

NOTICE is hereby given to the members of the Company that the 18th Annual General Meeting of the company will be held on Monday, the 17th day of June, 2019, at 11.00 A.M., at the Registered office of the company situated at 705 and 706, 7th Floor, Hallmark Business Plaza, Sant Dnyaneshwar Marg, Bandra (East) Mumbai, Maharashtra -400051 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. V. Mahesh, Director (DIN: 00800219) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. V. Mahesh, Director (DIN: 00800219), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. **Re-appointment of B S R & Associates LLP, Chartered Accountants (ICAI Firm Registration no. 116231W/W-100024), as the statutory auditors of the company.**

To consider and if thought fit, to pass the following resolution 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, 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) consent of the members, be and is hereby accorded to re-appoint B S R & Associates LLP (ICAI Firm Registration no. 116231W/W-100024), Chartered Accountants as statutory auditors for a period of 2 (two) years to audit the books of accounts of the company from FY 2019 - 2020 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 2020 - 2021.

RESOLVED FURTHER THAT B S R & Associates LLP, Chartered Accountants, shall act as the joint statutory auditors of company together with S S M S & Co., Chartered Accountants.

FURTHER RESOLVED THAT, the Board of Directors be and is hereby authorized to fix the remuneration of B S R & Associates LLP, Chartered Accountants, statutory auditors during the tenure of their appointment.”

Karvy Financial Services Limited



By order of the Board of Directors
For **KARVY FINANCIAL SERVICES LIMITED**



Meenal Talesara
Company Secretary
M.No.: A22658



Address: Karvy Millennium, Plot No.31,
Financial District, Gachibowli,
Hyderabad-500 032

Date: 02.05.2019
Place: Hyderabad

Karvy Financial Services Limited

NOTES:

1. This notice is being sent along with the annual report, attendance slip, proxy form.
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. 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.
5. Explanatory statement pursuant to Section 102(1) of the Companies Act 2013 in respect of special business is hereby annexed.
6. 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 Annual General Meeting.
7. In terms of Section 152 of the Companies Act, 2013, Mr. V. Mahesh, Director (DIN: 00800219), Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommend his re-appointment as a Director.

Details of Director retiring by rotation, as required to be provided pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Name	Mr. V. Mahesh
Age	54 years
Qualification	Post graduate in commerce, post graduate diploma in computer applications.
Experience (including expertise in specific functional area)/Brief Resume	Mr. V. Mahesh 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.



Karvy Financial Services Limited

	At Karvy, after an in depth exposure in registry operations he was made responsible to initiate the process of setting up the Depository participant business. Mr. V. Mahesh has been nominated by the NSDL to various committees which addressed key changes to the overall processes and policies for the Demat business. Mr. Mahesh has also been responsible for the setting up of the centralized broking platform, centralized back office operations for all financial products and creating a network of over 500 branches covering over 300 locations for Karvy. He has also been instrumental in creating and launching the online platform of Karvy Stock Broking Limited
Terms and Conditions of appointment	As per the resolution passed by the Board on July 17, 2009 and by shareholders at the Annual General Meeting held on 10 th August, 2009, Mr. V, Mahesh was appointed as a Non-Executive Director of the Company. The same terms and conditions are applicable.
Remuneration last drawn	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	July 17, 2009
Shareholding in the Company	NIL
Relationship with other Directors/Key Managerial Personnel	Not related with other Directors / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2018-19)	Attended 7 Board meetings out of total 7 meetings held (100% attendance)
Directorships of other Boards	<ul style="list-style-type: none"> i. Karvy Data Management Services Limited ii. Karvy Insurance Repository Limited iii. Karvy Insights Limited iv. Karvy Broking (IFSC) Limited v. Karvy Next Limited (Formerly known as Karvy Inoventive Limited) vi. Karvy DigiKconnect Limited vii. Karvy Innotech Limited (formerly known as HCL Services Limited)
Membership/Chairmanship of Committees of other Boards	<ul style="list-style-type: none"> I. Member of CSR Committee of Karvy Data Management Services Limited II. Member of Audit Committee of Karvy Insurance Repository Limited III. Member of Nomination & Remuneration Committee of Karvy Insurance Repository Limited IV. Member of Audit Committee of Karvy DigiKconnect Limited


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**Memberships/Chairmanships of only Audit Committees, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committees in all companies (excluding Karvy Financial Services Limited) have been considered.*

Date: 02.05.2019
Place: Hyderabad

By order of the Board of Directors
For **KARVY FINANCIAL SERVICES LIMITED**



Meenal Talesara
Company Secretary
M.No: A22658



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