

July 13, 2016

Dear member,

You are cordially invited to attend the second Annual General Meeting of the members of EdgeVerve Systems Limited ('the Company') on Wednesday, August 31, 2016 at 10.30 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,



Sandeep Dadlani
Chairman of the Board

Enclosures:

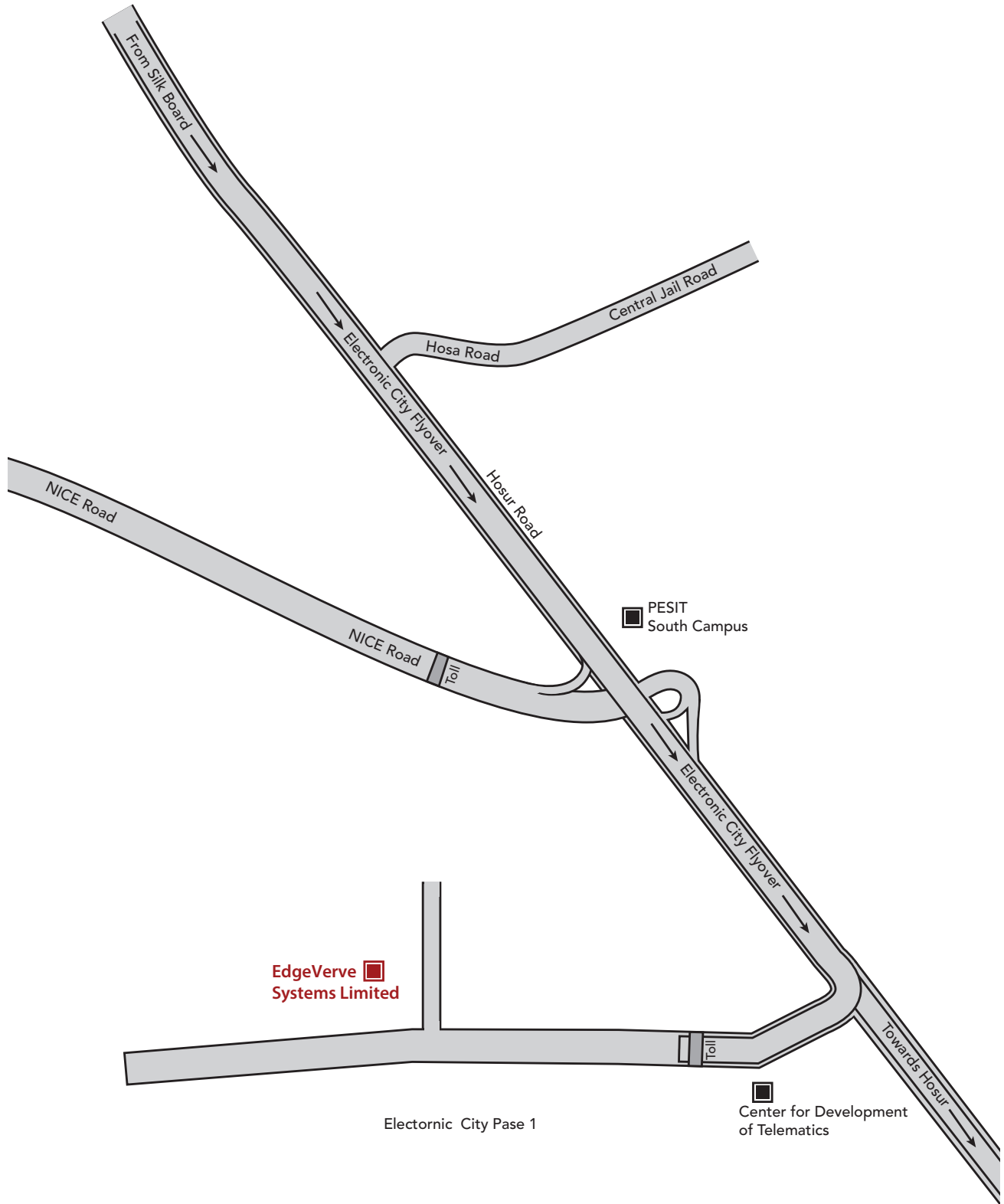
1. Notice to the Second Annual General Meeting (AGM)
2. Statement pursuant to Section 102⁽¹⁾ of the Companies Act, 2013
3. Proxy form
4. Attendance slip

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 2nd Annual General Meeting

NOTICE is hereby given that the second Annual General Meeting (AGM) of the Members of EdgeVerve Systems Limited ('the Company') will be held on Wednesday, August 31, 2016 at 10.30 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 receive, consider and adopt the financial statements of the Company for the year ended March 31, 2016, including the audited Balance Sheet as at March 31, 2016, 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 Sanjay Purohit, who retires by rotation and, being eligible, seeks re-appointment.

Item no. 3 – Appointment of auditors

To ratify the appointment of 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, 2017.

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 July 31, 2015, the appointment of B S R & Co. LLP, Chartered Accountants (LLP registration No. AAB 8181) 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, 2017, 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.

Special business

Item No. 4 – Appointment of Arun Kumar Krishnan as whole-time director

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 196, 197 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and subject to the approval of the Central Government, if necessary, the approval of the Company be and is hereby accorded to the appointment of Mr. Arun Kumar Krishnan as a whole-time director of the Company from April 12, 2016 to April 30, 2017, on the remuneration and other terms and conditions as set out below :

1. Gross salary per month: ₹ 5,03,344/-
2. Bonus: Payable at such intervals as may be decided by the Board of Directors.

3. Performance bonus / Variable payout: Payable at such intervals, as may be decided by the Board of Directors.
4. Long-term bonus plan: Entitled to long-term bonus payment, as may be decided by the Board of Directors.
5. Perquisites and allowances: As per the employment policy of the Company
6. Other benefits:
 - a. Earned / privilege leave: As per the rules of the Company.
 - b. Company's contribution to Provident Fund and superannuation fund: As per the rules of the Company
 - c. Gratuity: As per the rules of the Company.
 - d. Encashment of leave: As per the rules of the Company.

RESOLVED FURTHER THAT notwithstanding whether the Company makes profits or inadequate profits in the financial year during the tenure of Mr. Arun Kumar Krishnan, the above remuneration shall be paid to him as a minimum remuneration subject to the limits specified in Schedule V of the Act or as may sanctioned by the Central Government.

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.

Bengaluru
July 13, 2016

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



Sudhir Gaonkar
Company Secretary

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

Item no. 4

The Board at its meeting held on October 9, 2015 appointed Arun Kumar Krishnan as whole-time director of the Company for the period of six months from October 9, 2015 to April 8, 2016.

On his term ending on April 8, 2015, the Board, subject to the approval of the shareholders and the Central Government if required, at its meeting held on April 12, 2016 appointed Arun Kumar Krishnan as whole-time director for the period from April 12, 2016 to April 30, 2017.

The terms and conditions of his appointment are as follows:

1. Remuneration: As provided in the resolution
2. Period of appointment: April 12, 2016 to April 30, 2017
3. The appointment may be terminated by either party by giving notice in writing of such termination as per the terms of employment
4. Arun Kumar Krishnan shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board and he shall perform such other duties as shall from time to time be entrusted to him by the Board.

The resolution seeks approval of the shareholders in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made there under for appointment of Arun Kumar Krishnan as the Whole-time Director and proposed remuneration for the said period in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013.

No director, key managerial personnel or their relatives except Arun Kumar Krishnan, to whom the resolution relates, is interested or concerned in the resolution.

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

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 August 29, 2016, 10:30 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.

Bengaluru
July 13, 2016

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



Sudhir Gaonkar
Company Secretary

Proxy form

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



EdgeVerve Systems Limited

CIN : U72200KA2014PLC073660

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

secretarial@edgeverve.com | www.edgeverve.com

2nd Annual General Meeting – August 31, 2016

Name of the member(s)	<input type="text"/>
Registered address	<input type="text"/>
Email	<input type="text"/>
Folio no. / Client ID	<input type="text"/>
DP ID	<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 / her

Name : Email :

Address :

.....Signature :

or failing him / her

Name : Email :

Address :

.....Signature :

or failing him / her

..... 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 Annual general meeting of the Company, to be held on the 31st day of August 2016 at 10.30 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below :

(contd...)

Resolution number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary business				
1	Ordinary Resolution for Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2016			
2	Ordinary Resolution for Appointment of a director in place of Sanjay Purohit, who retires by rotation and being eligible, seeks re-appointment			
3	Ordinary Resolution for Appointment of B S R & Co. LLP as the auditors of the Company			
Special business				
4	Special Resolution for appointment of Arun Kumar Krishnan as Whole-time director			

Signed this day of 2016.

.....
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 Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' 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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2nd Annual General Meeting – August 31, 2016

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

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Number of shares held

--	--	--	--	--	--	--	--	--	--

I certify that I am a member / proxy / authorized representative for the member of the Company.
I hereby record my presence at the second Annual General Meeting of the Company at Plot No. 44, Electronics City, Hosur Road, Bengaluru 560 100, India on Wednesday, August 31, 2016 at 10.30 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.