

September 4, 2017

Dear member,

You are cordially invited to attend the Extra-ordinary General Meeting of the members of EdgeVerve Systems Limited ('the company') on Wednesday, September 6, 2017 at 5.30 P.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.

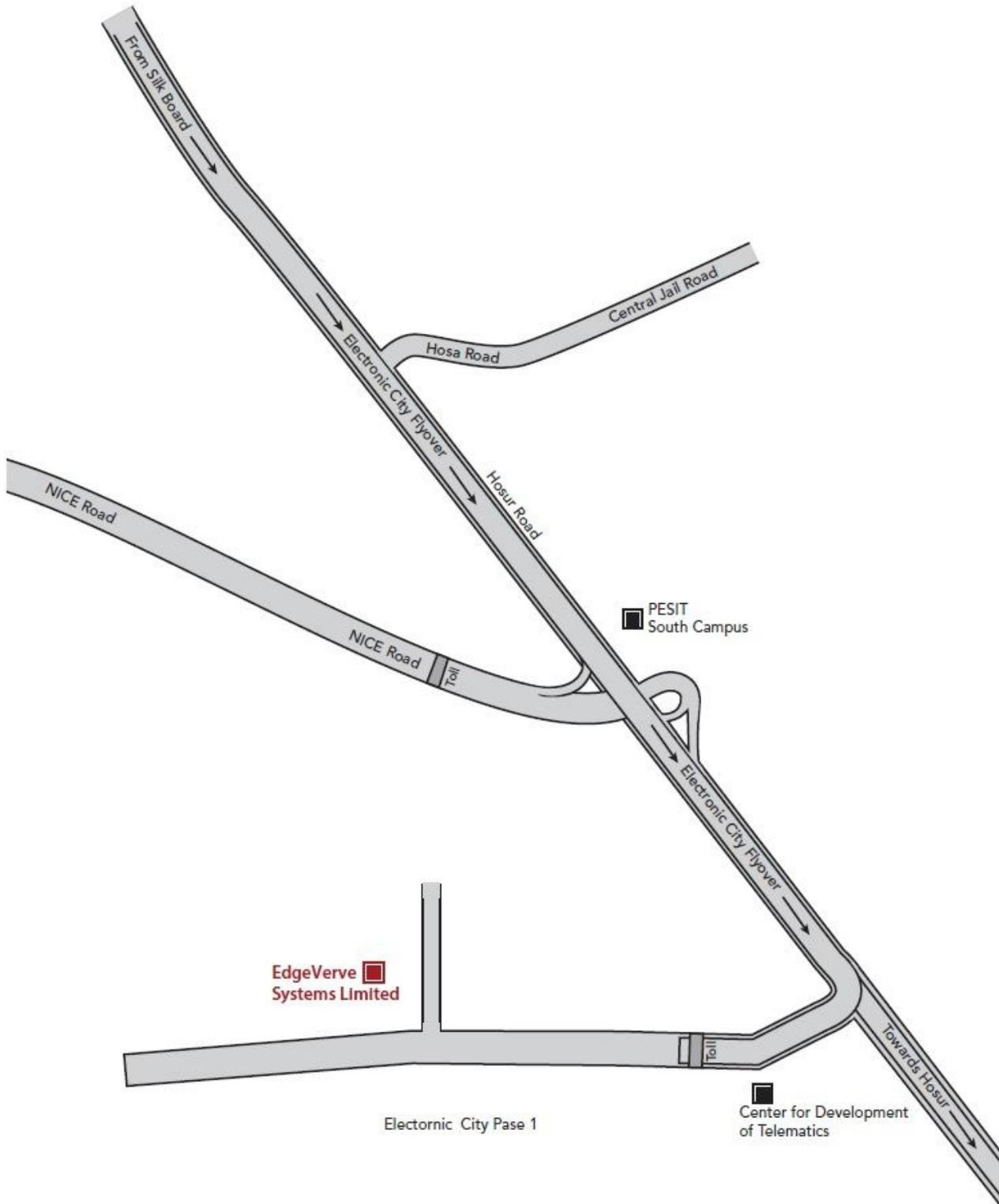
Very truly yours,

Sd/-
Sanat Rao
Director
On behalf of EdgeVerve Systems Limited

Enclosures :

- 1. Notice to the Extra-ordinary General Meeting (EGM)*
- 2. Statement pursuant to Section 102 (1) of the Companies Act, 2013*
- 3. Proxy form*
- 4. Attendance slip*

Route map



Notice of the Extra-ordinary General Meeting

NOTICE is hereby given that the Extra-ordinary General Meeting (EGM) of the Members of EdgeVerve Systems Limited ('the Company') will be held on Wednesday, September 6, 2017 at 5.30 P.M. IST at the Registered Office of the company at Plot No. 44, Electronics City, Hosur Road, Bengaluru 560100, to transact the following business:

Special business

Item no. 1 – Appointment of Deepak Padaki as non-executive director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Deepak Padaki (DIN: 07873499) who was appointed as an additional director of the Company by the Board of Directors with effect from July 10, 2017, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Deepak Padaki as a candidate for the office of a director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

Item no. 2 – Appointment of Inderpreet Sawhney as non-executive director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Inderpreet Sawhney (DIN: 7925783) who was appointed as an additional director of the Company by the Board of Directors with effect from September 1, 2017, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Inderpreet Sawhney as a candidate for the office of a director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

Item no. 3 – Appointment of Pervinder Johar as Chief Executive Officer and Managing Director

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

RESOLVED THAT, pursuant to the provisions of Sections 196, 197, Schedule V 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 Pervinder Johar, as a Chief Executive Officer and Managing Director from July

11, 2017 to July 10, 2022 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 following remuneration;

1. **Base pay:** Annual base salary of US \$ 620,000 to be paid periodically in accordance with the Company's normal payroll practices and subject to withholdings.
2. **Variable pay:** Annual variable pay at a target level of US \$480,000 (or such other sum that may be decided by the board) each fiscal year, less applicable withholdings, subject to the achievement of performance goals.
3. **Stock compensation:** 31,850 Restricted Stock Units (RSU) and 66,400 stock options under the Infosys Ltd 2015 Stock Incentive Compensation plan. Subject to achievement of performance goals, the RSU and stock options would vest equally over a period of 4 years.
4. **Performance-Based Equity Incentives:** Eligible to receive performance-based equity incentives as may be decided by the Board of Directors (or a committee thereof), subject to achievement of performance of goals the contractual terms agreed with Pervinder Johar at the time of appointment.
5. **Employee Benefits:** During the term of office, Pervinder Johar will be entitled to participate in the employee benefits plan as per the terms of employment.
6. **Vacation:** Pervinder Johar will be entitled to paid vacation in accordance with the terms of employment.
7. **Expenses:** Pervinder Johar will be reimbursed for all reasonable, out-of pocket business expenses incurred in the performance of his duties on behalf of the Company, in accordance with the Company's expense reimbursement policies.
8. **Minimum Remuneration:** Notwithstanding anything herein above stated, wherein in any financial year closing on or after March 31, 2018, during the tenure of Pervinder Johar as CEO & MD of the Company, the Company incurs the loss or its profits are inadequate, the Company shall pay to Pervinder Johar 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 components of 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.”

*by order of the Board of Directors
for **EdgeVerve Systems Limited***

Bengaluru
September 4, 2017

Sd/-
Sudhir Gaonkar
Company Secretary

Notes

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 September 4, 2017, 5:30 p.m. IST). A proxy form for the meeting 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 meeting.
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 meeting.
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 meeting.

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

Item no. 1 and 2

The Board, pursuant to Section 161 of the Companies Act, 2013, read with Article 41 of the Articles of Association of the Company on July 10, 2017, appointed Deepak Padaki and Inderpreet Sawhney as additional directors of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a prescribed amount as deposit proposing the candidature of Deepak Padaki and Inderpreet Sawhney for the office of director, under the provisions of Section 149, 152 of the Companies Act, 2013.

The Company has received (i) consent in writing from all three directors to act as Director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of Members for the appointment of Deepak Padaki and Inderpreet Sawhney as Director of the Company, liable to retire by rotation.

No director, key managerial personnel or their relatives, except directors being appointed are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 1 and 2 for the approval of the Members.

Item 3:

The Board of directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on July 11, 2017, subject to the approval of Central Government, appointed him as Chief Executive Officer and Managing Director of the Company for the period of five years with effect from July 11, 2017 to July 10, 2022 on the remuneration as set forth in the resolution. The remuneration payable to Pervinder Johar 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 of managing director to be entered into with Pervinder Johar, 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 managing director is entrusted with substantial powers of management of the affairs of the Company subject to superintendence, guidance and control of the Board of directors and shall perform such duties as shall from time to time be entrusted to him by the Board of directors, Pervinder Johar shall devote his whole time and attention to the management of affairs of the Company as the CEO and Managing Director of the Company.

The resolution seeks approval of the members in terms of Sections 196 and 197 read with schedule V 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 Pervinder Johar as Chief Executive Officer and Managing Director effective July 11, 2017. In terms of Schedule V of the Companies Act, 2013, Pervinder Johar being non-resident Indian, approval of the Central Government is to be obtained.

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

The Board recommends the resolution set forth in Item no. 4 for the approval of the Members.

*by order of the Board of Directors
for **EdgeVerve Systems Limited***

Bengaluru
September 4, 2017

Sd/-
Sudhir Gaonkar
Company Secretary

Additional Information:

Deepak Padaki:

Deepak is director at EdgeVerve and Executive Vice President at Infosys Limited. His responsibilities include longer-term strategic planning for the organization and the management of cross functional strategic initiatives. As the Chief Risk Officer, he is responsible for defining the company's risk management framework, identifying and monitoring the risks to the successful execution of the company's strategies and operations. He works closely with the Strategy & Risk Committee of the Board of Directors. Deepak also heads the company's M&A function, defining areas of inorganic growth, leading transaction and due-diligence teams and monitoring post-merger integration activity.

Deepak has played various roles at Infosys, in a career spanning 24 years. He started as a software engineer in 1992, and then went on to manage various telecommunications projects in the USA and Canada, including those involving next generation technologies such as speech recognition based solutions. In 2003-2004, he planned and helped Infosys' telecommunications business grow in Europe, opening and growing several key client accounts. Subsequently, he managed and grew one of Infosys' largest telecom service provider client accounts in the USA. Between 2007 and 2012, as the head of the company's M&A function he led multiple transactions, including the acquisition of Lodestone, McCamish and Portland. As a member of the Office of the Chairman in 2013-14, Deepak managed several organization change initiatives, especially in the area of improving effectiveness of sales teams. Deepak holds a Bachelor of Engineering degree in Computer Science from the University of Mysore, India. He is currently based in Bangalore.

Inderpreet Sawhney:

Inderpreet is the Group General Counsel & the Chief Compliance Officer of Infosys. In this role she leads the legal and compliance function of the Company, is a tactical business partner supporting the business in legal and regulatory matters. She is also responsible for directing the development and execution of the compliance and ethics program of the Company.

Inderpreet is an experience international professional with over 25 years of experience, including as a General Counsel of a large IT Service company, and has also served as Managing Partner of a mid-sized law firm in Silicon Valley where her mandate included counsel on complex international transactions

She also serves on the National Advisory Council of SABANA (South Asian Bar Association of North America). Her past leadership positions include President SABANA, Board Member of Partham Bay Area, Foundation for Excellence, Indus Women Leaders.

In recognition for her work, Inderpreet has been awarded the 2006 Minority Bar Coalition Unity Award, 2010 Outstanding Mentorship Award SABA Northern California and 2010 NASABA Cornerstone Award and the 2013 NASABA Corporate Counsel Achievement Award.

She is a frequent speaker at conferences globally.

Inderpreet has a BA (Hons.) and LL.B degree from Delhi University and an LL.M from Queen's University, Kingston, Canada.

Pervinder Johar:

Pervinder Johar is the Chief Executive Officer and Managing Director of EdgeVerve. He comes to EdgeVerve from Steelwedge Software Inc, where he served as the President and CEO. Pervinder helped position Steelwedge as the market leader in Supply Planning and Sales & Operations Planning. Under his leadership, Steelwedge successfully orchestrated a merger with E2open to form the largest purely cloud-based supply chain software company in the world. Prior to Steelwedge, Pervinder was at HP, where he served as Vice President of Global Supply Chain Systems. In this role, he was responsible for strategy and execution of worldwide supply chain management, manufacturing, product life cycle management, order-to-cash, and procure-to-pay business processes and IT systems for HP's supply chain, one of the largest in the world. Pervinder previously held the position of CTO at Manhattan Associates, a leading provider of supply chain execution solutions, where he was responsible for global research, development, and quality assurance. He also held senior positions in strategy, marketing, technology and finance with large companies including State Street Bank, and Fidelity Investments. In addition, Pervinder served as CTO for two successful startup companies.

Pervinder holds a Master's degree in Computer Science from Villanova University, an MBA from Boston University, and a Bachelor's degree in Computer Engineering from the Indian Institute of Technology (IIT) Roorkee.

Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EdgeVerve Systems Limited Extra-ordinary general meeting of the company, to be held on the 6th day of September 2017 At 5.30 p.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 (Please mention no. of shares)	
		For	Against
Special Business			
1	Ordinary resolution for appointment of Deepak Padaki as non-executive director, liable to retire by rotation		
2	Ordinary resolution for appointment of Inderpreet Sawhney as non-executive director, liable to retire by rotation		
3	Special resolution for appointment of Pervinder Johar as Chief Executive Officer and Managing Director		

Signed this day of 2017.

Signature of the member

Signature of the proxy holder(s)



Notes :

1. 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 Extra-ordinary General Meeting.
2. It is optional to indicate your preference. If you leave the 'for' or '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

Plot No. 44, Electronics City, Hosur Road, Bengaluru 560 100, India

secretarial@edgeverve.com | www.edgeverve.com

Extra-ordinary General Meeting – September 6, 2017

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 Extra-ordinary General Meeting of the Company at Plot No. 44, Electronics City, Hosur Road, Bengaluru 560 100, India on Wednesday, September 6, 2017 at 5.30 p.m. IST.

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.....

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.



EdgeVerve Systems Limited

CIN : U72200KA2014PLC073660

Plot No. 44, Electronics City, Hosur Road,
Bengaluru 560 100, India

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EdgeVerve Systems Limited

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F 91 80 2852 1300

Registered Office:
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