

July 01, 2015

Dear member,

You are cordially invited to attend the first Annual General Meeting of the members of EdgeVerve Systems Limited ('the company') on Friday, July 31, 2015 at 3.00 P.M. IST at the Registered Office of the company at Plot No 44, Electronics City, Hosur Road, Bangalore - 560100.

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

Very truly yours,



Sandeep Dadlani
Chairman of the Board

Enclosures:

1. Notice to the First 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

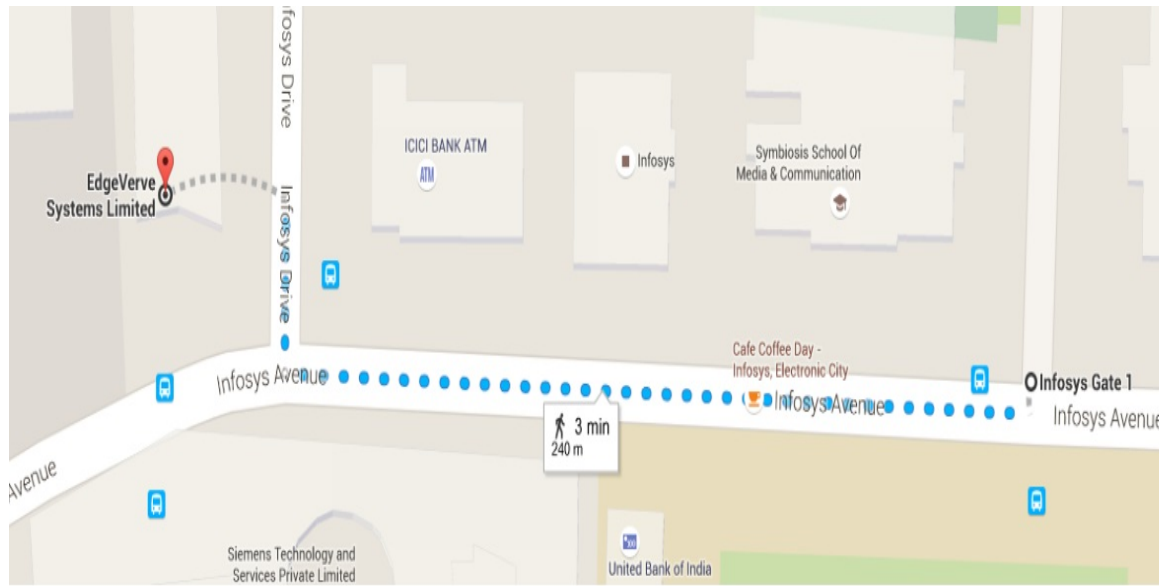
Plot No. 47, Electronics City
Hosur Road
Bengaluru 560 100, India
T 91 80 3952 2222
F 91 80 2852 1300

Registered Office:

CIN: U72200KA2014PLC073660

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

secretarial@edgeverve.com
www.edgeverve.com



Notice to the 1st Annual General Meeting

NOTICE is hereby given that the first Annual General Meeting (AGM) of the Members of EdgeVerve Systems Limited ('the Company') will be held on Friday, July 31, 2015 at 3.00 P.M. IST at the Registered Office of the company at Plot No. 44, Electronics City, Hosur Road, Bangalore 560100, to transact the following business:

Ordinary business

Item no. 1 – Adoption of financial statements

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Item no. 2 – Appointment of director

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

Item no. 3 – Appointment of auditors

To appoint B S R & Co. LLP, Chartered Accountants (LLP registration No. AAB 8181) the retiring auditors, to hold office as auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration for the financial year ending March 31, 2016.

Special business

Item No. 4 – Appointment of Roopa Kudva as an Independent 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, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Roopa Kudva, (bearing DIN: 00001766) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 10, 2015 and who holds office till the date of the AGM, 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 his intention to propose Roopa Kudva as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to February 09, 2020, not liable to retire by rotation.

Item no. 5 – Appointment of Michael Reh 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, Michael Reh (bearing DIN: 07120184) who was appointed as an additional director of the Company by the Board of Directors with effect from April 01, 2015, and who holds office until the date of the AGM 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 his intention to propose Michael Reh 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. 6 – Appointment of Jonathan Heller 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, Jonathan Heller (bearing DIN: 07197070) who was appointed as an additional director of the Company by the Board of Directors with effect from June 10, 2015, and who holds office until the date of the AGM 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 his intention to propose Jonathan Heller 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. 7 – Transfer of business of Finacle from Infosys Limited

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

RESOLVED THAT, pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and subject to such other approvals, consents, permissions, sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to enter into a contract to acquire by purchase, lease, transfer or otherwise of the whole or part of the business and undertaking of Finacle including rights and properties relating thereto, from Infosys Limited, the holding company with effect from August 01, 2015 or such other date as may be decided by the Board of Directors, for an estimated consideration of up to ₹ 3,400 crore to be discharged in the manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Infosys Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.

Item no. 8 – Transfer of business of Edge Services from Infosys Limited

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

RESOLVED THAT, pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and subject to such other approvals, consents, permissions, sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board

of Directors to enter into a contract to acquire by purchase, lease, transfer or otherwise the whole or part of Edge Services business including rights and properties relating thereto, from Infosys Limited, the holding company with effect from August 01, 2015 or such other date as may be decided by the Board of Directors, for an estimated consideration of up to ₹220 crore to be discharged in the manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Infosys Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.

Item no. 9 – Increase in authorised share capital

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

RESOLVED THAT, pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, the authorized share capital of the Company be and is hereby increased up to ₹4100,00,00,000 (Rupees Four thousand One hundred crore only) divided into 410,00,00,000 (Four hundred and Ten crore only) equity shares of ₹10 (Rupees Ten only) each from ₹470,00,00,000 (Rupees Four hundred Seventy crore only) divided into 47,00,00,000 (Forty Seven crore only) equity shares of ₹10 (Rupees Ten only) each by creating an additional 363,00,00,000 (Three hundred and Sixty Three crore only) equity shares of ₹10 (Rupees Ten only), each aggregating to ₹3630,00,00,000 (Rupees Three thousand Six hundred and Thirty crore only).

Item no. 10 – Alteration of Capital Clause of Memorandum of Association

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 Sections 13 and 61 and other applicable provisions of the Companies Act 2013, the Clause V of the Memorandum of Association of the Company be and is hereby amended and be substituted by the following:

“Clause V. The authorized share capital of the Company is ₹4100,00,00,000 (Rupees Four thousand One hundred crore only) divided into 410,00,00,000 (Four hundred and Ten crore only) equity shares of ₹10 (Rupees Ten only) each.”

Item no. 11 – Further issue of shares

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 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modifications thereto or re-enactment thereof for the time being in force), the provisions in the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors to create, offer, issue, allot such number of Equity Shares of the face value of ₹10/- (Rupees Ten only) each on a preferential/private placement/ basis for cash or for consideration otherwise than in cash (i.e. consideration for transfer of Finacle and Edge Services business and undertakings, including rights and properties related thereto) or partly for cash and partly for consideration otherwise than in cash, to Infosys Limited at par or

at such price as may be determined by the Board at its absolute discretion and for an amount not exceeding ₹3620,00,00,000/- crore (Rupees Three thousand Six hundred and twenty crore only) in one or more tranches and on such terms and conditions and at such time or times as may be decided by the Board of Directors at their absolute discretion.

RESOLVED FURTHER THAT the above equity shares shall rank paripassu in all respects with the existing shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to modify, vary or alter all or any of the terms of the issue, including the power to increase, decrease, recalculate the number of equity shares to be created, offered and issued.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of the Board or any one or more Directors of the Company.

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



Sudhir Gaonkar
Company Secretary

Bengaluru
July 1, 2015

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. **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 ten percent of the total share capital of the Company.
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before (till 3.00 p.m., July 29, 2015) the commencement of the meeting. A Proxy form is sent herewith.
4. Members / proxies should bring duly-filled attendance slips sent herewith to attend the meeting.
5. The Register of Director's and Key Managerial Personnel and their shareholdings, maintained under Section 170 (1) of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the registered office of the company.

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

Item no. 4

Roopa Kudva was appointed by the Board of Directors as an Additional Director of the Company with effect from February 10, 2015, pursuant to Section 161 of the Companies Act, 2013, read with Article 41 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Roopa Kudva will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Roopa Kudva for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Roopa Kudva (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for appointment of Roopa Kudva as an Independent Director of the Company for a period up to February 09, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

In the opinion of the Board, Roopa Kudva, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for the appointment of Roopa Kudva as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Roopa Kudva, to whom the resolution relates, are interested or concerned in the resolution.

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

Item no. 5

Michael Reh was appointed by the Board of Directors as an Additional Director of the Company with effect from April 1, 2015, pursuant to Section 161 of the Companies Act, 2013, read with Article 41 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Michael Reh will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Michael Reh for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Michael Reh (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for appointment of Michael Reh as non-executive Director of the Company, liable to retire by rotation.

No director, key managerial personnel or their relatives, except Michael Reh, to whom the resolution relates, are interested or concerned in the resolution.

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

Item No. 6

Jonathan Heller appointed by the Board of Directors as an Additional Director of the Company with effect from June 10, 2015, pursuant to Section 161 of the Companies Act, 2013, read with Article 41 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Jonathan Heller will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Jonathan Heller for the office of a Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Jonathan Heller (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for appointment of Jonathan Heller as non-executive Director of the Company, liable to retire by rotation.

No director, key managerial personnel or their relatives, except Jonathan Heller, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

Items No. 7 and 8

EdgeVerve is a product, platforms solution business provider. EdgeVerve products and platforms are used by global corporations across industries such as financial services, insurance, retail and CPG, life sciences, manufacturing, and telecom. The company in order to expand its business across the globe is proposing to acquire the business of Finacle and Edge Services from its holding company Infosys Limited.

Finacle is the industry-leading universal banking solution from Infosys. The solution helps banks renew their business by simplifying banking. It empowers them to accelerate innovation and create new opportunities. Today, Finacle is the choice of banks across 84 countries and serves over 450 million customers. The solution is consistently rated as a leader in the market by leading industry analysts.

Finacle solutions address the core banking, e-banking, mobile banking, CRM, payments, treasury, origination, liquidity management and wealth management requirements of retail, corporate and universal banks worldwide. The solution's componentized structure and enterprise-class capabilities help banks boost the agility and efficiency of their operations, and significantly improve customer experience across channels.

The proposed transfer of Finacle from Infosys to EdgeVerve enables the company in (i) cross-leveraging synergies between both the product businesses effectively, (ii) increasing the ability to attract and retain high-caliber talent for innovative products and solutions, (iii) strengthening the product-centric culture within the organization, (iv) offering greater agility and autonomy to nurture product-centric business effectively, (v) improving agility to invest in latest technologies to strengthen the product leadership in the market and (vii) delivering greater value to clients across both businesses.

The company is also proposing to acquire Edge Services which is a service delivery unit that specializes in customization, implementation, extension and production support of the EdgeVerve products.

The company proposes to refine this strategic initiative by Integrating Edge Services into Edge Verve Systems Limited, thereby (i) enhancing its Client Value proposition through productization of services and (ii) ensuring seamless delivery of end-to-end solutions.

The particulars of the transaction pursuant to Explanation (3) to Rule sub-rule (3) of Rule 15 of Companies (Meeting of Board and its powers) Rules, 2014 are as under:

1. Name of the related party: Infosys Limited
2. Name of the Director or Key Managerial Personnel who is related: Roopa Kudva
3. Nature of relationship: Infosys Limited is holding Company, and Roopa Kudva is a common Board member
4. Monetary Value: Estimated consideration of up to ₹ 3,620 crore (₹ 3,400 crore for Finacle and ₹ 220 for Edge Services)
5. Nature, material terms and particulars of the arrangement:

Contract	Finacle	Edge Services
Business Transfer Agreement (BTA) between the Company and Infosys Limited	Transfer of Finacle (business) including rights and properties related thereto, from Infosys to EdgeVerve	Transfer of Edge Services (business) including rights and properties related thereto, from Infosys to EdgeVerve
Inter-company agreement between EdgeVerve and respective Infosys entities including the parent (Infosys Limited)	To cover the following areas: 1. Post closure of the BTA, EdgeVerve (licensor) will license intellectual property (IP) to Infosys or its subsidiary (licensee) and such licensee may sub-license the IP to end clients, to the extent that such licensee is priming the deal with the end-client. 2. EdgeVerve shall execute Annual Maintenance Contract (AMC) to the licensee, who shall prime the AMC with the end client 3. EdgeVerve will enter into a sub-contracting agreement for services to the extent that Infosys or any other subsidiary is priming the deal with end client.	To cover the following areas: 1. Post closure of the BTA, EdgeVerve will enter into a sub-contracting agreement for services to the extent that Infosys or any other subsidiary is priming the deal with end client.
Lease Agreement	To cover the lease of identified property between EdgeVerve and Infosys Limited and its subsidiaries	To cover the lease of identified property between EdgeVerve and Infosys Limited and its subsidiaries
Transfer of Contracts Agreement	To transfer client contracts to EdgeVerve	To transfer client contracts to EdgeVerve

6. Any other information relevant or important for the Members to make a decision on the proposed transaction: None

Infosys Limited 'being a related party' within the meaning of Section 2 (76) of the Companies Act, 2013 the resolution seeks approval of the shareholders in terms of Section 188 of the Companies Act 2013 read with sub-rule (3) of rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Audit Committee of the company and the Board have approved the contract at their respective meeting held on April 17, 2015

No Director, Key Managerial Personnel or their relatives, except Roopa Kudva, being a common director, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 7 and 8 for the approval of the Members as special resolutions.

Items 9 and 10

The aggregate consideration of the transfer of business of Finacle and Edge Services from Infosys Limited is estimated at ₹ 3,620 crore. The said consideration is proposed to be settled by issue and allotment of fully paid equity shares of the company to Infosys Limited. At present the Company has an authorized capital of ₹ 470 crore out of which ₹ 461.84 crore is already issued and paid up. Since any further issue of capital will exceed the present authorized capital, it is necessary to increase the authorized share capital of the company to enable the company to issue further shares in consideration of businesses being transferred to the company from Infosys Limited. The Board considers it expedient to increase the authorized capital to ₹ 4,100 crore.

The resolution seeks the approval of the shareholders in terms of Section 13 and 61 of the Companies Act, 2013 for increase in authorized share capital and consequent alteration to the capital clause of the Memorandum of Association of the company.

No Director, Key Managerial Personnel or their relatives, except Roopa Kudva, being a common director, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 9 and 10 for the approval of the Members.

ITEM 11

The aggregate consideration for transfer of business of Finacle and Edge Services payable to Infosys Limited is estimated at ₹ 3,620 crore. The said consideration is proposed to be settled by issue and allotment of fully paid equity shares of the company to Infosys Limited.

The resolution seeks approval of the shareholders for issue of shares aggregating ₹ 3,620/-crore to Infosys Limited for cash or for consideration otherwise than in cash towards transfer of aforesaid business in terms of Section 62 and other applicable provisions of Companies Act 2013 and the Rules made thereunder.

No Director, Key Managerial Personnel or their relatives, except Roopa Kudva, being a common director, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 11 for the approval of the Members.

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



Sudhir Gaonkar
Company Secretary

Bengaluru
July 1, 2015



EdgeVerve Systems Limited

CIN : U72200KA2014PLC073660

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

Phone : +91 80 3952 2222

secretarial@edgeverve.com | www.edgeverve.com