

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U72200KA2014PLC073660

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AADCE6300K

(ii) (a) Name of the company

EDGEVERVE SYSTEMS LIMITED

(b) Registered office address

Plot No. 44, Electronic City,  
Hosur Main Road,  
Bangalore  
Bangalore  
Karnataka  
560100

(c) \*e-mail ID of the company

secretarial@edgeverve.com

(d) \*Telephone number with STD code

918039522222

(e) Website

www.edgeverve.com

(iii) Date of Incorporation

14/02/2014

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	INFOSYS LIMITED	L85110KA1981PLC013115	Holding	100

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

#### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	4,100,000,000	1,311,840,000	1,311,840,000	1,311,840,000
Total amount of equity shares (in Rupees)	41,000,000,000	13,118,400,000	13,118,400,000	13,118,400,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	4,100,000,000	1,311,840,000	1,311,840,000	1,311,840,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	41,000,000,000	13,118,400,000	13,118,400,000	13,118,400,000

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	6	1,311,839,9	1311840000	13,118,400,	13,118,400	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
<input type="text" value="Not applicable"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
<input type="text" value="Not applicable"/>						
<b>At the end of the year</b>	6	1,311,839,9	1311840000	13,118,400,	13,118,400	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
<input type="text" value="Not applicable"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
<input type="text" value="Not applicable"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		30/09/2021	
Date of registration of transfer (Date Month Year)		10/11/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		EVSL00501	
Transferor's Name	Rao		Sowmya
	Surname	middle name	first name
Ledger Folio of Transferee		EVSL00502	

Transferee's Name	<input type="text" value="Kini"/>	<input type="text"/>	<input type="text" value="Rajesh"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	5,360,000,000	0	5,360,000,000	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

30,053,760,267

**(ii) Net worth of the Company**

8,062,609,726

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,311,839,994	100	0	
10.	Others	0	0	0	
	<b>Total</b>	1,311,839,994	100	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	



	<b>Total</b>	6	0	0	0
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**Total number of shareholders (other than promoters)**

6

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

7

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	6	6
Debenture holders	1	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	2	3	2	5	0	0
(i) Non-Independent	2	3	2	5	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	2	3	2	5	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MOHIT JOSHI	08339247	Director	0	
SANAT RAO	07657698	Whole-time director	0	
SATEESH SEETHARAI	09328904	Whole-time director	0	
DEEPAK RAGHUNATH	07873499	Director	0	30/06/2022
INDERPREET SAWHN	07925783	Director	0	
MARTHA GEIGER KING	09166670	Director	0	
DENNIS KANTILAL GA	09310292	Director	0	
RAJESH MANJESHWAR	AAVPK2257J	CFO	1	
SUDHIR SHRIDHAR G	AQGPG9740B	Company Secretary	1	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ATUL SONEJA	08184021	Whole-time director	16/07/2021	Cessation
DENNIS KANTILAL GA	09310292	Additional director	13/09/2021	Appointment
MARTHA GEIGER KING	09166670	Additional director	10/05/2021	Appointment
DENNIS KANTILAL GA	09310292	Director	30/09/2021	Change in designation
SATEESH SEETHARAI	09328904	Whole-time director	30/09/2021	Change in designation
MARTHA GEIGER KING	09166670	Director	30/09/2021	Change in designation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2021	7	6	100

## B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/04/2021	5	5	100
2	12/07/2021	6	6	100
3	27/09/2021	6	5	83.33
4	11/10/2021	7	6	85.71
5	10/01/2022	7	7	100

## C. COMMITTEE MEETINGS

Number of meetings held

1

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Corporate Soc	12/04/2021	3	3	100

## D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 16/08/2022 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MOHIT JOSHI	5	5	100	1	1	100	Yes
2	SANAT RAO	5	4	80	0	0	0	Yes
3	SATEESH SE	2	2	100	0	0	0	Yes
4	DEEPAK RAG	5	4	80	1	1	100	Yes

5	INDERPREET	5	5	100	1	1	100	Yes
6	MARTHA GEI	4	4	100	0	0	0	Yes
7	DENNIS KAN	3	3	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANAT RAO	Whole-time dire	137,931,476	0	21,723,968	0	159,655,444
2	SATEESH SEETHA	Whole-time dire	9,220,811	0	1,014,951	0	10,235,762
3	ATUL SONEJA	Whole-time dire	8,713,174	0	0	0	8,713,174
	Total		155,865,461	0	22,738,919	0	178,604,380

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJESH MANJESH	Chief Financial C	11,119,235	0	392,246	0	11,511,481
2	SUDHIR SHRIDHA	Company Secre	2,497,282	0	37,404	0	2,534,686
	Total		13,616,517	0	429,650	0	14,046,167

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Parameshwar G Hegde

Whether associate or fellow

Associate  Fellow

Certificate of practice number

640

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by  
SATEESH SEETHARA  
MIAH  
Date: 2022.08.30  
21:42:36 +05'30'

DIN of the director

09328904

To be digitally signed by

Digitally signed by  
SUDHIR SHRIDHAR  
GAONKAR  
Date: 2022.08.30  
21:42:55 +05'30'

Company Secretary

Company secretary in practice

Membership number

34203

Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

List of Shareholders.pdf  
EV\_MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

First Name	Middle Name	Last Name	Folio Number	DP ID-Client Id Account Number	Number of Shares held	Class of Shares
Infosys Limited				IN30302851175295	1,311,839,994	Equity share
Neha		Jain	EVSL00202			1 Equity share
Manikantha		Anur Gurugopala Raju	EVSL00301			1 Equity share
Rekha	Surendranath	Kamath	EVSL00401			1 Equity share
Rajesh		Kini	EVSL00502			1 Equity share
Bindu		Raghavan	EVSL00601			1 Equity share
Sudhir	Shridhar	Gaonkar	EVSL00701			1 Equity share

For EdgeVerve Systems Limited

*Sudhir Gaonkar*  
Sudhir Gaonkar  
Company Secretary



**FORM NO. MGT-8**

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of  
Companies (Management and Administration) Rules, 2014]

I have examined the registers, records and books and papers of **EDGEVERVE SYSTEMS LIMITED (CIN: U72200KA2014PLC073660)** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on March 31, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. its status under the Act.
  2. maintenance of registers/records & making entries therein within the time prescribed therefor.
  3. filing of forms and returns with the Registrar of Companies within the prescribed time except in cases of forms filed beyond prescribed time with additional fees, if any.
  4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions if any, have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed.
  5. The Company has not closed/was not required to close its Register of Members.
  6. As per the information given by the Company, the Company has not made any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act during the financial year.
  7. contracts/arrangements with related parties as specified in section 188 of the Act.
  8. There was no issue or allotment of shares, transfer or transmission of shares and issue of share certificates during the year and there was no issue or redemption of preference shares, alteration or reduction of share capital/conversion of shares/ buy back of securities, during the financial year.
  9. The company has not kept in abeyance any rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year.
  10. There was no declaration/ payment of dividend; and there was no unpaid / unclaimed dividend/other amounts to be transferred to the Investor Education and Protection Fund pursuant to section 125 of the Act during the financial year.



11. signing of audited financial statement as per the provisions of section 134 and other applicable provisions of the Act and report of directors is as per sub-sections (3), (4) and (5) of section 134 of the Act thereof .
12. constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.  
There was no casual vacancy in the Board during the year.
13. There was no appointment/ reappointment of auditors under section 139 of the Act and there was no casual vacancy of auditors during the year.
14. The Company was not required to take any approval from the Central Government or such other authorities under the various provisions of the Act during the financial year;
15. The Company has not accepted/renewed/repaid any deposits from the public during the financial year.  
Out of 25,49,00,000 unsecured non-convertible debentures of Rs. 100 each aggregating Rs 2,549 crore issued to Infosys Limited, its holding Company, towards payment of part consideration for transfer of business pursuant to Business Purchase Agreement dated September 30, 2015 entered into between the Company and Infosys Limited, the Company has redeemed 5,36,00,000 debentures aggregating Rs. 536 crore and there are no outstanding unsecured non-convertible debentures as on March 31, 2022 and the Company has represented that the said debentures do not fall within the purview of Section 73 & 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and hence it was not required to comply with the requirements of the said rules except to the extent of sub rule (3) of Rule 16A of the rules.
16. The company has not borrowed from its directors, members, public financial institutions, banks and others and created/ modified/ satisfied any charges during the financial year.
17. As per the information given by the Company, the Company has not made any loans, given guarantees or provided securities to other bodies corporate or persons falling under the provisions of section 186 of the Act during the financial year. The Company has complied with provisions of the Act & Rules made thereunder in respect of investments made.
18. The Company has not altered the provisions of the Memorandum and/or Articles of Association of the Company during the financial year.

PARAME  
SHWAR  
GANAPA  
T HEGDE

P.G.HEGDE  
HEGDE & HEGDE  
COMPANY SECRETARIES  
C.P. No. : 640  
UDIN: F001325D000843287

Place: Bangalore  
Date: 25.08.2022

*This certificate is to be read with Annexure which forms an integral part of this certificate.*

## Annexure

To,  
Edgeverve Systems Limited,  
Bengaluru

My certificate in Form MGT 8 on the Annual Return (MGT-7) as on the financial year ended on March 31, 2022 of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Form MGT-7. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. The compliance of the provisions of the Companies Act 2013, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of records on test basis.
4. The certificate is issued based on the verification secretarial records furnished by/obtained from the Company and also the information provided by the Company electronically.

Place: Bangalore  
Date: 25.08.2022

PARAME  
SHWAR  
GANAKA  
TI HEGDE

P.G.HEGDE  
HEGDE & HEGDE  
COMPANY SECRETARIES  
C.P. No. : 640  
UDIN: F001325D000843287