

**NOTICE**

**NOTICE** is hereby given to the members of the company that an Extra-ordinary General Meeting of the company will be held on Saturday, 26<sup>th</sup> October, 2019, at 11:00 a.m., at "Karvy Millennium Towers", Plot No. 31, Financial District, Gachibowli, Hyderabad, Telangana – 500032, to transact the following special business:

**1. Authorization to increase and reclassify the Authorised Share Capital of the Company and to Alter the Capital Clause in the Memorandum of Association:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the Rules framed there under consent of the members be and is hereby accorded to increase and reclassify the authorized share capital of the company from Rs. 30,00,00,000/- (Rupees Thirty Crores Only) to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/- and 1,00,00,000 (One Crore Only) preference shares of Rs. 10/- (Rupees Ten only) each by creation of additional 1,00,00,000 (One Crore Only) preference shares of Rs. 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following clause.

**"V.** The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/- each and 1,00,00,000 (one Crore Only) preference shares of Rs. 10/- (Rupees Ten only) each in respect of which the company has powers to consolidate, convert, subdivide, reduce or increase the capital and to issue any new shares with any preferential or special rights and conditions attached thereto subject to provisions of the Companies Act 2013."

**RESOLVED FURTHER 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 memorandum 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."

**2. Amendment of Article 3 of Articles of Association of the company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14, 61, 64 and other applicable provisions if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, consent of the Members be and is hereby accorded to increase and reclassify the authorized share capital of the company and for substituting Article 3 of the Articles of Association of the Company with the following Article.

*Shrushti Nair*  


**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

3. "The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/- each and 1,00,00,000 (one Crore Only) preference shares of Rs. 10/- (Rupees Ten only) each and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original, increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law."

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



SHRUTI WALIA

Company Secretary

M. No.: A28690

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

Date: 10.09.2019



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**Notes**

1. This notice is being sent along with the attendance slip, proxy form and the route map of the venue of the meeting.
2. 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.
3. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
4. Pursuant to Section 113 of the Companies Act, 2013, and the rules framed thereunder, the 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/authorization letter, if any, authorizing their representative to attend and vote at the Meeting.
5. Explanatory statement pursuant to Section 102(1) of the Companies Act 2013 in respect of special business is hereby annexed.
6. The relevant documents referred to in the proposed resolutions set out in the notice of general meeting are available for inspection at the Registered Office of the Company during working hours between 09:00 A.M. to 4:00 P.M. except on holidays, up to the date of the General Meeting.

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



SHRUTI WALIA

Company Secretary

M. No.: A28690

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

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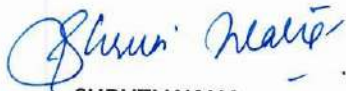
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****In respect of Resolutions set out at Item No. 1 & Item No. 2**

The Company for its business requirements may require long term resources and in this regard it may be required for the company to issue further securities. In order to cater to the requirement of issuance of fresh securities, it is proposed to increase and reclassify the Authorized Share Capital of the Company from the existing Rs. 30,00,00,000/- (Rupees Thirty Crores Only) to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/- and 1,00,00,000 (One Crore Only) preference shares of Rs. 10/- (Rupees Ten only) each by creation of additional 1,00,00,000 (One Crore Only) preference shares of Rs. 10/- (Rupees Ten) each and for that said purpose to make appropriate alterations in the Memorandum of Association of the Company and Articles of Association of the company to reflect the changes in the Authorized Share Capital of the Company.

The provisions of the Companies Act, 2013, require the company to seek approval of the members to increase the authorised capital and for alteration of capital clause of the Memorandum of Association of the Company and Articles of Association of the company. The members are, therefore, requested to accord their approval by passing Special Resolutions as set out in Item No. 1 and Item No. 2 respectively.

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.

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



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



**Date: 10.09.2019**

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 Karvy Millennium, Financial Distri  

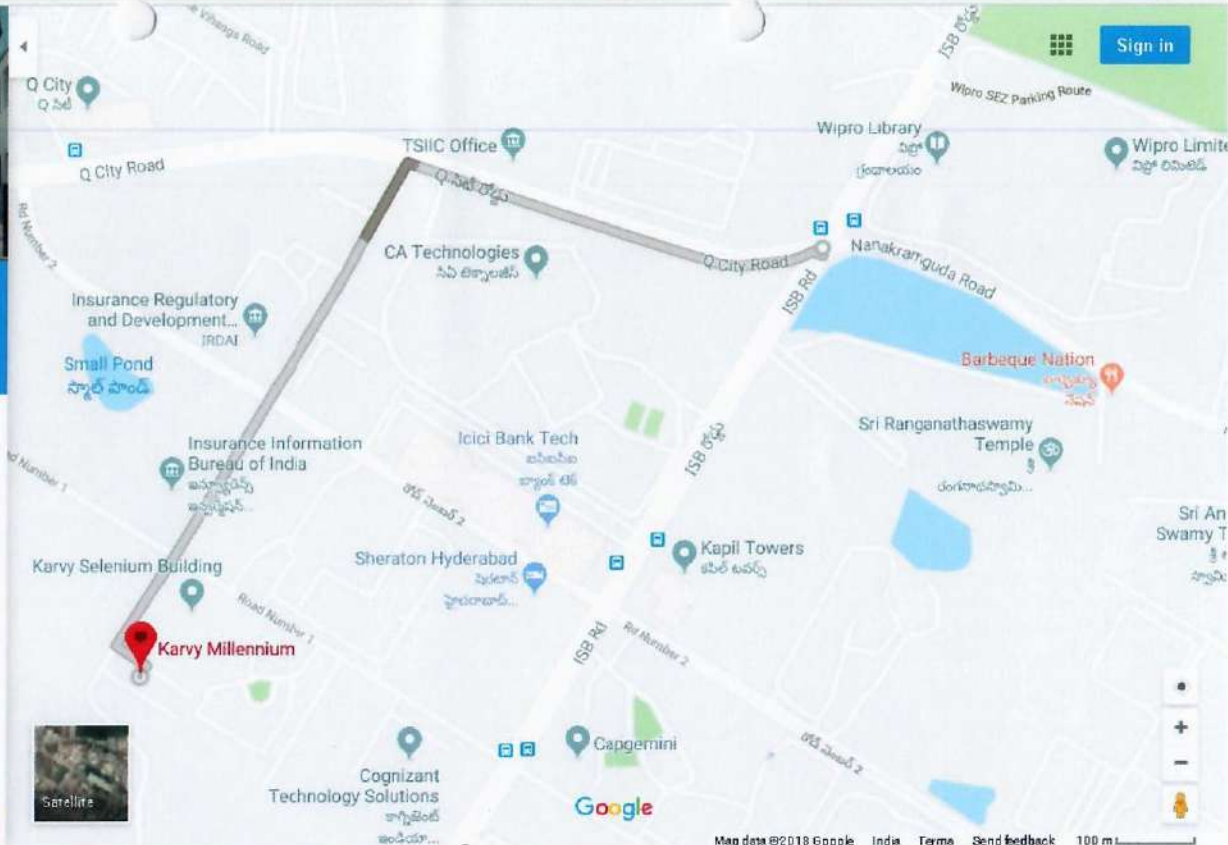


**Karvy Millennium**  
 4.1 ★★★★★ · 21 reviews  
 Corporate Office

 Directions

 SAVE   
  NEARBY   
  SEND TO YOUR PHONE   
  SHARE

 Financial District, Nanakram Guda, Hyderabad, Telangana 500082  
 karvy.com  
 040 3321 7964  
 Open now: 8:30AM-7PM   
 Claim this business  
[SUGGEST AN EDIT](#)

**Form No. MGT-11**

**Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**KARVY DATA MANAGEMENT SERVICES LIMITED**

**CIN: U72300TG2008PLC058738**

Regd. Office: Karvy Gateway, Plot No. 38 & 39, Nanakramguda, Financial District, Gachibowli Hyderabad Rangareddi TG 500032

Name of the member(s):

e-mail Id:

Registered address:

Folio No/ \*Client Id:

\*DP Id:

I/We being the member(s) of.....Shares of ..... Limited, hereby appoint:

- |    |    |                 |                |
|----|----|-----------------|----------------|
| 1) | of | having email id | or failing him |
| 2) | of | having email id | or failing him |
| 3) | of | having email id | or failing him |

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Saturday, 26<sup>th</sup> October, 2019, at 11:00 a.m. at Karvy Millennium Towers, Plot No. 31 & 32, Nanakramguda, Financial District, Gachibowli, Hyderabad, Telangana-500032 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Item No.1** Authorization to increase and reclassify the Authorised Share Capital of the Company and to Alter the Capital Clause in the Memorandum of Association.

**Item No.2** Amendment of Article 3 of Articles of Association of the company.

Signed this.....day of.....20.....

Signature of Shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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**ATTENDANCE SLIP**

**KARVY DATA MANAGEMENT SERVICES LIMITED**

**CIN: U72300TG2008PLC058738**

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Rangareddi TG 500032

Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I, hereby record my presence at the Extra-ordinary General Meeting of the Company at Karvy Millennium Towers, Plot No. 31 & 32, Nanakramguda, Financial District, Gachibowli, Hyderabad, Telangana-500032 on Saturday, 26<sup>th</sup> October, 2019, at 11:00 a.m.

Full name of the shareholder (in block capitals)

Signature

Folio No.....  
DP ID No. ....  
& Client ID No.....

Full name of Proxy (In block capitals)

Signature

NOTE: Shareholder/Proxy holder desiring to attend the meeting should bring his copy.



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