

May 28, 2019

Dear member,

You are cordially invited to attend the fifth Annual General Meeting of the members of EdgeVerve Systems Limited ('the Company') on Saturday, June 22, 2019 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/-

Mohit Joshi

Chairman of the Board

Enclosures:

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

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 5th Annual General Meeting

NOTICE is hereby given that the fifth Annual General Meeting (AGM) of the Members of EdgeVerve Systems Limited ('the Company') will be held on Saturday, June 22, 2019 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, 2019 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 Deepak Padaki (DIN: 07873499), 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 Deepak Padaki (DIN: 07873499) as a director, who he is liable to retire by rotation.

Special Business

Item no. 3 – Appointment of Mohit Joshi 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, Mohit Joshi (bearing DIN: 8339247) who was appointed as an additional director of the Company by the Board of Directors with effect from January 22, 2019, 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 Mohit Joshi 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. 4 – Appointment of Atul Soneja as Whole-time 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, Atul Soneja (bearing DIN: 08184021) who was appointed as an additional director of the Company by the Board of Directors with effect from July 20, 2018, 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 an intention to propose Atul Soneja as a candidate for the office of a

director of the Company, be and is hereby appointed as Director of the Company.

Resolved further 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) approval of the members of the Company be and is hereby accorded to the appointment of Atul Soneja (DIN: 08184021) as a Whole-time Director of the Company for a period of five years with effect from July 20, 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 below remuneration;

- **Fixed pay:** Annual fixed salary of INR 6,996,984 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 INR 4,452,636 (or such other sum that may be decided by the board subject to maximum of 150%) each fiscal year, reduced by applicable withholdings and subject to the terms and conditions contained in the applicable Bonus Plan.
- **Stock compensation:** FY'19 Stock grants at a target level of INR 3,212,210 under the Infosys Limited 2015 Stock Incentive Compensation plan. The actual grant will be made solely on Company and individual performance targets being fulfilled and 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 Atul Soneja as Whole-time director of the Company, the Company incurs the loss or its profits are inadequate, the Company shall pay to Atul Soneja 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.

Item no. 5 – Approval for changing the terms of the appointment of Sanat Rao, Whole-time director

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

RESOLVED THAT, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, and pursuant to the provisions of Section 178, 196, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof) consent of the members be and is hereby accorded to revise the annual compensation of Sanat Rao, (DIN : 07657698), Whole-time Director, with effect from October 1, 2018, on existing terms and conditions as follows;

- **Base pay:** Annual base salary of GBP 300,951 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 153,830 (or such other sum that may be decided by the board subject to a maximum of 150%) each fiscal year, less applicable withholdings and subject to the terms and conditions contained in the applicable Bonus Plan.
- **Stock compensation:** Stock grants worth GBP 151,594 at Target under the Infosys Limited 2015

Stock Incentive Compensation plan, subject to approval by the Infosys Limited Board (or its Committee). The decision whether or not to grant the award will be based on the fulfillment of individual and Company performance targets. The stock 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.

by order of the Board of Directors
for EdgeVerve Systems Limited

Sd/-

Sudhir Gaonkar
Company Secretary

Bengaluru
May 28, 2019

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 June 20, 2019, 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.

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

Item no. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board appointed Mohit Joshi (DIN: 8339247) as an Additional Director of the Company effective January 22, 2019 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, Mohit Joshi will hold office up to the date of the ensuing AGM. The Company has obtained necessary disclosures under the Companies Act, 2013.

The resolution seeks the approval of members for appointment of Mohit Joshi as non-executive Director of the Company, liable to retire by rotation. No director, key managerial personnel or their relatives, except Mohit Joshi, to whom the resolution relates, are interested or concerned in the resolution. The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

Item no. 4

The Board of directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on July 11, 2018, appointed Atul Soneja as Whole-time director of the Company for the period of five years with effect from July 20, 2018 i.e., from the effective date of obtaining director identification number, on the remuneration as set forth in the resolution.

Other terms and conditions of his appointment are as stated in the Agreement of appointment to be entered into with Atul Soneja, 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, Section 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 Atul Soneja as Whole-time Director effective July 20, 2018.

A brief profile of Atul Soneja is enclosed.

No director, key managerial personnel or their relatives, except Atul Soneja 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.

Item no. 5

The nomination and remuneration committee based on the performance evaluation, recommended revision in remuneration of Sanat Rao, Whole-time director effective October 1, 2018. The Board, at its meeting held on April 10, 2019, subject to the approval of the shareholders approved revision in remuneration. Other terms and conditions of appointment remains unchanged.

Brief particulars of revision in remuneration is mentioned below;

Particulars of remuneration	Existing Remuneration	Proposed remuneration effective October 1, 2018
Base pay	Annual base salary of GBP 286,620	Annual base salary of GBP 300,951
Variable pay	Annual variable pay at a target level of GBP 146,505	Annual variable pay at a target level of GBP 153,830
Stock compensation	Stock grants worth GBP 144,375 at Target, under the Infosys Limited 2015 Stock Incentive Compensation plan	Stock grants worth GBP 151,594 at Target, under the Infosys Limited 2015 Stock Incentive Compensation plan.
Employee benefits	During the term of office, he will be entitled to participate in the employee benefits plan as per the terms of employment.	No change

The remuneration to Sanat Rao and other directors together is well within the limits prescribed under the Companies Act, 2013. No other director except Sanat Rao is interested in the resolution.

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

Additional information on directors seeking election at the annual general meeting



Mohit Joshi

Mohit Joshi is the Chairman of the Board at EdgeVerve and President of Infosys. He is Head of Banking, Financial Services & Insurance (BFSI), Healthcare and Life Sciences at Infosys and is also responsible for firm-wide sales operations and reporting processes, including large deal pursuits and top account growth. Mohit has over 18 years of professional experience working across the US, India, Mexico, and Europe. His area of expertise lies in the intersection of financial services and technology. Mohit was also selected as a Young Global Leader (YGL) by the World Economic Forum, Davos earlier this year.

He joined Infosys in 2000 and has since worked in different capacities. In his previous role, he was responsible for leading the Financial Services practice in Europe. In 2007, Mohit was appointed as CEO of Infosys Mexico and was instrumental in setting up the first subsidiary in Latin America.

Mohit has previously worked in India with ABN AMRO and ANZ Grindlays in their Corporate and Investment banks.

Mohit holds a Master of Business Administration from the Faculty of Management Studies, Delhi University and a bachelor's degree in history from St. Stephen's College, Delhi.

He is a director in Infosys Americas Inc. and Infosys Technologies (Sweden) AB.



Atul Soneja

Atul Soneja is a Whole-time Director at EdgeVerve. Atul is the Global Head of Edge Products and Infosys Nia™. He is responsible for the overall business portfolio of EdgeVerve. He is helping customers across the Intelligent Automation continuum from deterministic to predictive to cognitive transformation, by leveraging the AI and Automation platforms and products at EdgeVerve. Atul manages the overall P&L for EdgeVerve. Prior to this role, Atul was the Senior Vice President for Financial Services at Infosys Ltd for over two decades and has diverse experience spanning Client Relationship Management, Program & Delivery management and managing Global Development Centres. He is an alumni of IIT (Indian Institute of Technology), one of the most prestigious educational institutes in India. He is an avid reader, loves traveling and a keen follower of soccer and cricket.



Sanat Rao

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) Rules, 2014]



EdgeVerve Systems Limited

CIN : U72200KA2014PLC073660

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

secretarial@edgeverve.com | www.edgeverve.com

5th Annual General Meeting – June 22, 2019, 10:00 AM IST

Name of the member	<input type="text"/>
Registered address	<input type="text"/>
Registered 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 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 **fifth** Annual general meeting of the Company, to be held on the **22nd day of June 2019 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
Ordinary business			
1	Ordinary Resolution for Adoption of financial statements for the financial year ended March 31, 2019		
2	Ordinary Resolution for Appointment of a director in place of Deepak Padaki, who retires by rotation and being eligible, seeks re-appointment		
Special business			
3	Ordinary resolution for appointment of Mohit Joshi as director		
4	Ordinary resolution for appointment of Atul Soneja as Whole-time director		
5	Ordinary resolution for revision in remuneration of Sanat Rao, Whole-time director		

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

Affix revenue stamp of not less than ₹ 1

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

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

secretarial@edgeverve.com | www.edgeverve.com

5th Annual General Meeting – June 22, 2019, 10:00 AM IST

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

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

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 **fifth** Annual General Meeting of the Company at Plot No. 44, Electronics City, Hosur Road, Bengaluru 560 100, India on Saturday, **June 22, 2019** 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

