

NOTICE is hereby given to all the members of **Karvy Data Management Services Limited** that the 10<sup>th</sup> annual general meeting of the company will be held on Tuesday, 12<sup>th</sup> day of June, 2018 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 financial year ended 31<sup>st</sup> March, 2018, together with notes and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Adhiraj Parthasarathy, Whole-time Director, who retires by rotation and being eligible has offered himself for re-appointment.
3. To appoint M/s SSMS & Co., Chartered Accountants, as the statutory auditors of the company and to authorize the Board to fix their remuneration.

**"RESOLVED THAT** M/s SSMS and Co., Chartered Accountants (FRN 014358S), who have expressed their willingness to act as statutory auditors of the company, be and are hereby appointed as statutory auditors of the company for a period of 5 years to audit the books of accounts of the company from FY 2018-2019 till FY 2022-2023 and that they shall hold office from the conclusion of this annual general meeting till the conclusion of the annual general meeting of the company to be held for FY 2022-2023.

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

**SPECIAL BUSINESS:****Item 4: Payment of Commission to Non-Executive Directors of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, and the Rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Non-Executive Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions as is decided by the Board of Directors and/or Nomination & Remuneration Committee for the financial year 2017-2018 and consent is further provided to the Board of Directors to also decide from time to time on payment of commission to Non- Executive Directors for every subsequent financial year (from financial year 2018-2019 onwards) in addition to the sitting fee paid for attending the meeting of the Board of Directors/committees thereto."

**Karvy Data Management Services Limited**

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Hyderabad - 500 032, Telangana. T: +91 40 3321 1500 | F: +91 40 3321 8029

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

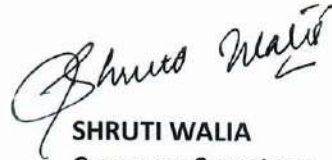
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**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Nomination & Remuneration committee be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**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-500032**

**Dated: 28.04.2018**

**Place: Hyderabad**



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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. 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. This notice is being sent along with the annual report, attendance slip, proxy form and the route map of the venue of the meeting.
5. Explanatory statement pursuant to Section 102(1) of the Companies Act 2013 in respect of special business is hereby annexed.
6. Details of Directors retiring by rotation as required under SS 2 is given below:

<b>Name</b>	<b>Mr. Adhiraj Parthasarathy</b>
Age	34 Years
Qualification	<ul style="list-style-type: none"> <li>• Master of Business Administration from The University of Chicago Booth School of Business.</li> <li>• Bachelor of Arts from The University of Pennsylvania.</li> <li>• Triple Major in Economics, Anthropology and Communications.</li> <li>• Departmental Honors in Anthropology for Independent field research.</li> </ul>
Experience (including expertise in specific functional area)/Brief Resume	Mr. Adhiraj Parthasarathy, Director, is a professional with over 12 years of experience executing multi-sited projects; handling large teams; and managing change through thought leadership he brings deep industry expertise in operations, market research, product management and strategy. He started his career in Karvy Consultants Ltd and is presently designated as Whole-time Director of the company. He has managed the development of a business vertical focused on e-governance

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	<p>data management solutions, executed operations for a \$26 million census records management and data collection project, oversaw the recruitment, training and management of over 40,000 temporary census-takers and worked closely with state governments on developing data-driven solution. He is a key person who has initiated market research and data analytics businesses of Karvy Group. He possesses excellent leadership qualities and general management skills and has been actively involved in strategic planning, vision and formulation of strategies for these Companies.</p>
Terms and Conditions of Re-appointment	Mr. Adhiraj 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	08.05.2015
Shareholding in the Company	NIL
Relationship with other Directors/Key Managerial Personnel	Mr. Adhiraj Parthasarathy is related to Mr. C. Parthasarathy, Chairman and Mr. Rajat Parthasarathy, Whole-time Director of the Company.
Number of meetings of the Board attended during the financial year (2017-2018)	Mr. Adhiraj Parthasarathy attended 4 Board Meetings out of 4 Board Meetings held during FY 2017-18.
Directorships of other Boards	<ol style="list-style-type: none"> <li>I. Forde Consultants Private Limited</li> <li>II. Karvy Realty &amp; Services Limited</li> <li>III. Karvy Global Services Limited</li> <li>IV. Karvy Insights Limited</li> <li>V. Karvy Analytics Limited</li> <li>VI. Karvy Consultants Limited</li> <li>VII. Compar Estates and Agencies Private Limited</li> <li>VIII. Adhirajat Commercial Enterprises Private Limited</li> <li>IX. Shorapur Solar Power Limited</li> <li>X. Urjasvala Solar Power Limited</li> </ol>

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Membership/Chairmanship of Committees of other Boards	<ol style="list-style-type: none"><li>I. Karvy Data Management Services Limited: He is member of CSR Committee.</li><li>II. Karvy Consultants Limited: He is members of Audit Committee and Nomination &amp; Remuneration Committee.</li></ol>
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7. 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  
Address: Karvy Millennium Towers", Plot No.31,  
Financial District, Gachibowli, Hyderabad-500032

Dated: 28.04.2018

Place: Hyderabad



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**EXPLANATORY STATEMENT****PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****In respect of Resolutions set out at Item No. 4**

It is proposed that, in terms of section 197 of the Act, the Non-Executive Directors of the company (apart from the Managing Director and Whole-time Directors) be paid, commission for financial year 2017-2018 and that further consent of members is solicited to authorize the Board of Directors and/or Nomination & Remuneration Committee to determine from time to time, the commission to be paid for subsequent financial years (from financial year 2018-2019 onwards) not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013 as amended from time to time. The commission will be distributed amongst all or some of the Non-Executive Directors in accordance with the directions given by the Board and/or Nomination & Remuneration committee.

All the Non executive Directors of the Company are concerned or interested in the Resolution at Item No. 4 of the Notice to the extent of the remuneration that may be received by each of them.

The Board accordingly recommends the resolution as set out in Item No. 4 for the approval of members.

**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-500032****Dated: 28.04.2018****Place: Hyderabad****Karvy Data Management Services Limited**

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**Karvy Millennium**  
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 Corporate Office

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