

June 21, 2018

Dear member,

You are cordially invited to attend the fourth Annual General Meeting of the members of EdgeVerve Systems Limited ('the Company') on Saturday, June 23, 2018 at 10.00 a.m. IST at the Registered Office of the Company at Plot No 44, Electronics City, Hosur Road, Bengaluru - 560100.

The Notice of the meeting containing the proposed resolutions is enclosed herewith.

Very truly yours,,

Sd/-

**D.N. Prahlad**

*Chairman of the Board*

Enclosures:

1. Notice to the fourth Annual General Meeting (AGM)
2. Statement pursuant to Section 102 (1) of the Companies Act, 2013
3. Proxy form
4. Attendance slip

EdgeVerve Systems Limited  
Plot No. 47,  
Electronics City  
Hosur Road  
Bengaluru 560 100, India  
T 91 80 3952 2222  
F 91 80 2852 1300

Registered Office:  
CIN : U72200KA2014PLC073660  
Plot No. 44, Electronics City  
Hosur Road  
Bengaluru 560 100, India  
[secretarial@edgeverve.com](mailto:secretarial@edgeverve.com)  
[www.edgeverve.com](http://www.edgeverve.com)

## Notice to the 4th Annual General Meeting

NOTICE is hereby given that the fourth Annual General Meeting (AGM) of the Members of EdgeVerve Systems Limited ('the Company') will be held on Saturday, June 23, 2018 at 10.00 A.M. IST at the Registered Office of the Company at Plot No. 44, Electronics City, Hosur Road, Bengaluru 560100, to transact the following business :

### Ordinary Business

#### Item no. 1 – Adoption of financial statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors ('the Board') and auditors thereon.

#### Item no. 2 – Appointment of director

To appoint a director in place of Sanat Rao, who retires by rotation and being eligible, seeks re-appointment.

Resolved that pursuant to the provisions of Section 152 of the Companies Act 2013, the approval of the members of the company be and is hereby accorded to the re-appointment of Sanat Rao (DIN: 07657698) as a director, to the extent he is liable to retire by rotation.

#### Item no. 3 – Ratification of Appointment of auditors

To consider and if thought fit to pass the following resolution as an ordinary resolution:

To ratify the appointment of the auditors of the Company, and to fix their remuneration payable to them for the financial year ending March 31, 2019, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

Explanation: Under Section 139 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the said section. In line with the requirements of the Act, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration number : 117366 W/W 100018) ('Deloitte') was appointed as the statutory auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 3rd Annual General Meeting of the Company held on June 24, 2017, till the conclusion of the 8th Annual General Meeting, subject to ratification by shareholders at the general meeting or as may be necessitated by the Act from time to time. The first year of audit was of the financial statements for the year ending March 31, 2018, which included the audit of the quarterly financial statements for the year. Accordingly, the appointment of Deloitte Haskins & Sells LLP is being placed before the shareholders for ratification.

Resolved that, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on June 24, 2017, the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration number :

117366 W/W 100018) as the auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the audit committee / Board of Directors.

#### Item no. 4 – Appointment of Sanat Rao as Whole-time director

Resolved that, pursuant to the provisions of Sections 196, 197, Schedule V, 203 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or reenactments thereof, for the time being in force) and subject to the approval of the Central Government, approval of the members of the Company be and is hereby accorded to the appointment of Sanat Rao (DIN: 07657698) as Whole-time Director of the Company for a period of five years effective April 11, 2018 on terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows;

- Base pay: Annual base salary of GBP 286,620 to be paid periodically in accordance with the Company's normal payroll practices and subject to withholdings.
- Variable pay: Annual variable pay at a target level of GBP 146,505 (or such other sum that may be decided by the board) each fiscal year, less applicable withholdings, subject to the terms and conditions contained in the applicable Bonus Plan.
- Stock compensation: Stock grant worth GBP 144,375 under the Infosys Limited 2015 Stock Incentive Compensation plan. The grants would vest equally over a period of four years.
- Employee Benefits: During the term of office, he will be entitled to participate in the employee benefits plan as per the terms of employment.
- Minimum Remuneration: Notwithstanding anything herein above stated, wherein in any financial year closing on or after March 31, 2019, during the tenure of Sanat Rao as Whole-time director of the Company, the Company incurs the loss or its profits are inadequate, the Company shall pay to Sanat Rao the remuneration by way of base salary, variable pay and other allowances not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or reenactments thereof, for the time being in force) or such other limits as the Government may prescribe from time to time as minimum remuneration.

Resolved further that, the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 and/ or sanctioned by the Central Government.

Accordingly, the resolution proposing the appointment of Sanat Rao as Whole-time Director is being placed before the shareholders for approval;

by order of the Board of Directors  
for EdgeVerve Systems Limited

Bengaluru  
June 20, 2018

Sd/-  
Sudhir Gaonkar  
Company Secretary

## Statement pursuant to Section 102 (1) of the Companies Act, 2013

### Item no. 4

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The Board of directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on April 11, 2018, appointed Sanat Rao as Whole-time Director of the Company for the period of five years with effect from April 11, 2018 on the remuneration as set forth in the resolution. The remuneration payable to Sanat Rao may be paid to him or may be reimbursed to Infosys Limited with whom he is employed at present.

Other terms and conditions of his appointment are as stated in the Agreement of appointment to be entered into with Sanat Rao, a draft of which is available for inspection by the members at the Registered Office of the Company during business hours till the date of the meeting. The terms and conditions of his employment with Infosys Limited shall continue to apply.

The resolution seeks approval of the members in terms of Sections 196 and 197 read with schedule V, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the appointment of Sanat Rao as Whole-time Director effective April 11, 2018. A brief profile of Sanat Rao is enclosed.

No director, key managerial personnel or their relatives, except Sanat Rao to whom the resolution relates, is interested in or concerned with the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the Members.

### Notes

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1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before June 21, 2018, 10:00 a.m. IST). A proxy form for the AGM is enclosed.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of members and the Register of debenture holders maintained under Section 88 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

## Additional information on directors seeking election at the annual general meeting

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Sanat Rao  
*Director*

Sanat Rao is the Director at EdgeVerve. Sanat has over 26 years of experience in international banking and technology led business transformations. His experience spans strategic partnerships with clients through their digital journey across multiple markets globally. In his present role, Sanat is responsible for growing the Finacle business and driving industry leadership with innovations in the banking space.

Having started his career at ANZ Bank, a global financial institution headquartered in Australia, Sanat has had stints with marquee global financial technology organizations. In his previous role as Vice President and Senior Partner at IBM, he was responsible for a portfolio of offerings including cloud consulting services, CIO Advisory, core banking, digital foundation and payments in the BFSI space. He was also deeply engaged with FinTech companies in identifying and nurturing new partnerships that could prove disruptive in the market.

Prior to that, for nearly 14 years till 2013, Sanat played a variety of global roles as part of the Infosys Finacle organization, helping build and scale the brand, with the last position as the Global Head of Client Services and Alliances. In this role, he was responsible driving global sales, client engagement, and strategic alliances for Finacle globally. Sanat's expertise of the banking and financial technology industry is exemplary, having previously been responsible for Infosys' global banking product strategy for the entire Finacle suite. Sanat is based in London but spends much of his time travelling globally to engage with clients.

# Proxy form

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



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4<sup>th</sup> Annual General Meeting – June 23, 2018, 10:00 AM IST

Name of the Registered	<input type="text"/>
Email	<input type="text"/>
Folio no. / Client	<input type="text"/>
DP	<input type="text"/>

I / We, being the member(s) of ..... shares of the above named company, hereby appoint

Name : ..... Email : .....  
Address : .....  
.....Signature : .....

or failing him /

Name : ..... Email : .....  
Address : .....  
.....Signature : .....

or failing him /

Name : ..... Email : .....  
Address : .....  
.....Signature : .....

or failing him /

..... Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **fourth** Annual general meeting of the Company, to be held on the **23<sup>rd</sup> day of June 2018 at 10.00 a.m.** at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary business</b>				
1	Ordinary Resolution for Adoption of financial statements for the financial year ended March 31, 2018			
2	Ordinary Resolution for Appointment of a director in place of Sanat Rao, who retires by rotation and being eligible, seeks re-appointment			
3	Ordinary Resolution for Ratification of Appointment of Deloitte Haskins & Sells LLP as the auditors of the Company			
<b>Special business</b>				
4	Ordinary resolution for appointment of Sanat Rao as Whole-time director			

.....  
Signature of the proxy holder(s)



Notes:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.
- It is optional to indicate your preference. If you leave the 'for', 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

.....Please tear here.....

## Attendance slip



EdgeVerve Systems Limited

CIN : U72200KA2014PLC073660

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4<sup>th</sup> Annual General Meeting – June 23, 2018, 10:00 AM IST

Registered Folio no. / DP ID no. / Client ID no. :

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Number of shares held

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I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the **fourth** Annual General Meeting of the Company at Plot No. 44, Electronics City, Hosur Road, Bengaluru 560 100, India on Saturday, **June 23**, 2018 at 10.00 a.m. IST.

.....  
Name of the member / proxy  
(in BLOCK letters)

.....  
Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

# Route map of the venue of the AGM

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