

June 02, 2017

Dear Member,

You are cordially invited to attend the third Annual General Meeting of the members of EdgeVerve Systems Limited ('the Company') on Saturday, June 24, 2017 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,



Sandeep Dadlani  
*Chairman of the Board*

Enclosures:

1. Notice to the third 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 3rd Annual General Meeting

---

NOTICE is hereby given that the third Annual General Meeting (AGM) of the Members of EdgeVerve Systems Limited ('the Company') will be held on Saturday, June 24, 2017 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 receive, consider and adopt the financial statements of the Company for the year ended March 31, 2017, including the audited Balance Sheet as at March 31, 2017, 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 Jonathan Heller, 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 for re-appointment of Jonathan Heller (DIN: 07197070) as a director liable to retire by rotation.

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

The Company had appointed BSR & Co. LLP, Chartered Accountants as statutory auditors of the company. The BSR & Co. LLP has expressed their unwillingness to get re-appointed at the ensuing annual general meeting and have resigned as auditors. The Board on the proposal of the audit committee has recommended the appointment of Deloitte Haskins & Sells LLP (Firm Registration No. 117366 W/W 100018, ICAI Firm Registration No. 101248W/W-100022), chartered accountants as statutory auditors of the company to hold the office from the conclusion of the 3rd annual general meeting till the conclusion of 8th annual general meeting subject to the approval of the shareholders. The first year of audit is for the financial statements for the year ending March 31, 2018 including audit of the quarterly financial statements for the year.

Therefore shareholders are requested to appoint the auditors of the Company, and to fix their remuneration by passing the following resolution as an ordinary resolution:

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 proposals of the audit committee of the Board and recommendation of the Board of Directors of the Company, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366 W/W 100018 and ICAI Firm Registration No. 101248W/W-100022) be and is hereby appointed as the statutory auditors of the Company to hold office for a period of five consecutive

years commencing from the financial year 2017-18, on a remuneration that may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis.

#### Item no. 4 – Appointment of branch auditors

To appoint branch auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution:

Resolved that, pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Board of directors be and is hereby authorized to appoint Branch Auditors of any branch office of the Company, whether existing or which may be opened / acquired hereafter, outside India, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditors and to fix their remuneration.

### Special Business

#### Item No. 5 – Appointment of Ritika Suri as a director

To consider and if thought fit, to pass 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, Ritika Suri (bearing DIN: 07676759) who was appointed as an additional director of the Company by the Board of Directors with effect from December 16, 2016, 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 member's intention to propose Ritika Suri 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 D. N. Prahlad as an independent director

To consider and if thought fit, to pass 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, D. N. Prahlad, (bearing DIN: 00504146) who was appointed as an Additional and Independent Director of the Company by the Board of Directors with effect from January 6, 2017 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 member's intention to propose D. N. Prahlad 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 January 5, 2022, not liable to retire by rotation.

Bengaluru  
April 11, 2017

Item no. 7 – Appointment of Pervinder Johar as Director

To consider and if thought fit, to pass 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, Pervinder Johar (bearing DIN: 02148376) who was appointed as an additional director of the Company by the Board of Directors with effect from March 3, 2017 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 member's intention to propose Pervinder Johar as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

by order of the Board of Directors  
for EdgeVerve Systems Limited



Sudhir Gaonkar  
Company Secretary

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 22, 2017, 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.

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

---

### Item no. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board appointed Ritika Suri as an Additional Director of the Company with effect from December 16, 2016 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, Ritika Suri 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 Ritika Suri for the office of a Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ritika Suri (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, (iii) Notice of interest by director in Form MBP-1 pursuant to Section 184(1) and Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013.

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

No director, key managerial personnel or their relatives, except Ritika Suri, 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

The Board of directors based on the recommendation of Nomination and Remuneration Committee appointed D. N. Prahlad as an Additional Director of the Company with effect from January 6, 2017 pursuant to Section 161 of the Companies Act, 2013, read with Article 41 of the Articles of Association of the Company.

As per provisions of Section 161 of the Companies Act, he holds office up to the date of 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 D. N. Prahlad for the office of a Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from D. N. Prahlad (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, (iii) Notice of interest by director in Form MBP-1 pursuant to Section 184(1) and Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 and (iv) a declaration to the effect that he 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 D. N. Prahlad as an Independent Director of the Company for a period up to January 5, 2022, not liable to retire by rotation.

In the opinion of the Board, D. N. Prahlad, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of D. N. Prahlad 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 D. N. Prahlad, 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.

### Item no. 7

The Board of directors based on the recommendation of Nomination and Remuneration Committee appointed Pervinder Johar as an Additional Director of the Company with effect from March 3, 2017 pursuant to Section 161 of the Companies Act, 2013, read with Article 41 of the Articles of Association of the Company.

As per provisions of Section 161 of the Companies Act, he holds office up to the date of 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 Pervinder Johar for the office of a Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Pervinder Johar (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, (iii) Notice of interest by director in Form MBP-1 pursuant to Section 184(1) and Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013.

The resolution seeks the approval of members for appointment of Pervinder Johar as Director of the

Company liable to retire by rotation.

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

The Board recommends the resolution set forth in Item no. 7 for the approval of the members.

Bengaluru  
April 11, 2017

by order of the Board of Directors  
for EdgeVerve Systems Limited



Sudhir Gaonkar  
Company Secretary

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

---



Ritika Suri  
*Director*

Ritika is the Global Head of Corporate Development at Infosys, where she leads Infosys Corporate Venture Fund, as well as the Strategic Large Deals program. She has been an Executive Leader in Technology for the past 18+ years, focused on defining new business models to transform and deliver new business value to customers, and the end users. She has led roles in sales, product management, professional services and mergers & acquisitions.

Prior to Infosys, Ritika was Senior Vice President at SAP Labs in Palo Alto, where she held the role of Customer Officer for the Technology, Innovation and Products group, directly responsible for managing key executive relationships within SAP, and running customer engagements through strategic account management with Fortune 100 companies.

She helped drive new innovations and thus new lines of revenues within these accounts. In her role of a sales executive, she successfully led, negotiated and closed large multi-year, complex sales deals involving new services and joint product development. In her Business Development role, she helped establish new recurring revenue models, especially low/no touch routes to market, through online marketplace and cloud models. Ritika has also worked in silicon valley startups, and started her career in Citibank managing product development for financial derivatives.

Ritika has an MBA from Leeds Business School, UK.



D N Prahlad  
*Independent Director*

D. N. Prahlad is the founder and CEO of Surya Software Systems Private Limited, Bangalore. Surya focusses on products for financial risk management of financial institutions in general and banks in particular.

In addition, Prahlad is on the advisory board of Computer Science and Automation Department of Indian Institute of Science, Bangalore. He served as an adjunct faculty at Indian institute of Information Technology, Bangalore in its formative years. He serves as an advisory board member



Pervinder Johar  
*Director*

Pervinder Johar is the CEO 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.

of PathShodh Healthcare, a company with leading edge nano-technology in diagnostic measurements related to diabetes.

Prahlad is a B.Sc. with honours in mathematics from Bangalore University and B.E. (Electrical technology and Electronics) from Indian Institute of Science, Bangalore.

Prior to founding Surya, Prahlad played a key role in the rapid growth of Infosys Technologies, being associated with Infosys from its formative years. He brings with him a high level of experience of working with multiple Fortune 50 clients, creation of new services, products and strategies.

# 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

## 3rd Annual General Meeting – June 24, 2017, 10:00 AM IST

Name of the Member(s)														
Registered address														
Email														
Folio no. / Client ID														
DP ID														

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 third Annual general meeting of the Company, to be held on the 24th day of June 2017 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:

(contd...)



Resolution number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)	
		For	Against
1	<b>Ordinary business</b> 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, 2017		
2	Ordinary Resolution for Appointment of a director in place of Jonathan Heller, who retires by rotation and being eligible, seeks re-appointment		
3	Ordinary Resolution for Appointment of Deloitte Haskins & Sells LLP as the auditors of the Company		
4	Ordinary Resolution for appointment of branch auditors		
5	<b>Special business</b> Ordinary resolution for appointment of Ritika Suri as director liable to retire by rotation		
6	Ordinary resolution for appointment of D. N. Prahlad as an independent director		
7	Ordinary resolution for appointment of Pervinder Johar as director liable to retire by rotation		

Signed this ..... day of ..... 2017.

.....

Signature of the member

Affix revenue stamp of not less than ₹1

.....

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' 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

**3rd Annual General Meeting – June 24, 2017, 10:00 AM IST**

Folio no. / Client ID 

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

DP ID 

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

I certify that I am a member / proxy / authorized representative for the member of the Company.  
I hereby record my presence at the third Annual General Meeting of the Company at Plot No. 44, Electronics City, Hosur Road, Bengaluru 560 100, India on Saturday, June 24, 2017 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

---

