

August 8, 2022

Dear member,

You are cordially invited to attend the eighth Annual General Meeting ('AGM') of the members of EdgeVerve Systems Limited ('the Company') on Tuesday, August 16, 2022 at 5.00 p.m. IST through video conference and other audio-visual means (VC).

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

Very truly yours,

Sd/-

Sudhir Gaonkar
Company Secretary

Enclosures:

1. Notice of the eighth AGM
2. Instructions to participate through VC

EdgeVerve Systems Limited
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Notice of the 8th Annual General Meeting

Notice is hereby given that the eighth Annual General Meeting (AGM) of the members of EdgeVerve Systems Limited ('the Company') will be held on Tuesday, August 16, 2022 at 5.00 p.m. IST through video conference and other audio visual means (VC), 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, 2022 and the reports of the Board of Directors ('the Board') and auditors thereon.

Item no. 2 – Appointment of Inderpreet Sawhney as a director, liable to retire by rotation

To appoint a director in place of Inderpreet Sawhney (DIN: 07925783), who retires by rotation and being eligible, seeks reappointment.

Explanation: Based on the terms of appointment, the non-executive director and non-independent chairman are subject to retirement by rotation. Inderpreet Sawhney, who was initially appointed on September 1, 2017, and last appointed on October 12, 2020, and whose office is liable to retire at the ensuing AGM, will retire and being eligible, seeks reappointment. Based on performance evaluation, the Board recommends her reappointment.

Therefore, members are requested to consider and if thought fit, pass the following resolution as an ordinary resolution:

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Inderpreet Sawhney (DIN: 07925783), as a director, who is liable to retire by rotation.

Item no. 3 – Reappointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as statutory auditors of the Company

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

RESOLVED THAT, pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the Board of Directors of the Company, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration number: 117366 W/W-100018) ("Deloitte") be and are hereby reappointed as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 8th AGM till the conclusion of the 13th AGM to be held in the year 2027, at such remuneration as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

By order of the Board of Directors
for EdgeVerve Systems Limited

Sd/-

Mohit Joshi
Chairman of the Board

July 22, 2022
Bengaluru

Notes

1. Pursuant to the General Circular numbers 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the circulars, the AGM of the Company is being held through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
3. 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.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 and 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. Members seeking to inspect such documents can send an email to: secretarial@edgeverve.com
6. In compliance with Section 107 of the Act, the Company will provide the voting through show of hands at the meeting for each of the resolutions.
7. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
8. Details of the VC are provided below:

[Click here to join the meeting through Webex](#)

Additional information on director recommended for appointment / re-appointment/ revision of remuneration as required under the applicable Secretarial Standards



Inderpreet Sawhney
Non-executive director

Inderpreet is the Group General Counsel and the Chief Compliance Officer of Infosys. In this role she leads the legal and compliance function for the Company. She is a strategic business partner ensuring success for Infosys in legal and regulatory matters, while spearheading its compliance and ethics program.

Inderpreet is a seasoned professional with over 25 years of experience, including as General Counsel of a large IT services company, and as Managing Partner of a mid-sized law firm in Silicon Valley. She serves on the Board of Directors of NYSE listed Hillenbrand Inc. and is a member of the National Advisory Council of SABANA (South Asian Bar Association of North America).

She was an honoree at the 2017 Transformative Leadership Awards, recognizing General Counsel who demonstrate commitment to advancing women in law. She is also a recipient of the Thought Leadership Award at the 2018 Global Transformative Leadership Awards and was featured among the top 25 Women Leaders in IT Services of 2020, published by The IT Services Report.

She is a frequent speaker at global conferences.

Inderpreet has a BA (Hons.) and LL.B. degree from Delhi University and an LL.M. from Queen’s University, Kingston, Canada.

Age: 57 years

Nature of expertise in specific functional areas: Product Architecture and Product Development

Disclosure of inter-se relationships between directors and key managerial personnel: Nil

Companies (Other than EdgeVerve) in which Inderpreet Sawhney holds directorship and committee membership:

Infosys Americas Inc.	Director
Infosys BPM Limited	Director
Infosys Nova Holdings LLC	Director
Hillenbrand Inc	Director

Shareholding in the Company: Nil

Remuneration proposed to be paid: Nil

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended: Inderpreet Sawhney was first appointed as non-executive director effective September 1, 2017. She does not draw any remuneration from EdgeVerve. The meeting attendance details are provided in corporate governance report section of this annual report.