

NOTICE is hereby given to all the members of **Karvy Data Management Services Limited** that the 11th annual general meeting of the company will be held on Saturday, 31st day of August, 2019 at 10.00 a.m., at the registered office of the company situated at Karvy Gateway, Plot No. 38 & 39, Nanakramguda, Financial District, Gachibowli, Hyderabad, Rangareddi 500032, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the company (including the consolidated financial statements) comprising of the Balance Sheet, the Profit & Loss Account and the Cash Flow Statement Account for the financial year ended 31st March, 2019, together with notes and the reports of the Directors and Auditors thereon:

- (i) **"RESOLVED THAT** the audited standalone Balance Sheet as at 31st March, 2019, and the audited standalone Profit & Loss Account for the period ended 31st March, 2019, along with the notes thereon together with the Report of the Directors and Report of the Auditors be and are hereby received, considered and adopted."
- (ii) **"RESOLVED THAT** the audited consolidated financial statements of the Company including the Balance Sheet as at March 31, 2019, the statement of profit and loss, the cash flow statement for the year ended on that date and the report of the Auditors be and are hereby received, considered and adopted."

2. To appoint Mr. Comandur Parthasarathy, Chairman, who retires by rotation as a Director and in this regard, pass the following as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Comandur Parthasarathy (DIN No. 00079232), liable to retire by rotation and who has offered himself for re-appointment, be and is hereby re-appointed as director liable to retire by rotation."

3. To re-appoint of SSMS and Co., chartered accountants, as the statutory auditors of the Company and to authorize the Board to fix their remuneration and pass the following as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and all other applicable provisions, if any of the Companies Act, 2013, the Companies (Amendment) Act, 2017, and the rules issued there under as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the members is hereby accorded to continue the appointment of SSMS and Co., Chartered Accountants (FRN 014358S), as the statutory auditors, for a period of 5 years (appointed to audit the books of accounts of the company from FY 2018-2019 till FY 2022-2023) and to hold office till the conclusion of the annual general meeting of the company to be held for

Ramesh Naidu



Karvy Data Management Services Limited

Registered & Corporate Office: 'Karvy Gateway', Plot No. 38 & 39, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032, Telangana. T: +91 40 3321 6000 | F: +91 40 2345 0830
kdmsl@karvy.com | www.karvy.com | http://kdms.in | CIN No. : U72300TG2008PLC058738

FY 2022-2023 and that, there shall not be any requirement to place the appointment of SSMS and Co., Chartered Accountants (FRN 014358S), statutory auditors, for ratification by the members at every annual general meeting of the company.

FURTHER RESOLVED THAT, the Board of Directors be and is hereby authorized to fix the remuneration of SSMS and Co., Chartered Accountants (FRN 014358S), Statutory auditors during the tenure of their appointment."

SPECIAL BUSINESS:

Item No. 4 Authorisation for variation in the terms of remuneration of Mr. V. Mahesh, CEO & 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 in partial modification of the resolution passed at the annual general meeting of the company held on 15th July, 2017 and 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 issued 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 the Articles of Association of the Company, the consent of the members, be and is hereby accorded for confirmation of the change in designation of Mr. V. Mahesh as the CEO & Managing Director of the Company w.e.f. 17th May, 2019, and that consent of the members be and is hereby further accorded to the Board and/or the nomination and remuneration committee of the Board to decide and finalise the payment of performance incentive to Mr. V. Mahesh for the financial year 2018-2019 and also for the subsequent financial years on such terms as may be considered expedient and that, the performance incentive finalized by the Board and /or nomination and remuneration committee shall be with the overall remuneration limits approved by the shareholders at the annual general meeting held on 15th July, 2017.

FURTHER RESOLVED THAT the other terms of remuneration of Mr. V. Mahesh shall remain the same for the remaining period of the tenure as approved by the members at the Annual General Meeting held on 15th July, 2017."

Shruti Nair



Karvy Data Management Services Limited

Item No. 5 Authorisation for change in remuneration of Mr. Rajat Parthasarathy, Whole-time Director of the Company

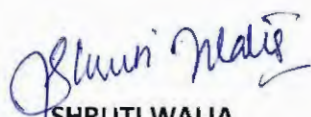
To consider and if thought fit, to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules issued 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 the Articles of Association of the Company, the consent of the members, consent of the members be and is hereby accorded to the Board and/or the nomination and remuneration committee of the Board to decide and finalise the payment of performance incentive to Mr. Rajat Parthasarathy for the financial year 2018-2019 and also for the subsequent financial years on such terms as may be considered expedient and that, the performance incentive finalized by the Board and /or nomination and remuneration committee shall be with the overall remuneration limits approved by the shareholders at the annual general meeting held on 15th July, 2017.

FURTHER RESOLVED THAT the other terms of remuneration of Mr. Rajat Parthasarathy shall remain the same for the remaining period of his tenure (as approved by the members at the Annual General Meeting held on 15th July, 2017."

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

Dated: 17.05.2019
Place: Hyderabad



SHRUTI WALIA
Company Secretary
M. No.: A28690

Address: Karvy Millennium Towers", Plot No.31,
Financial District, Gachibowli, Hyderabad-500032

**Karvy Data Management Services Limited**

Registered & Corporate Office: 'Karvy Gateway', Plot No. 38 & 39, Financial District, Nanakramguda,
Gachibowli, Hyderabad - 500 032, Telangana. T: +91 40 3321 6000 | F: +91 40 2345 0830
kdmsl@karvy.com | www.karvy.com | http://kdms.in | CIN No. : U72300TG2008PLC058738

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. Pursuant to Section 113 of the Companies Act, 2013, and the Rules framed thereunder, Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution and power of attorney/authorisation letter, if any, authorizing their representative to attend and vote at the Meeting.
4. The Register of Directors and Key Managerial Personnel and their Shareholding and all such statutory registers as are required under the Companies Act, 2013, to be placed at the meeting, will be available for inspection at the Meeting.
5. This notice is being sent along with the annual report, attendance slip, proxy form and the route map of the venue of the meeting.
6. Explanatory statement pursuant to Section 102(1) of the Companies Act 2013 in respect of special business is hereby annexed.
7. Details of Directors retiring by rotation as required under SS 2 is given below:

Name	Mr. Comandur Parthasarathy
Age	63 Years
Qualification	<ul style="list-style-type: none"> • Fellow member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India • Graduate degrees in Science and Law
Experience (including expertise in specific functional area)/Brief Resume	Mr. Comandur Parthasarathy is one of the founders of Karvy. As the Chairman of the group, he has been responsible for building Karvy as one of India's truly integrated financial services organizations. He oversees the group's operations and is responsible for the vision, business direction and technology value addition to the overall business. Mr. Comandur Parthasarathy has been actively associated with various professional bodies in senior capacities over the last

Shrini Nair



Karvy Data Management Services Limited

	decade. Under his stewardship, Karvy has grown into an all India organization enjoying leadership positions in most business segments in which it is present. Besides, Karvy Computershare, a JV with Computershare of Australia, being the largest registrar servicing approximately 67 million investor folios for leading corporates and mutual funds in India, Karvy is also ranked high amongst financial services intermediaries in the sphere of equity broking, commodity broking, depository participant services, distribution of financial products, mutual funds, IPOs, Bonds, Investment banking, data and process management, NBFC activities, data analytics, and market research. His guidance has been instrumental for the Karvy group to foray into wealth management and non banking financial services thus making it a comprehensive financial services enterprise and emerge as the only integrated financial services entity which offers a range of services to all segments of customers - from retail individuals, high networth investors and corporates. Karvy employs over 22000 personnel and has a total network of 955 offices in 606 cities/towns (including franchises) spread across the country providing a varied range of services.
Terms and Conditions of Re-appointment	Mr. Comandur Parthasarathy was appointed as a Director of the Company liable to retire by rotation.
Remuneration last drawn	NA
Remuneration proposed to be paid	NA
Date of first appointment on the Board	20.07.2009
Shareholding in the Company	NIL

Shashi Naidu



Karvy Data Management Services Limited

Relationship with other Directors/Key Managerial Personnel	Mr. Comandur Parthasarathy is related to Mr. Rajat Parthasarathy, Whole-time Director of the Company.
Number of meetings of the Board attended during the financial year (2018-2019)	Mr. Comandur Parthasarathy attended 5 Board Meetings out of 5 Board Meetings held during FY 2018-19.
Directorships of other Boards	<ol style="list-style-type: none"> I. Karvy Fintech Private Limited (Formerly known as Karvy Computershare Private Limited) II. Karvy Comtrade Limited III. Karvy Consultants Limited IV. Karvy Global Services Inc, USA V. Karvy Inc., USA VI. Karvy Investor services Limited VII. Karvy Stock Broking Limited VIII. Granules India Limited IX. Multidimension Entertainments Pvt. Ltd. X. TMI e2E Academy Private Limited XI. Ocean Sparkle Limited XII. Pennar Industries Limited XIII. Pennar Engineered Building Systems Limited XIV. Landmark Capital Advisors Pvt. Ltd.
Membership/Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> I. Karvy Stock Broking Limited: He is member of Audit Committee, Investment Committee, Nomination Remuneration Committee, Customer Service Committee, Risk and Compliance Committee, Corporate Social Responsibility Committee, Business Review Committee II. Karvy Comtrade Limited: He is member of CSR Committee

Pravin Reddy



Karvy Data Management Services Limited

8.	<p>III. Ocean Sparkle Limited: He is member in Nomination & Remuneration Committee, Management and Administrative Committee, CSR Committee, Share Allotment Committee, IPO & Strategic Sale Committee, Share Transfer Committee, Audit Committee</p> <p>IV. Granules India Limited: He is the Chairman in Audit Committee</p> <p>V. MCX Stock Exchange CCL: He is member in Advisory Committee</p> <p>VI. Indian Clearing Corporation Limited: He is member in Advisory Committee</p> <p>VII. Pennar Engineered Building Systems Limited: He is member of the Audit Committee and the Nomination & Remuneration Committee</p> <p>VIII. Pennar Industries Limited: He is a member of the Audit Committee, Nomination & Remuneration Committee and Investment Committee.</p>
----	--

8. 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
SHRUTI WALIA

**Company Secretary
M. No.: A28690
Address: Karvy Millennium Towers", Plot No.31,
Financial District, Gachibowli, Hyderabad-500032**

**Dated: 17th May, 2019
Place: Hyderabad**



EXPLANATORY STATEMENT

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

In respect of Resolutions set out at Item No. 4 & 5

At the Annual General Meeting held on 15th July, 2017, the members approved the payment of performance incentive of 1% of Profit after tax (PAT) for Mr. V. Mahesh, CEO & Managing Director and Mr. Rajat Parthasarathy, Whole-time Director if there is an annual increase of 15% in the net profits of the company. In view of the immense efforts made by Mr. V. Mahesh, CEO & Managing Director and Mr. Rajat Parthasarathy, Whole-time Director, during 2018-2019 in overall growth of business carried upon by the company and the subsidiary companies, the NRC and the Board recommended that, performance incentive be paid to both of them for FY 2018-2019 even though there has not been a growth of 15% in the PAT for 2018-2019 when compared with the PAT of 2017-2018. Further, approval of the shareholders is also sought to authorise the Board and/or the nomination and remuneration committee for the payment of performance incentive for subsequent financial years for the remaining period of their tenure.

In view of the same, approval of the members is sought for variation in the terms of payment of performance incentive to Mr. V. Mahesh and Mr. Rajat Parthasarathy. There are no other changes proposed to terms of remuneration approved by the members at the AGM held on 15th July, 2017, the details whereof given hereunder:

	Mr. V. Mahesh	Mr. Rajat Parthasarathy
Fixed annual compensation	Rs. 3.30 cr p.a.	Rs.1.50 cr p.a.
Annual Increment	Rs. 30.00 lacs	Rs. 15.00 lacs
Performance incentive	As approved by the Board and/or nomination and remuneration committee for each financial year.	As approved by the Board and/or nomination and remuneration committee for each financial year.
	a. Mobile phone facility. b. Gratuity as per the Gratuity Act, 1972. c. Coverage under Personal Accident Policy, if any, as per the rules of the company. d. Use of the company's car or reimbursement of conveyance expenses. e. Any other allowance, benefits and perquisites as Committee may from	a. Mobile phone facility. b. Gratuity as per the Gratuity Act, 1972. c. Coverage under Personal Accident Policy, if any, as per the rules of the company. d. Use of the company's car or reimbursement of conveyance expenses. e. The expenses on furnishings, gas, electricity, water and other utilities

Suman Naidu



Karvy Data Management Services Limited

Registered & Corporate Office: 'Karvy Gateway', Plot No. 38 & 39, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032. Telangana. T: +91 40 3321 6000 | F: +91 40 2345 0830
 kdmsl@karvy.com | www.karvy.com | http://kdms.in | CIN No. : U72300TG2008PLC058738

	time to time decide.	shall be borne by the Company subject to a ceiling of Rs. 20.00 Lacs per annum. f. Any other allowance, benefits and perquisites as Committee may from time to time decide.
Remuneration structure	Structure and components of annual salary, allowances, perquisites, together with variable pay/incentives shall be determined by any committee from time to time within the overall range of Rs. 3.00 crores p.a. to Rs. 4.50 crores p.a	Structure and components of annual salary, allowances, perquisites, together with variable pay/incentives shall be determined by any committee from time to time within the overall range of Rs. 1.00 crore p.a. to Rs. 2.00 crores p.a.

Mr. V. Mahesh, Mr. Rajat Parthasarathy, Mr. C. Parthasarathy, Directors, are concerned to be interested in the resolution.

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

Shruti Walia

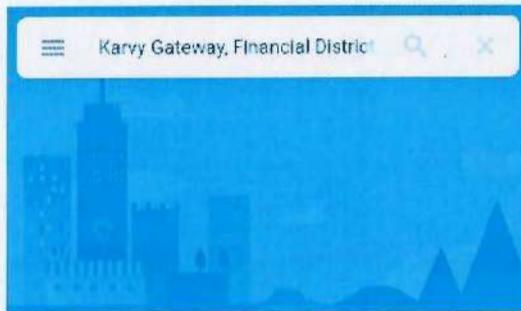
SHRUTI WALIA
Company Secretary
M. No.: A28690

Address: Karvy Millennium Towers", Plot No.31,
Financial District, Gachibowli, Hyderabad-500032



Dated: 17th May, 2019
Place: Hyderabad

Karvy Data Management Services Limited



Karvy Gateway

5.8 (55)

Corporate office

- Directions
- Save
- Nearby
- Send to your phone
- Share

Financial District, Nanakramguda, Hyderabad, Telangana 500032

Located in: Institute Of Insurance and Risk Management

CSFM-33 Hyderabad, Telangana

Claim this business

Suggest an edit

