

November 10, 2015

Dear member,

You are cordially invited to attend the Extra-ordinary General Meeting of the members of EdgeVerve Systems Limited ('the company') on Friday, December 11, 2015 at 11.00 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

Director

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

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 Extra-ordinary General meeting

NOTICE is hereby given that the Extra-ordinary General Meeting of the Members of EdgeVerve Systems Limited (the 'Company') will be held on Friday, December 11, 2015, at 11.00 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 :

Special business

Item no. 1 – Appointment of Arun Kumar Krishnan as Whole-time Director

To consider and if thought fit to pass with or without modification(s) the following 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 for a period of six months from October 9, 2015 to April 8, 2016, 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.
 - e. Company car and telephone: Use of the Company's car, chauffeur and telephone at the residence for official purposes, 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.

Item no. 2 – To authorize the Board to borrow:

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

RESOLVED THAT, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term

shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company to borrow from time to time, from one or more persons, banks, financial institutions, firms, bodies-corporate, mutual funds or other parties, all such sums of moneys as they may deem fit, by way of loans, debentures, deposits, overdraft, cash credit, guarantees, letters of credit or any other line of credit, whether the same be secured or unsecured, notwithstanding the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the company and its free reserves, that is, to say, reserves not set apart for any specific purpose, provided that the total amount up to which moneys may be borrowed by the Board of Directors shall not exceed the aggregate of the paid-up capital and free reserves of the Company by more than the sum of ₹ 3,000/- crore (Rupees Three thousand crore only) at any one time.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby also accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company to mortgage and/or charge all or any of the movable or immovable properties, both present and future or whole or substantially the whole of the undertaking or the undertakings of the Company for securing any loan, deposit, debentures, cash credit, overdraft, guarantee, letters of credit or any other line of credit obtained or as may be obtained from one or more persons, firms, bodies corporate, banks, financial institutions or other parties, together with interest, cost, charges, expenses and any other money payable by the Company in respect of such borrowings.

Item no. 3 – Issue of equity shares to Infosys Limited towards discharge of purchase consideration

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

RESOLVED THAT pursuant to Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification or re-enactment thereof for the time being in force, enabling provisions of the Memorandum and Articles of Association of the Company and subject to the permissions, consents, sanctions and approvals by any other authority, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors to issue, offer and allot up to 85,00,00,000 (Eighty five crore) equity shares of ₹ 10/- (Rupees Ten) each aggregating ₹ 850/- crore (Rupees eight hundred fifty crore) to Infosys Limited towards payment/discharge of partial purchase consideration for transfer of Finacle and Edge Services business by it to the Company pursuant to the Business Purchase Agreement dated September 30, 2015 entered into between the Company and Infosys Limited.

RESOLVED FURTHER THAT the equity shares shall rank pari passu with the existing equity shares of the Company in all respects, including dividend entitlement, if any, for the year in which they are being issued.

RESOLVED FURTHER THAT for the purpose of giving effect to the above said resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit without requiring any further approval of the shareholders.

Item no. 4 – Issue of Debentures to Infosys Limited towards discharge of purchase consideration

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

RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification thereto or re-enactment thereof for the time being in force, enabling provisions of the Memorandum and Articles of Association of the Company and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to issue, offer and allot up to 25,49,00,000 (Twenty five crore Forty Nine lakhs) unsecured Non-Convertible Debentures of ₹100/- (Rupees hundred) each aggregating ₹ 2,549/- crore (Two thousand five hundred forty nine crore) to Infosys Limited towards discharge of partial purchase consideration for transfer of business of Finacle and Edge Services by it to the Company pursuant to the Business Purchase Agreement dated September 30, 2015 entered into between the Company and Infosys Limited on such other terms and conditions as are stated in the Explanatory Statement attached to the Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to the above said resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may deem fit without requiring any further approval of the shareholders.

Item no. 5 – Acquisition of Infosys McCamish Systems LLC.

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

RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the consent of the Company be and is hereby accorded for acquisition/purchase of entire shares of Infosys McCamish Systems LLC by the Company from Infosys BPO Limited at a total consideration not exceeding USD 70 Million based on the independent valuation report, and that the consideration value be paid by cash or otherwise than in cash by issue of securities and on such other terms and conditions as may be decided by the Board of Directors.

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

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



Sudhir Gaonkar
Company Secretary

Bengaluru
November 10, 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 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 EGM.
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. 1

The Board, subject to the approval of the shareholders and of Central Government, if required, at its meeting held on October 9, 2015, appointed Arun Kumar Krishnan as the Whole-time Director of the Company.

The terms and conditions of his appointment are as follows:

1. Remuneration: As provided in the resolution.
2. Period of appointment: Six months beginning October 9, 2015 to ending on April 8, 2016.
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. 1 for approval of the members.

Item no. 2

In terms of Section 180(1)(c) of the companies Act, 2013, the Board of directors of the company shall exercise the powers to borrow money, where money to be borrowed together with the money already borrowed by the company will exceed its paid-up capital and free reserves, apart from the temporary loans if any, only with the consent of the shareholders by way of special resolution.

Since the company proposes to issue debentures to Infosys Limited towards discharge of part purchase consideration for transfer of business of Finacle and Edge Services exceeding the aggregate of paid-up share capital and its free reserves as on the date of latest audited balance sheet the resolution seeks such approval of the shareholders pursuant to Section 180(1)(c) and Section 180(1)(a) of the Companies Act 2013 to borrow and secure the borrowings in excess of the aggregate of its paid up capital and free reserves.

No director, key managerial personnel or their relatives, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 2 for approval of the members.

Item No. 3 & 4

Pursuant to the Business Purchase Agreement dated September 30, 2015 entered into between the Company and Infosys Limited, the holding company, and pursuant to the approval of the Shareholders at their meeting held on July 31, 2015 the company had acquired Finacle and Edge Services business from Infosys Limited at a total consideration of ₹ 3,399 crore to be discharged by cash or otherwise by issue of securities as may be decided by the Board of Directors of the Company. The Board of Directors of the Company, subject to necessary approvals, have proposed to issue and allot non-convertible unsecured debentures of ₹ 100/- each and equity shares of ₹ 10/- each in 75:25 ratio to Infosys Limited towards discharge of the purchase consideration. The details are as follows:

Particulars	Number of securities	Face value per security	Amount
Debentures 75%	25,49,00,000	100/-	25,49,00,00,000
Equity Shares 25%	85,00,00,000	10/-	8,50,00,00,000
Total Consideration			33,99,00,00,000

Disclosures pursuant to Rule 13 (2) of Companies (Share capital and Debentures) Rules 2014

- Object of the issue: To discharge consideration price for purchase of Finacle and Edge Services businesses from holding company Infosys Limited.
- Total number of securities to be issued:
 - 85,00,00,000 Equity shares of Rs 10/- each in the capital of the Company.
 - 25,49,00,000 Unsecured Non-convertible Debentures of ₹ 100/- each.
- Price or price band; The equity shares as well as Debentures are being issued at par value of ₹ 10/- and ₹ 100 each respectively.
- Basis on which the price has been arrived: Shares are being issued at par to the holding company towards purchase consideration for transfer of business.
- Relevant date with reference to which price has been determined: Audited financial statements as on March 31, 2015

- Class or classes of persons to whom the shares are being issued: Infosys Limited, the holding Company.
- Intention of promoters, directors to subscribe: The shares are being issued only to the holding company, from whom the business has been acquired.
- Proposed time within which allotment shall be completed: On or before March 31, 2016
- Name of the proposed allottee: Infosys Limited, and 100% equity shall be held by it.
- Change in control of the company: No change in control of the Company would occur.
- No of persons to whom allotment on preferential basis made: All shares are to be allotted only to the holding Company, Infosys Limited and to be issued at par value.
- Justification for the allotment: Discharge of consideration price to be paid to the allottee towards business transferred by it to the Company.
- Pre issue and post issue Shareholding Pattern

Name of the Shareholder	Pre-issue		Post-issue	
	Total Shares held	% of shareholding	Total Shares held	% of shareholding
Infosys Limited	461,839,994	100	1,31,18,39,994	100
Others ¹	6	0	6	0
Total	46,18,40,000	100	1,31,18,40,000	100

¹ Registered owners under Section 89 of the Companies Act, 2013.

- Terms of issue of Debentures:
 - The debentures are unsecured and non-convertible.
 - The Debentures carry interest at 10 year Government of India rate +1 % premium payable as decided mutually by both the parties
 - The Debentures are redeemable on or before expiry of 10 years from the date of issue.

The resolutions seeks approval of the Shareholders under Section 62(1)(c) and other applicable provisions of the Companies Act 2013 and the Rules made thereunder for the issue of Equity Shares and also non-convertible unsecured Debentures to Infosys Limited towards discharge of business purchase consideration.

The documents referred to in the resolution are available for inspection at the Registered Office of the Company till the date of the EGM.

None of the Directors or other Key Managerial Personnel of the Company and their relatives are, concerned or interested in the said resolution.

Items No. 5

Infosys McCamish is a US based Product Services Company whose two lines of business are undergirded by an IT Business and Services Business. The Company provides Life, Annuity and Group Insurance Services and Non-Qualified Retirement Services. The Company earned total revenue of USD 52.3 million in financial year 2014-15. Infosys McCamish Systems LLC was acquired in 2009 by Infosys BPO Limited. EdgeVerve Systems being product based company has the business advantage with required infrastructure which the McCamish needs and is willing to purchase the business from Infosys BPO Limited.

EdgeVerve Systems Limited

The Company proposes to acquire/purchase of shares held by Infosys BPO Limited in Infosys McCamish Systems LLC at an estimated consideration price of USD 70 million.

The resolution seeks approval of the shareholders of the Company for acquisition of shares/investment in Infosys McCamish Systems LLC

None of the Directors, Key Managerial Person(s) of the Company or their relatives are, concerned or interested in the said resolution.

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



Sudhir Gaonkar
Company Secretary

Bengaluru
November 10, 2015

Resolution number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Special business				
1	Appointment of Arun Kumar Krishnan as Whole-time Director			
2	To authorize the Board to borrow			
3	Issue of equity shares to Infosys Limited towards discharge of purchase consideration			
4	Issue of Debentures to Infosys Limited towards discharge of purchase consideration			
5	Acquisition of Infosys McCamish Systems LLC			

Signed this day of 2015.

.....
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 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

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

secretarial@edgeverve.com | www.edgeverve.com

Extra-ordinary General Meeting – December 11, 2015

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 Extra-ordinary General Meeting of the Company at Plot No. 44, Electronics City, Hosur Road, Bengaluru 560100, India on Friday, December 11, 2015 at 11.00 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.