

Transcript of the 9th Annual General Meeting of EdgeVerve Systems Limited held on May 15, 2023, at 5.00 p.m. IST through video conference.

Hello everybody! Good evening and welcome to the 9th AGM of EdgeVerve Systems Limited. My name is Dennis Gada – Non-executive Director, and I am joining from Pune, India.

Before we start the main proceedings of the meeting, I request my colleagues on the video conference to introduce themselves we will start with, will you Inderpreet.

Inderpreet Sawhney – Good morning, good evening, everyone, I am Inderpreet Sawhney joining from Seattle

Dennis Gada – Sateesh

Sateesh Seetharamiah – Hi everyone, this is Sateesh Seetharamiah, joining from my home office in Bangalore.

Dennis Gada – Rajesh

Rajesh Kini – Hello everyone, good evening, good morning I am Rajesh Kini, Chief Financial Officer, joining in from the Infosys campus.

Dennis Gada – Sanat

Sanat Rao – Hello everyone, this is Sanat, joining from my residence in London.

Dennis Gada – Now I request Company Secretary Prakash Bharadwaj to confirm the quorum for the meeting.

Prakash Bharadwaj - We have six Members who have joined through VC today. Two Members have joined with me, Rajesh Kini and Sudhir Gaonkar. So, I confirm we have requisite quorum to commence the proceedings of the meeting.

So May I request the Members and the directors to select elect chairperson to preside over the meeting please.

Manikantha AGS – I request Dennis to chair this meeting.

Prakash Bharadwaj - Thank you, the Directors and Members have unanimously elected Dennis Gada as the Chairperson of the meeting.

Dennis Gada - Thank you. So, we have the requisite quorum present through VC to conduct the proceedings of the meeting. Participation of Members through VC is being reckoned for the purpose of quorum as per the circulars issued by Ministry of Corporate Affairs and section 103 of the Companies Act, 2013. The quorum being present, I call this meeting to order.

Apart from all my colleagues and Members, we also have representatives of Statutory auditors – Deloitte Haskin & Sells LLP and Secretarial auditor - Parameshwar G. Hegde, who have joined this meeting as well.

Now I request Prakash to provide general instructions to the Members regarding participation in this meeting.

Prakash Bharadwaj – Thank you, Dennis. Members may note that this meeting is being held through VC in accordance with the Companies Act and circulars issued by the Ministry of Corporate Affairs.

- Facility for joining this meeting through video conference is made available for the Members.
- The Register of Directors and KMP and the Register of Contracts and Arrangements in which directors are interested, has been made available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents may send their requests to secretarial@edgeverve.com.
- As the AGM is being held through VC, the facility for appointment of proxies by the Members was not applicable and hence the proxy register for inspection is not available.
- Members can ask their questions during the Q & A session post the proceedings of the meeting through the video feature.
- The meeting is convened at a shorter notice, we have received from all Members the consent for the same.
- The resolutions as set forth in the notice will be put to vote through show of hands.
- Members may also note that this meeting is being recorded.

Dennis Gada - Thank you, Prakash.

The Company has taken all feasible efforts to enable Members to participate through VC and vote at the AGM. I thank all the Members, colleagues on the Board, auditors and the management team for joining this meeting.

Now I request the Company Secretary to provide a summary of the Auditors' Report.

Prakash Bharadwaj – Thank you, the Statutory Auditors, Deloitte Haskins & Sells LLP and Secretarial Auditor, Parameshwar G. Hegde have expressed unmodified opinion in their respective audit reports for the financial year ended March 31st, 2023. There were no qualifications, observations or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Company. The statutory auditor's report is annexed to the financial statements of the Company in the annual report and the secretarial auditor report is also enclosed as Annexure 3 to the Board's report. Thank you.

Dennis Gada - Thank you, Prakash. I now request Rajesh Kini, CFO to present the financial highlights please.

Rajesh Kini - Thank you, Dennis.

Prakash Bharadwaj – Let me just share the document.

Rajesh Kini – Yeah, next slide please. I hope the slide is visible.

Dennis Gada – Yes

Sateesh Seetharamiah - Yeah

Rajesh Kini - The highlights of the financial performance for FY'23, the revenue stood at 3,446 crores against 3,005 crores in FY'22 which is 14.7% increase. The operating profit stood at 1,196 crores versus 981 crores in FY'22. The operating margin is at a healthy at 34.7% against 32.6% in FY'22. The free cash flows stood at 656 crores against 719 crores in FY 2022, the slight dip is because we have received income tax refund on the last day of the previous financial year, next please.

The profit and loss statement in detail, we had a revenue of 3,446 and an operating profit of 1,196 crores. There was no interest expense because we have paid off the debt in the previous year. The non-operating income stood at 71 crores as against 47 crores for last year, this is mainly because of our higher cash flows during the year and no debt payment and provision for tax payments is 338 crores against 276 crores. The ETR remains the same around 25% and net profit at 930 crores versus 750 crores in the last fiscal. A net profit is at a healthy 27% margin. A healthy balance sheet we have equity of 1467 crores versus 806 crores of previous year. Next Please.

The operating cash flow stood at 697 crores versus 749 crores last year. We have paid out one of the key items this year is, we have paid dividend interim dividend to our parent which stood 275 crores and the net change in cash and cash equivalent is 376 crores and cash and cash equivalent at the closing is 603 crores versus 227 crores in the previous year.

Dennis Gada - Thank you, Rajesh. So, as the Notice has already circulated to all the Members, I take the Notice convening the meeting as read.

Before we proceed, I'm pleased to bring to your notice that, as required under the Companies Act, 2013, the Company requests the Members to provide their assent/dissent through show of hands on all resolutions set forth in the Notice.

If any Member desires to ask any question pertaining to this item, or any other item on the Notice, he/she may do so. Members are requested to keep their questions brief and specific.

So, we will now take up the resolutions as set forth in the Notice.

Item No. 1 of the Notice - To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, and the reports of the Board and auditors thereon.

The Financial Statements of the Company for the year ended March 31, including the reports of the Board and Auditors have already been provided to the Members.

Are there any questions from the Members pertaining to this Item?

Ok, I request a Member to propose the resolution.

A.G.S Manikantha - I propose the resolution.

Dennis Gada - Thank you, Mani. Now I request another Member to second the resolution.

Sudhir Gaonkar – I second the resolution.

Dennis Gada - Thank you, Members favoring the resolution may show their hands.

Thank you, this resolution has been passed unanimously.

We will now take up next one:

Item No. 2 of the Notice - Declaration of final dividend of ₹ 3.05 per equity share for the year ended March 31, 2023.

Are there any questions from the Members pertaining to the Item? Not

I request a Member to propose the resolution.

Sudhir Gaonkar - I propose the resolution.

Dennis Gada - I request another Member to second the resolution.

Rekha Kamath- I second the resolution.

Dennis Gada - Thank you Rekha.

Members favoring the resolution may show their hands.

Thank you, this resolution has been passed unanimously.

We now take up:

Item No. 3 of the Notice - To appoint a director in place of Martha King (DIN: 09166670), who retires by rotation and being eligible, seeks reappointment.

Are there any questions from the Members pertaining to this Item? Ok

I request a Member to propose the resolution.

Rajesh Kini - I propose the resolution.

Dennis Gada - Thank you. Now I request another Member to second the resolution.

Roshni Raval - I second the resolution.

Dennis Gada - Thank you, Roshni.

Members favoring the resolution may show their hands.

This resolution has been passed unanimously.

We now pick up the next item:

Item No. 4 of the Notice – Reappointment of Sanat Rao as Whole-time Director of the Company for a period commencing from April 11, 2023, and ending on April 11, 2024

The text of the resolution along with the explanatory statement is provided in the Notice circulated to the Members.

Are there any questions from the Members pertaining to this Item? Ok

I request a Member to propose the resolution.

Rajesh Kini - I propose the resolution.

Dennis Gada – Thank you. I request another Member to second the resolution.

Rekha Kamath – I second the resolution.

Sudhir Gaonkar – I second the resolution.

Dennis Gada – Thank you, Members favoring the resolution may show their hands.

Thank you, this resolution has been passed unanimously. So, all the resolutions mentioned in the Notice for the 9th AGM have been passed unanimously.

There being no other business to transact, the 9th AGM comes to an end. Thank you for attending the Meeting and I hereby declare the proceedings as closed.

Thank you.