to time any sum or sums of money which, together with the monies, already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid up Capital of the Company and its free reserves, provided that the total amount of money/moneys so borrowed by the Board shall not at any time exceed the limit of Rs. 700 crores (Rupees Seven Hundred Crores only)"

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

**Dated: 05.06.2016  
Place: Hyderabad**



**SHRUTI WALIA  
Company Secretary  
M. No.: A28690**

**Address: 46, Avenue-4, Street No.1,  
Road No. 10, Banjara Hills,  
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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.
4. Explanatory statement pursuant to Section 102(1) of the Companies Act 2013 in respect of special business is hereby annexed.
5. The documents referred to in the proposed resolutions set out in the notice of AGM are available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 4:00 P.M. except on holidays, up to the date of the Extraordinary General Meeting.

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



**SHRUTI WALIA  
Company Secretary  
M. No.: A28690**

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**Dated: 05.06.2016  
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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 08<sup>th</sup> August, 2015, appointed Mr. Adhiraj Parthasarathy as an additional director of the Company with effect from 08<sup>th</sup> August, 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. Adhiraj Parthasarathy will hold office upto the date of the ensuing annual general meeting (AGM) of the company. The company has received a 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 the candidature of Mr. Adhiraj Parthasarathy for the office of Director on the Board of the company.

The Company has also received from Mr. Adhiraj Parthasarathy (i) consent in writing to as Director pursuant to Rule-8 of Companies (Appointment & Qualification of Directors Rules), 2014 and (ii) intimation 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.

The resolution seeks the approval of the members for the appointment of Mr. Adhiraj Parthasarathy as a Director of the Company. He will be liable to retire by rotation.

Except Mr. C. Parthasarathy, Mr. Rajat Parthasarathy and Mr. Adhiraj Parthasarathy, none of the other 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.

**In respect of Resolutions set out at Item No. 5**

The members of the Company at an extraordinary general meeting of the Company held earlier on 30<sup>th</sup> December, 2015, had accorded their consent under section 180 (1) (c) of the Companies Act, 2013, vide an special resolution, to the Board of Directors for borrowing moneys upto a limit not exceeding Rs. 500 crores (Rupees Five Hundred Crores only). In view of growth plans and consequent generate corporate requirements of the company, it is proposed to increase the limit to Rs. 700.00 crores.

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In view of the above, your consent vide a special resolution in pursuance of the provisions of Section 180(1)(c) of the Companies Act, 2013, is solicited for borrowing in excess of paid up capital and free reserves of the Company upto a limit not exceeding Rs. 700 crores (Rupees Seven Hundred Crores only).

The members are, therefore, requested to accord their approval for the proposed increase in limit as specified under section 180(1)(c) of the Companies Act, 2013 as set out in the resolution at item no. 5 of the notice.

None of Directors of the Company, key Managerial Personnel or their relatives are to be treated/considered as interested in the said resolutions 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**

**Dated: 05.06.2016  
Place: Hyderabad**

*Shruti Walia*

**SHRUTI WALIA  
Company Secretary  
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