



EdgeVerve Systems Limited

Annual Report 2021-22

The EdgeVerve Board of Directors*



Mohit Joshi
Chairman



Sanat Rao
Whole-time Director



Sateesh Seetharamiah
Whole-time Director



Inderpreet Sawhney
Director



Martha King
Director



Dennis Gada
Director



Deepak Padaki
Director

* As on March 31, 2022

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Board's report

Dear members,

The Board of Directors ('BOD') hereby submits the report of the business and operations of the Company ('the Company' or 'EdgeVerve'), along with the audited financial statements, for the financial year ended March 31, 2022.

1. Results of our operations and state of affairs

in ₹ lakh, except per share data

Particulars	2022	2021
Income from software products, platforms and services	300,538	277,750
Cost of Sales	167,795	153,758
Gross Profit	132,742	123,992
Operating expenses		
Selling and marketing expenses	16,800	15,391
General and administration expenses	17,857	19,853
Total operating Expenses	34,657	35,244
Operating Profit	98,086	88,748
Other income, net	4,706	804
Profit before interest and tax	102,792	89,552
Finance Cost	206	6,120
Profit before tax	102,586	83,432
Tax Expense	27,555	17,822
Net profit after tax	75,032	65,610
Other comprehensive income		
Items that will not be reclassified subsequently to profit or loss		
Remeasurement of the net defined benefit liability/asset	539	185
Items that will be reclassified subsequently to profit or loss	-	-
Total other comprehensive income, net of taxes	539	185
Total other comprehensive income	75,571	65,795
Earnings per share (at par value of ₹ 10 each)		
Basic	5.72	5.00
Diluted	5.72	5.00

Revenue

Our revenue from operations on a standalone basis increased to ₹ 300,538 lakh from ₹ 277,750 lakh in the previous year, at an increase of 8.20%.

Profits

Our gross profit amounted to ₹ 132,742 lakh (44.2% of revenue), as against ₹ 123,992 lakh (44.6% of revenue) in the previous year. Sales and marketing costs were 5.6% of our revenue for the year ended March 31, 2022 as compared to 5.5% for the year ended March 31, 2021. General and administration expenses were 5.9% of our revenues for the year ended March 31, 2022 as compared to 7.1% for the year ended March 31, 2021. The operating profit amounted to ₹ 98,086 lakh (32.6% of revenue), as against ₹ 88,748 lakh (32% of revenue), in the previous year. The profit before tax was ₹ 102,586 lakh (34.1% of revenue), as against ₹ 83,432 lakh (30% of revenue) in the previous year. Net profit was ₹ 75,032 lakh (25% of revenue), as against ₹ 65,610 lakh (23.6% of revenue) in the previous year.

Capital expenditure

This year we incurred capital expenditure of ₹ 2,810 lakh. This comprises ₹ 2,799 lakh for investment in computer equipment, ₹ 2 lakh in furniture & fixtures and the balance of ₹ 9 lakh in infrastructure. In the previous year, we incurred capital expenditure of ₹ 2,675 lakh. This comprises ₹ 2,623 lakh for investment in computer equipment ₹ 5 lakh in furniture & fixtures and the balance of ₹ 47 lakh in infrastructure.

Liquidity

Our principal sources of liquidity are cash and cash equivalents and the cash flow that we generate from our operation. We maintain sufficient cash to meet our strategic and operational requirements. We understand that liquidity in the Balance Sheet has to balance between earning adequate returns and the need to cover financial and business requirements. Liquidity enables us to be agile and ready for meeting unforeseen business needs. We believe that our working capital is sufficient to meet our current requirements. As on March 31, 2022, we had liquid assets (includes cash and cash equivalents and investments) of ₹ 60,843 lakh, as against ₹ 38,654 lakh at the previous year-end. These funds comprise of balances with banks in current and deposits accounts and investment in liquid mutual funds. The details of these investments are disclosed under the 'non-current and current investments' section in the financial statements in this Annual Report.

Deposits from public

The Company has not accepted any deposits including from the public and as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

Transfer to reserves

The Company does not propose to transfer any amount to general reserve.

Dividend

The directors do not recommend any dividend for the financial year ended March 31, 2022.

Particulars of loans, guarantees or investments

The Company has not made any loan directly or indirectly to any person or other body corporate nor guaranteed nor provided security in connection with the loan to any other body corporate during the year and the Company has not acquired by way of subscription, purchase or otherwise securities of any other body corporate, exceeding the limits prescribed in Section 186 of the Companies Act, 2013.

Particulars of contracts or arrangements with related parties

Particulars of contracts or arrangements entered into with related parties pursuant to Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is attached as Annexure 1 to the Board's report.

Material changes and commitments affecting financial position between the end of the financial year and date of report

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of the report.

Share capital and debentures

In 2015, the Company had purchased the Finacle and Edge Services business from its holding company Infosys Limited for the total consideration of ₹ 339,900 lakh. The Company settled the payment towards purchase consideration by way of issue of fully-paid-up equity shares of the Company and debentures. The Company issued 8,500 lakh equity shares of ₹ 10 each amounting to ₹ 85,000 lakh and 2,549 lakh unsecured debentures of ₹ 100 each amounting to ₹ 254,900 lakh in full and final settlement to Infosys Limited. Necessary approval of the shareholders was obtained.

With the issue of the above shares, the authorized share capital of the Company as on March 31, 2022 stood at ₹ 410,000 lakh and paid-up capital of the Company stood at ₹ 131,184 lakh. There has been no fresh issue of capital during the year.

The Company has not issued any shares with differential rights, sweat equity shares or shares under employee stock option scheme. The Company has also not bought back any shares.

During the year the Company has redeemed debentures worth ₹ 53,600 lakhs divided into 536 lakh debentures of ₹ 100 each in various tranches. The Company has repaid outstanding debentures fully and has become debt free company since June 2021.

2. Products

EdgeVerve Systems Limited, a wholly owned subsidiary of Infosys, is a global leader in developing digital platforms, assisting clients to thrive in their digital transformation journey. Our purpose is to inspire enterprises with the power of digital platforms thereby enabling our clients to innovate on business models, drive game-changing efficiency and amplify human potential. Our platforms portfolio across Banking (Finacle), Automation (AssistEdge), Document AI (XtractEdge) and Supply Chain (TradeEdge) help inspire financial institutions towards better banking, global enterprises to discover & automate processes, digitize & structure unstructured data and unlock the power of the network by integrating value chain partners.

Finacle is an industry leader in digital banking solutions, partnering with emerging and established financial institutions to inspire better banking. Our cloud-native solution suite and SaaS services help banks engage, innovate, operate, and transform better to scale digital transformation with confidence. Finacle solutions address the core banking, lending, digital engagement, payments, cash management, wealth management, treasury, analytics, AI, and blockchain requirements of financial institutions globally. Finacle's componentized structure allows banks to deploy and upgrade solutions flexibly as per their business priorities (on a private, public, or hybrid cloud). Our offerings are differentiated by our functionally rich Finacle solution suite, composable architecture, culture and entrepreneurial spirit of a start-up. We are also known for an impeccable track record of helping financial institutions of all sizes drive digital transformation at speed and scale. This has enabled Finacle to be consistently rated as a leader across core banking, digital engagement, corporate banking, and payments spaces by major industry analysts. Today, banks in more than 100 countries rely on Finacle to help more than a billion people and millions of businesses to save, pay, borrow, and invest better.

AssistEdge, consistently rated as a leader in the automation space, offers a connected automation platform that enables enterprises to scale in their automation journey. A comprehensive suite to drive initiatives around process discovery, intelligent automation, recrafting customer experience and enabling digital workforce orchestration. AssistEdge has been called out as a pioneer in the process discovery and task mining space. Currently, AssistEdge supports over 100 global customers in their automation journey and is powering some of the largest global automation implementations.

TradeEdge is a cloud based SaaS platform that has been delivering channel visibility, driving demand planning and short term replenishment to brand manufacturers across the globe. In the aftermath of pandemic, TradeEdge has transformed itself into a peer-to-peer networking platform extending its relevance to the supply side as well. With the explosion of ecommerce and new product introduction, demand signals have become even more fragmented. Supply disruptions and meeting increasing consumer expectations have called for innovative ways to orchestrate orders and fulfil demand. TradeEdge is playing a key role in driving this transformation for top 20 global brands connecting them with more than 6000 distributors, 1000 retail partners across 130 countries.

XtractEdge, a powerful Document AI platform enabling enterprises to gain insights and enhanced decision making from existing documents. With a vision to democratize document

digitization for enterprises and embedded with state of the art AI capabilities including computer vision, NLP and machine learning, XtractEdge can handle numerous complex documents including, legal contracts, commercial insurance documents, SOPs, images, handwritten notes, PDFs, emails, or any other complex unstructured data source.

EdgeVerve, with a deep rooted entrepreneurial culture, our innovations are helping global corporations across financial services, insurance, retail, consumer & packaged goods, life sciences, manufacturing telecom and utilities.

3. Corporate Governance

Our corporate governance practices reflect our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times.

Corporate governance is about maximizing shareholder value legally, ethically and sustainably. At EdgeVerve, the goal of corporate governance is to ensure fairness for every stakeholder. Sound corporate governance is critical to enhance and retain stakeholder trust. The Company always seeks to ensure that its performance is driven by integrity and values. The Board exercises its fiduciary responsibilities in the widest sense of the term.

At EdgeVerve, the Board of Directors ensure accountability, fairness and transparency, in company's relationship with the stakeholders such as clients, shareholders, employees, management, government and the community as a whole. The Company has complied with all norms of corporate governance applicable to unlisted public limited companies as envisaged under the Companies Act, 2013 and the Rules made thereunder.

Our Corporate governance report for fiscal 2022 forms part of this Annual Report.

Number of meetings of the Board

The Board met five times during the financial year. The meeting details are given in the corporate governance report that forms part of this Annual Report.

The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

Policy on directors' nomination, appointment and remuneration

The current policy is to have an appropriate mix of executive and non-executive directors on the Board and separate its functions of governance and management. As on March 31, 2022, the Board comprised seven members, two members were executive directors, five members were non-executive directors of whom two were women directors. As such, the composition of the Board is in conformity with the provisions of Section 149 and other applicable provisions of the Companies Act 2013.

The Board periodically evaluates composition and size in order to ensure proper balance of executive and non-executive directors and ensures Board diversity.

The Board affirms that the remuneration paid to the directors is in conformity with the Nomination and Remuneration Policy of the Company. There has been no change to the Nomination and Remuneration Policy adopted by the Company during the year.

The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes of a director and other matters, as required under sub section (3) of Section 178 of the Companies Act, 2013, is available on our website, at: <https://www.edgeverve.com/about/corporate-governance/>.

Risk management

The Company follows the risk management framework adopted by holding company Infosys Limited. Please refer page 171 from the following link: <https://www.infosys.com/investors/reports-filings/annual-report/annual/documents/infosys-ar-21.pdf>.

Board evaluation

As required under Section 134(3) of the Companies Act, 2013 and the Rules made thereunder the evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The process of evaluation has been explained in the corporate governance report section of this Annual Report.

Board of Directors and Key managerial personnel

Chairman of the Board

Mohit Joshi, was a non-executive Chairman of the Board for the financial year 2021-22.

Appointment

During the year the Board has appointed following directors

1. Martha King was appointed as non-executive director of the Company effective May 10, 2021 liable to retire by rotation. The shareholders have approved her appointment at the 7th AGM held on September 30, 2021.
2. Dennis Gada was appointed as non-executive director of the Company effective September 13, 2021 liable to retire by rotation. The shareholders have approved his appointment at the 7th AGM held on September 30, 2021.
3. Sateesh Seetharamiah was appointed as a Whole-time Director of the Company for a period of five years effective September 27, 2021. The shareholders have approved his appointment at the 7th Annual General Meeting ("AGM") held on September 30, 2021.

Resignation

During the year Atul Soneja has resigned as director of the Company effective July 16, 2021.

Re-appointment

Pursuant to Section 152 (6) of the Companies Act, 2013, Inderpreet Sawhney, who has served the longest on the Board, retires by rotation at the ensuing AGM. Inderpreet Sawhney, being eligible, offers herself for reappointment.

Her reappointment as director requires the approval of the members at the AGM. The necessary resolution for obtaining

the approval of members with regard to reappointment of Inderpreet Sawhney as a Director liable to retire by rotation is being placed before the members.

Committees of the Board

Pursuant to provisions of Section 135 of the Companies Act, 2013, the Company has constituted the Corporate Social Responsibility Committee. The composition of the committee and related compliances and disclosures, as required under applicable provisions of the Act and Rules, are furnished in the attached Corporate Governance Report.

Meeting of the independent directors

Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 exempts wholly owned subsidiary company from appointing an independent director. EdgeVerve is a wholly owned subsidiary company of Infosys Limited and therefore appointment of independent directors is not applicable. By virtue of exemption, there are no independent directors appointed.

Subsidiaries, associate companies, joint ventures etc

The Company does not have any subsidiaries, associate companies, or joint ventures.

Significant and material orders

There was no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

Annual return

The annual return as required under Section 134(3) of the Companies Act, 2013, is made available for the members on <https://www.edgeverve.com/about/corporate-governance/>.

Secretarial standards

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

Directors' Responsibility statement

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair values and the provisions of the Act (to the extent notified). The Ind AS are prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, and relevant amendment rules issued there after.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The directors confirm that:

- a. In the preparation of the annual accounts for the financial year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures if any;
- b. They had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. They had prepared the annual accounts on a going concern basis; and
- e. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Particulars of employees

Following disclosures as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forming part of Annexure 2 to the Board's report;

- i. Statement containing the names of top 10 employees in terms of remuneration drawn.
- ii. Details of employees posted in India throughout the fiscal and in receipt of a remuneration of ₹ 1.02 crore or more per annum.
- iii. Details of employees posted in India for part of the year and in receipt of ₹8.5 lakh or more a month.

The details of employees posted outside India and in receipt of a remuneration of ₹60 lakh or more per annum or ₹5 lakh or more a month will be made available on request.

2. Audit Report and Auditors

Audit Reports

The Auditors have issued an unqualified opinion on the financial statements of the company for the year ended March 31, 2022. Their report for fiscal 2022 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

Parameshwar G. Hegde of Hegde & Hegde, Practicing Company Secretaries (FCS: 1325, CP No. 640), was appointed to conduct the secretarial audit of the Company for the fiscal 2022, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for fiscal 2022 forms part of the Annual Report as Annexure 3 to the Board's report. The report does not contain any qualification, reservation or adverse remark.

Statutory Auditors

Under Section 139(2) of the Companies Act, 2013 and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years and each

such term would require approval of the shareholders. In line with the requirements of the Companies Act, 2013, Statutory Auditor M/s Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number 117366W/ W-100018) were appointed as Statutory Auditors of the Company at the 3rd AGM held on June 2, 2017, to hold office from the conclusion of the said meeting till the conclusion of the 8th AGM to be held in the year 2022. The term of office of M/s Deloitte Haskins & Sells LLP, as Statutory Auditors of the Company will conclude from the close of the 8th AGM of the Company.

The Board, at its meeting held on April 12, 2022, proposed reappointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number 117366W/ W-100018) as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the 8th AGM till the conclusion of the 13th AGM to be held in the year 2027 and will be placed for the approval of the shareholders at the ensuing AGM.

During the year, the statutory auditors have confirmed that they satisfy the independence criteria required under the Companies Act, 2013, the Code of Ethics issued by the Institute of Chartered Accountants of India and the Public Company Accounting Oversight Board.

The Board recommends their reappointment to the shareholders. The notice convening the 8th AGM sets out the details.

Secretarial Auditor

As required under Section 204 of the Companies Act, 2013 and Rules thereunder, the Board appointed Parameshwar G. Hegde of Hegde & Hegde, Practicing Company Secretaries, as secretarial auditor of the Company for fiscal 2023.

Reporting of frauds by auditors

During the year under review, neither the statutory auditors nor the secretarial auditor has reported under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

Cost records and cost audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

3. Others

Corporate Social Responsibility

The Company has constituted the CSR committee as per the requirements of the Companies Act, 2013. The CSR amount is allocated for projects undertaken at group level through Infosys Foundation.

The Board hence adopted the group CSR policy which is available for download from <https://www.edgeverve.com/about/corporate-governance/>.

The annual report on CSR activities is appended as Annexure 4 to the Board's report. The details about the corporate social responsibility committee forms part of corporate governance report.

Internal complaints committee

Infosys' goal has always been to create an open and safe workplace for every employee to feel empowered, irrespective of gender, sexual preferences, and other factors, and contribute to the best of their abilities. Towards this, established Anti-Sexual Harassment Initiative (ASHI), which enables a positive and safe work environment for our employees.

Our ASHI practices are managed at group level within Infosys. Infosys has constituted an Internal Committee (IC) to consider and resolve all sexual harassment complaints reported by women. The IC has been constituted as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the committee includes external members from NGOs or with relevant experience. Investigations are conducted and decisions made by the IC and a senior woman employee is the presiding officer over every case. Half of the total members of the IC are women. The role of the IC is not restricted to mere redressal of complaints but also encompasses prevention and prohibition of sexual harassment.

For the year ended March 31, 2022, there were no complaints raised under ASHI.

Conservation of energy, technology absorption, foreign exchange earnings and outgo

The operations of our Company are not energy intensive. However, adequate measures have been taken to reduce energy consumption by using energy efficient computers and

by the purchase of energy efficient equipment. The Company constantly evaluates new technologies and invests in them to make its infrastructure more energy efficient.

Foreign exchange earned and used for the year ended March 31, 2022

Particulars	As at March 31	
	2022	2021
Foreign exchange earnings	215,700	202,370
Foreign exchange outgo (including capital goods and imported software packages)	59,467	58,166

in ₹ lakh

Acknowledgment

We thank our customers, vendors, investors and bankers for their continued support during the year. We place on record our sincere appreciation of the contribution made by employees at all levels. Our growth was made possible by their hard work, solidarity, cooperation and support.

We thank the governments of various countries where we have our operations. We also thank the Government of India, particularly the Ministry of Labour and employment, the Ministry of Communication and Information Technology, the Ministry of Commerce and Industry, the Ministry of Corporate Affairs, the Central Board of Direct Taxes, the Central Board of Indirect Taxes and Customs, GST authorities, the Reserve Bank of India, various departments under the state governments and union territories, the Software Technology Parks (STPs) / Special Economic Zones (SEZs) and other government agencies for their support and look forward to their continued support in the future.

for and on behalf of the Board of Directors

Date: July 22, 2022
Place: Bengaluru

Sd/-
Mohit Joshi
Chairman of the Board

Annexure to the Board's Report

Annexure 1 – Particulars of contracts / arrangements made with related parties

[Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014 – AOC-2]

This form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered during the year ended March 31, 2022, which were not at arm's length basis.

Details of material contracts or arrangement or transactions at arm's length basis

The details of material contracts or arrangement or transactions at arm's length basis from April 1, 2021 to March 31, 2022 are as follows:

Name of the related party relationship	Nature of relationship	Duration of contract	Salient terms	Amount (in ₹ lakh)
Infosys Limited	Holding Company	Valid from July 1, 2014	Purchase of shared services	10,239
Infosys Limited	Holding Company	Valid from July 1, 2014	Purchase of services including facilities and personnel	59,553
Infosys Limited	Holding Company	Valid from July 1, 2014	Sale of services	1,548
Infosys Limited	Holding Company	Valid from July 1, 2014	Sale of services including facilities and personnel	Nil
			Total	71,340

for and on behalf of the Board of Directors

Sd/-

Mohit Joshi

Chairman of the Board

Date: July 22, 2022

Place: Bengaluru

Annexure 2 – Particulars of employees

Information as per Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Employees¹ drawing a remuneration of INR 1.02 crore or above per annum and posted in India

Sl No	Employee Name ⁽²⁾	Designation	Educational Qualification	Age	Experience (in years)	Date of Joining	Gross Remuneration paid (₹)	Previous employment and designation
1	Shashidhar N.	Global Product Head – Assist Edge	BE, PGD	46	23	1-Jul-14	10,799,334	Infosys Limited-Unit Planning and Assurance Manager
2	Sateesh Seetharamiah	Global Product Head – Assist Edge	BE, MS	53	27	1-Jul-14	15,467,077	Infosys Limited - Senior Principal - Business Consulting
3	Savio Anthony Coutinho	Senior Director - Product Engineering	BE	50	28	1-Jul-14	11,109,347	Infosys Limited - Principal Technology Architect
4	Sunila Jaikumar	Head HR - Finacle	BSC,MDPMI	47	24	31-Dec-14	12,081,216	Infosys Ltd -Senior Principal - Organization Development
5	Sudir Babu N. P.	Delivery Head	BSC,PGD	55	34	1-Aug-15	10,779,454	Infosys Ltd-Senior Delivery Manager
6	Prasad C.	Product Business Manager	BE	49	27	1-Aug-15	11,382,810	Infosys Ltd -Product Business Manager
7	Rajashekara V. Maiya	Head - Solution Consulting, Finacle	B.Com, M.Com, CA	49	26	1-Aug-15	17,413,563	Infosys Limited - Principal - Product Strategy
8	Venkatramana Gosavi	Global Head Sales - Finacle	BE, MBA	57	32	1-Aug-15	24,744,139	Infosys Limited - Regional Head
9	Arun Kumar Krishnan	Head - Product Development	BE, M.Sc	58	32	1-Aug-15	32,947,076	Infosys Limited - Product Delivery Head
10	Hemant Govind Kalgaonkar	Senior Delivery Manager	BE	48	26	1-Aug-15	11,254,919	Infosys Ltd-Delivery Manager
11	Puneet Chhahira	Senior Director and Head - Marketing	BE, PGD	41	17	11-Aug-15	11,418,814	Infosys Ltd -Principal - Marketing Manager
12	Ajit Aravind Sawant	Associate Regional Manager - Finacle Sales	BSC,MMS	50	26	8-Sep-15	10,869,845	Infosys Ltd-Senior Business Development Manager
13	Venkatraman Ramachandran Kalambur	Head - Product Architecture	BE	51	27	24-Feb-16	15,215,399	I-Exceed Technology Solutions Pvt Ltd - VP
14	Sagar Sarma	Senior Director and Head - Product Development	BE, PGDM	53	21	27-Mar-17	13,260,877	Mcafee Software Solutions Pvt Ltd - Director Of Engineering
15	Kartik Murugan	Senior Director and Head - Marketing	BE,MBA	46	22	3-Oct-18	10,630,773	Suntech Business Solutions -Vice President Marketing
16	Rajesh Kini M.	Chief Financial Officer	BCOM,CA	48	24	17-Jan-19	11,511,481	Infosys Ltd-AVP Finance
17	Bhushan Gunwant Deshmukh	Senior Director and Head - Product Incubation Cell	BE	47	25	3-Apr-19	10,872,443	Infosys Ltd -AVP Delivery Head

SI No	Employee Name ⁽²⁾	Designation	Educational Qualification	Age	Experience (in years)	Date of Joining	Gross Remuneration paid (₹)	Previous employment and designation
18	Sajit Vijayakumar	Chief Operating Officer - Finacle	B.Com, ICWA, CA	50	26	14-Nov-19	27,342,584	ICICI Securities/ICICI Infotech -Assistant VP - Financial Control
19	Krishnaswamy Subbarao	Senior Industry Principal	BE	52	27	23-Apr-20	11,280,323	Pantic Works Private Limited-Co-Founder & Partner

⁽¹⁾ The employees mentioned in the aforesaid exhibit have / had permanent employment contracts with the Company. The employees are neither relatives of any directors of the Company, nor hold 2% or more of the paid-up equity share capital of the Company as per Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

⁽²⁾ Based on date of joining

Employed for part of the year with an average salary above ₹ 8.5 lac per month and posted in India

SI No	Employee Name ⁽³⁾	Designation	Educational Qualification	Age	Experience (in years)	Date of Joining	Date of leaving	Gross Remuneration paid (₹)	Previous employment and designation
1	Shaji Oonnoony Thomas	Director - Product Architecture	BTECH	46	23	1-Jul-14	16-Apr-21	884,688	Infosys Limited
2	Rita Singh	Senior Director and Head - Total Rewards and Compliance	B.Sc,MA	49	21	9-Nov-15	17-May-21	2,284,251	Motorola Solutions India Pvt Ltd - Director HR
3	Atul Soneja	Global Head - Edge Products	BTECH(H)	49	26	17-Jul-19	16-Jul-21	8,713,174	Infosys Limited - SVP Global Head
4	Jasdeep Singh Kaler	Global Product Head - NIA	BE,MBA	46	25	1-Aug-15	30-Nov-21	8,006,797	Infosys Limited
5	Gururaj B. Deshpande	Chief Operating Officer – Edge Products	BE	50	28	2-Jan-18	2-Dec-21	9,734,793	BPL LIMITED - Trainee
6	Suman Mukhopadhyay	Senior Director and Head - Technology Management	BE	53	25	23-Mar-16	17-Jan-22	8,407,258	WM Global Technology Services India Pvt Ltd - Senior Manager Operations

⁽³⁾ Based on date of leaving

Top 10 employees in terms of remuneration drawn during the year

SI No	Employee Name ⁽⁴⁾	Full or Part Year	Designation	Educational Qualification	Age	Experience (in years)	Date of Joining	Gross Remuneration paid (₹)	Previous employment and designation
1	Sanat Rao	Full Year	SVP & Head - Finacle	B.Com, PGDBA	57	31	3-Oct-16	159,655,444	IBM, Application Innovation Consulting Leader
2	Arun Kumar Krishnan	Full Year	Head - Product Development	BE, MS (Engg)	58	32	1-Aug-15	32,947,076	Infosys Limited - Product Delivery Head
3	Sajit Vijayakumar	Full Year	Chief Operating Officer - Finacle	B.Com, ICWA, CA	50	26	14-Nov-19	27,342,584	ICICI Securities/ICICI Infotech -Assistant VP - Financial Control
4	Venkatramana Gosavi	Full Year	Global Head Sales - Finacle	BE, MBA	57	32	1-Aug-15	24,744,139	Infosys Limited - Regional Head
5	Rajashekara V. Maiya	Full Year	Head - Solution Consulting, Finacle	B.Com, M.Com, CA	49	26	1-Aug-15	17,413,563	Infosys Limited - Principal - Product Strategy
6	Sateesh Seetharamiah	Full Year	Global Product Head – Assist Edge	BE, MS	53	27	1-Jul-14	15,467,077	Infosys Limited - Senior Principal - Business Consulting
7	Venkatraman Ramachandran Kalambur	Full Year	Head - Product Architecture	BE	51	27	24-Feb-16	15,215,399	I-Exceed Technology Solutions Pvt Ltd - VP
8	Sagar Sarma	Full Year	Senior Director and Head - Product Development	BE, PGDM	53	21	27-Mar-17	13,260,877	Mcafee Software Solutions Pvt Ltd - Director of Engineering
9	Sunila Jaikumar	Full Year	Head HR - Finacle	BSC,MDPMT	47	24	31-Dec-14	12,081,216	Infosys Ltd -Senior Principal - Organization Development
10	Rajesh Kini M.	Full Year	Chief Financial Officer	B.Com, CA	48	24	17-Jan-19	11,511,481	Infosys Limited - Senior Principal - Corporate Accounting Group

⁽⁴⁾ Based on gross remuneration paid

Annexure 3 – Secretarial audit report for the financial year ended March 31, 2022

(Pursuant to Section 204(1) of Companies Act 2013 and the Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
EdgeVerve Systems Limited,
44, Electronics City, Hosur Road
Bangaluru-560100
Karnataka, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **EDGEVERVE SYSTEMS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2022** and made available to me, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment, if any, (there was no event/action during the year pursuant to this Act);
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (there was no event/action during the year pursuant to this Act) and
- iv. Other laws applicable specifically to the company namely:
 - a. Information Technology Act, 2000 and the rules made thereunder;
 - b. Special Economic Zones Act, 2005 and the rules made thereunder;
 - c. Software Technology Parks of India rules and regulations;
 - d. The Patents Act, 1970;
 - e. The Trade Marks Act, 1999.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

I report that, during the period under review the Company has complied with the provisions of the Acts, Rules, Regulations and Standards mentioned above.

I further report that, 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 during the year and there were no outstanding debentures as on March 31, 2022. 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.

I further report that, being an unlisted Company, during the audit period, the following Acts and the rules and regulations made thereunder were not applicable to the Company:

- i. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder
- ii. The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations and Guidelines made/ issued thereunder.

I further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance certificates/reports taken on record by the Board of Directors of the Company, in my opinion, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I report further that, during the audit period, there were no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the Company's affairs.

Place: Bengaluru
Date: April 12, 2022

Sd/-
P.G. HEGDE
Hegde & Hegde Company Secretaries
FCS: 1325/ C.P.No: 640
UDIN: F001325D000060670

This report is to be read with Annexure A which forms an integral part of this report.

Annexure A

To,
The Members
EdgeVerve Systems Limited
Bengaluru

My report 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. Our responsibility is to express an opinion on these secretarial records based on our 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 secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

P G HEGDE

Hegde & Hegde Company Secretaries

FCS: 1325/ C.P.No: 640

UDIN: F001325D000060670

Place: Bengaluru
Date: April 12, 2022

Annexure 4 - Annual report on CSR activities

[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended.]

1. Brief outline on CSR Policy

Over the years, we have been focusing on sustainable business practices encompassing economic, environmental and social imperatives that not only cover business, but also the communities around us. We focus on our social and environmental responsibilities to fulfill the needs and expectations of the communities around us. Our Corporate Social Responsibility (“CSR”) is not limited to philanthropy, but encompasses holistic community development, institution-building and sustainability-related initiatives. Our CSR Policy aims to provide a dedicated approach to community development in the areas of improving healthcare infrastructure, supporting primary education, rehabilitating the destitute, abandoned women and children, preserving Indian art and culture, removing malnutrition, rural development, and contribute to the sustainable development of society and environment, and to make our planet a better place for future generations.

Objectives

Our broad objectives, as stated in our CSR Policy, include:

- Making a positive impact on society through economic development and reduction of our resource footprint
- Taking responsibility for the actions of the Company while also encouraging a positive impact through supporting causes concerning the environment, communities and our stakeholders

Focus areas

- Promoting healthcare including preventive healthcare
- Eradicating hunger, poverty and sanitation programs
- Destitute care and rehabilitation
- Environmental sustainability and ecological balance
- Promoting education, enhancing vocational skills
- Rural development
- Protection of national heritage, restoration of historical sites, promotion of art and culture

2. Composition of CSR committee

Sl. no.	Name of the director	Designation / nature of directorship	Number of meetings of CSR committee held during the year	Number of meetings of CSR committee attended during the year
1	Deepak Padaki ⁽¹⁾	Chairperson. Non-Executive Director	1	1
2	Inderpreet Sawhney	Non-Executive Director	1	1
3	Mohit Joshi	Non-Executive Director	1	1

⁽¹⁾ Resigned as Director effective June 30, 2022

3. Web links where composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

- The composition of the CSR committee is available on our website, at <https://www.edgeverve.com/about/corporate-governance/>
- The Committee, with the approval of the Board, has adopted the CSR Policy as required under Section 135 of the Companies Act, 2013. The CSR Policy of the Company is available on our website, at <https://www.edgeverve.com/about/corporate-governance/>
- The Company has also adopted the CSR committee charter, which is available on our website, at: CSR charter is not applicable for unlisted company. The CSR policy is available at <https://www.edgeverve.com/about/corporate-governance/>
- The Board, based on the recommendation of the CSR committee, at its meeting held on April 12, 2022, has approved the annual action plan / projects for fiscal 2023, the details of which are available on our website, at <https://www.edgeverve.com/about/corporate-governance/>

4. Details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: The Company has been voluntarily conducting impact assessments through independent agencies to screen and evaluate select CSR programs. The Company takes cognizance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 ("CSR Amendment Rules"). There are no projects undertaken or completed after the effective date of the aforementioned rules for fiscal 2022, which would require an impact assessment to be carried out in pursuance to the above rule.
5. Details of the amount available for set-off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any: Nil
6. Average net profit of the Company as per Sec 135(5): ₹ 650.00 crore
7. a. Two percent of average net profit of the Company as per Section 135(5): ₹ 13.00 crore
b. Surplus arising out of the CSR projects or programs or activities of the previous financial years: Nil
c. Amount required to be set-off for the financial year, if any: Nil
d. Total CSR obligation for the financial year (7a+7b-7c): ₹ 13.00 crore
8. (a) CSR amount spent or unspent for the financial year:

Total amount spent for the financial year (in ₹ crore)	Amount unspent (in ₹ crore)				
	Total amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount (in ₹ cr)	Date of transfer	Name of the fund	Amount	Date of transfer
13.00	Nil	NA	NA	Nil	NA

(b) Details of CSR amount spent against ongoing projects for the financial year: - Not applicable

(c) Details of CSR amount spent against other than ongoing projects for the financial year :

Sl. no.	Name of the project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Amount spent for the project (in ₹ crore)	Mode of implementation – Direct (Yes / No)	Mode of implementation – Through implementing agency	
				State	District			Name	CSR registration number
1	Granted funds towards construction and repair of water bodies in 10 villages and planting of tree saplings in four villages through Shivganga Samagra Gramvikas Parishad	(x)	No	Madhya Pradesh	Alirajpur	4.00	No	Infosys Foundation	CSR00004175
2	Granted funds towards constructivism-based teachers training for government school through Agastya International Foundation	(ii)	No	Andhra Pradesh Odisha	Chittoor Khordha	2.50	No	Infosys Foundation	CSR00004175
3	Support the Infosys Foundation-PPBA Champions Nurturing Program to spot and train talented youngsters in badminton	(ii)	Yes	Karnataka	Bengaluru	2.00	No	Infosys Foundation	CSR00004175

Sl. no.	Name of the project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Amount spent for the project (in ₹ crore)	Mode of implementation – Direct (Yes / No)	Mode of implementation – Through implementing agency	
				State	District			Name	CSR registration number
4	Support the up-gradation of Bharat Kala Bhavan (museum), modernization of 15 galleries at Banaras Hindu University	(v)	No	Uttar Pradesh	Varanasi	1.87	No	Infosys Foundation	CSR00004175
5	Granted funds to strengthen research activities and train young scholars in Orientology at Bhandarkar Oriental Research Institute	(ii)	No	Maharashtra	Pune	1.63	No	Infosys Foundation	CSR00004175
6	Restoring the glory of Bateshwar heritage alongwith the Archeological Survey of India.	(v)	No	Madhya Pradesh	Morena	1.00	No	Infosys Foundation	CSR00004175
Total						13.00			

(d) Amount spent in administrative overheads: Nil

(e) Amount spent on impact assessment, if applicable: NA

(f) Total amount spent for the financial year (8b+8c+8d+8e): ₹ 13.00 crore

(g) Details of excess amount for set-off are as follows:

Sl.no.	Particulars	Amount (in ₹ crore)
(i)	2% of average net profit of the Company as per Section 135 ⁽⁵⁾	13.00
(ii)	Total amount spent for the financial year	13.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
(v)	Amount available for set-off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of unspent CSR amount for the preceding three financial years: Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: No capital asset was created / acquired for fiscal 2022 through CSR spend.

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per Section 135(5): Not applicable

Date: July 22, 2022
Place: Bengaluru

Sd / -
Inderpreet Sawhney
Chairperson of the CSR Committee

Sd / -
Sanat Rao
Whole-time Director

Corporate Governance Report

The Board of Directors ('the Board') is at the core of our corporate governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders. We believe that an active, well informed Board is necessary to ensure the highest standards of corporate governance. It is well recognized that an effective Board is a prerequisite for strong and effective corporate governance. Our Board exercises its fiduciary responsibilities in the widest sense of the term.

Our corporate governance framework is guided by our core values – Client Value, Leadership by Example, Integrity and Transparency, Fairness and Excellence (C-LIFE).

A. Board Composition

Size and Composition of the Board

The current policy is to have an appropriate mix of executive and non-executive directors and separate its functions of governance and management. As on March 31, 2022, the Board consists of seven members, two members were executive directors and five directors were non-executive directors of whom two were woman directors. The Board periodically evaluates the need for change in its composition and size.

We have adopted the good corporate governance guidelines in line with governance policies of the holding company to the extent applicable and to help fulfil our corporate responsibility towards stakeholders. These guidelines ensure that the Board will have the necessary authority and processes to review and evaluate our operations when required. Further, these guidelines allow the Board to make decisions that are independent of the Management.

The Company has complied with all norms of corporate governance applicable to the unlisted public company as envisaged under the Companies Act, 2013 and the Rules made thereunder including Secretarial Standards on Board and general meetings issued by the Institute of Company Secretaries of India.

Following is the composition of the Board of directors as on March 31, 2022

Name of director, designation, age and DIN	Category and Date of Appointment	Area of expertise	Highest qualification held	Directorship in Indian listed companies	Directorship held in all companies around the world
Mohit Joshi, Chairman of the Board Age: 47 years, DIN: 08339247	Non-Executive and Non Independent. On Board since January 22, 2019	Financial services and technology	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	Nil	<ul style="list-style-type: none"> Infosys Americas Inc. Infosys Technologies (Sweden) AB Stater N.V Aviva Plc
Sanat Rao, Whole-time Director, Age: 57 years, DIN: 07657698	Whole-time director. On Board since November 16, 2016 and Whole-time director effective April 11, 2018.	Banking and Technology	MBA (IIM – Bangalore)	Nil	Nil
Sateesh Seetharamiah Whole-time Director, Age: 53 years, DIN: 09328904	Executive and Non Independent. On Board since September 09, 2021	Supply Chain, Management Consulting, Artificial Intelligence, IoT and Automation	Master's degree in Biomedicine from New Jersey Institute of Technology, research credentials from Robert Wood Johnson Medical School (New Jersey) and a bachelor in Instrumentation Technology from University of Mysore.	Nil	Nil
Inderpreet Sawhney Director, Age: 57 years, DIN: 07925783	Non-Executive and Non Independent. On Board since September 1, 2017	Product Architecture and Product Development	LL.B from Delhi University and LL.M from Queen's, University, Kingston, Canada	Nil	<ul style="list-style-type: none"> Infosys BPM Limited Infosys Americas Inc Infosys Consulting Holding AG Infosys Nova Holdings LLC Hillenbrand Inc

Name of director, designation, age and DIN	Category and Date of Appointment	Area of expertise	Highest qualification held	Directorship in Indian listed companies	Directorship held in all companies around the world
Martha King Director, Age: 58 years DIN: 09166670	Non-Executive and Non Independent. On Board since May 10, 2021	Financial Services, Investment Management and Retirement	B.S. from Bloomsburg University of Pennsylvania and Advanced Management Program at the Wharton School of the University of Pennsylvania	Nil	Infosys BPM Limited
Dennis Gada Director, Age: 42 years DIN: 09310292	Non-Executive and Non Independent. On Board since September 13, 2021	Financial Services, Business Consulting & Technology	Chartered Accountant, Bachelor of Commerce	Nil	Nil
Deepak Padaki ⁽¹⁾ Director, Age: 51 years, DIN: 07873499	Non-Executive and Non Independent. On Board since July 10, 2017	Overall Strategy and Risk Management	Bachelor of Engineering degree in Computer Science	Nil	<ul style="list-style-type: none"> • Panaya Inc. • Panaya Ltd • Hipus Co., Ltd • Stater N.V • Kaleidoscope Animations, Inc.

⁽¹⁾ Resigned effective June 30, 2022

Board committees

The Board has constituted corporate social responsibility committee as required under the Companies Act, 2013, to monitor the CSR funding and CSR activities.

Directors retiring by rotation and being eligible, offer himself for reappointment

By virtue of provisions of the Companies Act, 2013, Inderpreet Sawhney is retiring by rotation and being eligible offers herself for re-appointment. A resolution in this regard is being placed before the Annual General Meeting. The above director satisfies the requirement of Directors' Appointment / Reappointment criteria.

Selection and nomination of the directors

The Board is responsible for the selection of the directors (executive, non-executive, and independent / non-independent directors). The detailed policy adopted by the Board is available at our website at <https://www.edgeverve.com/wp-content/uploads/2018/12/nomination-remuneration-policy.pdf>.

Board Evaluation

As per Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance. At EdgeVerve, the Board lays down the evaluation criteria for the performance of executive/ non-executive directors through a peer evaluation method excluding the director being evaluated.

During the year a questionnaire based on board defined criteria was circulated to all the directors. The average of responses from

each director was placed before the Board and Board took note of the suggestions made by the directors.

Retirement Policy

The age of retirement for all executive directors is 60 years. The Board may, at its discretion, determine their continuation as members of the Board upon superannuation / retirement. The age of retirement for non-executive independent directors is 70 years. The age relaxation may be provided with the approval of the shareholders by way of special resolution.

Board meetings

During the year, five Board meetings were held in accordance with Section 173 of Companies Act, 2013. The Board met on, April 12, 2021, July 12, 2021, September 27, 2021, October 11, 2021 and January 10, 2022. The gap between the Board meetings did not exceed 120 days.

Scheduling and selection of agenda items for the Board meetings

The dates of the subsequent Board Meetings are decided month in advance and published to the directors to enable them to block their calendar. The non-executive Chairman of the Board and the Company Secretary draft the agenda for each meeting, along with explanatory notes, in consultation with CFO, and distribute these in advance to the directors. Every Board member can suggest the inclusion of additional items in the agenda. The Board meets at least once a quarter to review the quarterly results and other items on the agenda. Additional meetings are held when necessary. Directors are expected to attend all Board meetings in a year. However, with the Board being represented by directors from various parts of the world, it may not be possible for each one of them to be physically present at all the meetings. Hence, we provide video / teleconferencing facilities to enable

their participation. Committees of the Board usually meet before the formal Board meeting, or whenever the need arises for transacting business.

The Board members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings. Each member is expected to ensure that their commitments do not materially interfere with their responsibilities at EdgeVerve.

The quarterly board and committee meetings of the company will be held in line with its holding company, Infosys Limited for consolidation purpose.

Remuneration to the directors

During fiscal 2022 the remuneration was paid to the whole-time directors. Non-executive directors are not paid any remuneration, fees or commission.

The remuneration paid to the directors is in accordance with the policy and within the limits prescribed under the Companies Act, 2013, as approved by the shareholders.

Attendance of directors during fiscal 2022

Board Attendance

Name of the directors	AGM 30 Sept 2021	Board meeting dates					Held during tenure	Attended	% of attendance
		1 April 12, 2021	2 July 12, 2021	3 Sept 27, 2021	4 October 11, 2021	5 January 10, 2022			
Mohit Joshi	P (VC)	P (VC)	P (VC)	P (VC)	P (VC)	P (VC)	5	5	100%
Sanat Rao	P (VC)	P (VC)	P (VC)	LOA	P (VC)	P (VC)	5	4	80%
Sateesh Seetharamiah ⁽¹⁾	P (VC)	NA	NA	NA	P (VC)	P (VC)	2	2	100%
Deepak Padaki	P (VC)	P (VC)	P (VC)	P (VC)	LOA	P (VC)	5	4	80%
Inderpreet Sawhney	P (VC)	P (VC)	P (VC)	P (VC)	P (VC)	P (VC)	5	5	100%
Martha Geicer King ⁽²⁾	P (VC)	NA	P (VC)	P (VC)	P (VC)	P (VC)	4	4	100%
Dennis Kantilal Gada ⁽³⁾	P (VC)	NA	NA	P (VC)	P (VC)	P (VC)	3	3	100%
Atul Soneja ⁽⁴⁾	NA	P (VC)	P (VC)	NA	NA	NA	2	2	100%
% of attendance	100%	100%	100%	83%	86%	100%			

⁽¹⁾ Appointed effective September 27, 2021

⁽²⁾ Appointed effective May 10, 2021

⁽³⁾ Appointed effective September 13, 2021

⁽⁴⁾ Resigned effective July 16, 2021

P - Present | LoA - Leave of Absence

Corporate Social Responsibility Committee

As per the requirements of the Companies Act 2013 the Board has constituted corporate social responsibility committee. The committee comprised of Deepak Padaki as Chairperson, Inderpreet Sawhney and Mohit Joshi as members. During the year Committee met on April 12, 2021 and all members of the Committee were present.

Secretarial Audit

The Board of Directors of the Company appointed Parameshwar G. Hegde of Hegde & Hegde, Practicing Company Secretary to conduct secretarial audit of procedures, records and documents of the Company with regard to governance related compliances. The Secretarial Audit Report confirms that the Company has complied with all the applicable provisions of the Companies Act, 2013. The report of the Secretarial Auditor forms part of Board's report as Annexure 3.

The Board of directors has appointed Parameshwar G. Hegde as Secretarial auditor of the company for the fiscal 2023.

Whistleblower Policy

The Company has adopted the Whistleblower Policy to ensure and promote ethics, transparency and accountability. The whistleblower offers a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of our Company's Code of Conduct or Ethics policy. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the chairperson of the audit committee in exceptional cases. The policy has been posted on the website of the Company under the following link: <https://www.infosys.com/investors/corporate-governance/Documents/whistleblower-policy.pdf>.

General body meetings

The details of last three Annual and / or Extraordinary General Meetings are as follows :

Type of General Meeting	Date and Time	Venue	Special Resolutions Passed
Annual General Meeting	September 30, 2021 at 3.30 p.m.	Through video conference	Nil
Annual General Meeting	October 12, 2020 at 4.00 p.m.	EdgeVerve Systems Limited, Plot No 44, Electronics City, Hosur Road, Bengaluru – 560100	Approval of payment of remuneration to non-executive independent directors
Annual General Meeting	June 22, 2019 at 10.00 a.m.	EdgeVerve Systems Limited, Plot No 44, Electronics City, Hosur Road, Bengaluru - 560100	Nil

Independent Auditor's Report

To the members of EdgeVerve Systems Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of EdgeVerve Systems Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind-AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind-AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind-AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards for material foreseeable losses, if any, on long-term contracts, including derivative contracts.
 - iii. There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b)The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

Firm Registration No: 117366W/W-100018

Gurvinder Singh
Partner

Membership No.110128

UDIN : 22110128AGYD08540

Place: Bengaluru

Date: April 12, 2022

Annexure “A” To the Independent Auditor’s Report

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of EdgeVerve Systems Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of EdgeVerve Systems Limited (“the Company”) as of March 31, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

Firm Registration No: 117366W/W-100018

Gurvinder Singh
Partner

Membership No.110128

UDIN : 22110128AGYD08540

Place: Bengaluru

Date: April 12, 2022

Annexure 'B' To the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of EdgeVerve Systems Limited of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i. In respect of the Company's Property Plant and Equipment:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. The Company does not hold any intangible assets or right-of-use asset.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment to cover all the assets once every three years, which is in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) The Company does not have any immovable properties. Hence, clause (i)(c) of the Order is not applicable.
 - (d) The Company has not revalued any of its Property, Plant and Equipment during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - (a) The Company does not have any inventory. Hence reporting under Clause (ii)(a) of the Order is not applicable.
 - (b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under Clause (ii)(b) of the Order is not applicable.
- iii. The Company has not made any investment in, provided any guarantee or security, and granted any loans or advance in nature of loan, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year and hence reporting under Clause (iii) is not applicable.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act 2013 in respect of loans granted, investments made and guarantees, and securities provided, as applicable.
- v. The Company has not accepted any deposits or amount that are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service tax, duty of Customs, duty of Excise, Value added tax, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable
 - (c) Details of Statutory dues referred to in sub-clause (a), which have not been deposited as on March 31, 2022 on account of dispute are given below:

Nature of the statute	Nature of dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount ₹ Lakhs
Central Excise Act, 1944	Excise Duty	Appellate Tribunal	AY 2017-18 and AY 2018-19	4,054
Maharashtra Value added Tax AY 2018-19	VAT/CST	Joint Commissioner	AY 2017-18 and 24	
The Income Tax Act, 1961	Income Tax	Appellate Tribunal	AY 2016-17	8
The Income Tax Act, 1961	Income Tax	Appellate Authority upto Commissioner's Level	AY 2018-19 and AY 2019-20	5,094
The Income Tax Act, 1961	Income Tax	- #	AY 2016-17	35,037
Total				44,218

The Company has filed a rectification application u/s 154 of Income Tax Act, 1961 with Assessing officer and Commissioner of Income Tax.

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)
- ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence, reporting under clause (ix)(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared "willful defaulter" (as defined under master circular RBI/2014- 15/73DBR. No.CID.BC.57/20.16.003/2014-15 dated July 1, 2014) by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year. Hence, reporting under clause (ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis. Hence, reporting under clause (ix)(c) of the Order is not applicable.
- (e) The Company did not have any subsidiary or associate or Joint venture during the year. Hence, reporting under clause (ix)(e) of the Order is not applicable.
- (f) The Company has not raised any loans during the year. Hence, reporting on clause 3(ix)(f) of the Order is not applicable
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Hence, reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally). Hence, reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) To the best of our knowledge, no fraud by the Company or no material fraud on the Company has been noticed or recorded during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and up to the date of this report) while determining the nature, timing and extent of our audit procedures and provided to us.
- xii. The Company is not a Nidhi Company. Hence, reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports issued to the Company during the year and till date, for the year under audit in determining the nature, timing and extent of our audit procedures
- xv. In our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under Clause (xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined under Core Investment Companies (Reserve Bank) Directions) and accordingly, reporting under Clause (xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report, and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharged by the Company as and when they fall due.

- xx. The Company has fully spent the required amount toward Corporate Social Responsibility (CSR), and there are no unspent CSR amount for the year requiring a transfer of a Fund specified in Schedule VII of the Companies Act or special account in compliance with the provision of sub section (6) of Section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order in not applicable for the year.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants

Firm Registration No: 117366W/W-100018

Gurvinder Singh
Partner

Membership No.110128

UDIN : 22110128AGYD08540

Place: Bengaluru

Date: April 12, 2022

Balance Sheet

in ₹ lakh

Particulars	Note No.	As at March 31,	
		2022	2021
ASSETS			
Non-current assets			
Property, plant and equipment	2.1	5,062	4,807
Capital work-in-progress	2.1a	161	–
Financial assets			
Loans	2.3	8	3
Other financial assets	2.4	1	694
Deferred tax assets, net	2.14	588	749
Income tax assets	2.14	19,239	18,676
Other non-current assets	2.7	4,136	2,080
Total non-current assets		29,195	27,009
Current assets			
Financial assets			
Investments	2.2	38,131	2,506
Trade receivables	2.5	13,199	13,620
Cash and cash equivalents	2.6	22,712	36,148
Loans	2.3	278	252
Other financial assets	2.4	39,114	31,874
Other current assets	2.7	12,859	10,323
Total current assets		1,26,293	94,723
Total assets		1,55,488	1,21,732
EQUITY AND LIABILITIES			
Equity			
Equity share capital	2.9	1,31,184	1,31,184
Other equity		(50,558)	(1,26,129)
Total equity		80,626	5,055
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Other financial liabilities	2.10	–	54,293
Total non-current liabilities		–	54,293
Current liabilities			
Financial liabilities			
Trade payables	2.11		
Total outstanding dues of micro enterprises and small enterprises		–	–
Total outstanding dues of creditors other than micro enterprises and small enterprises		4,148	1,901
Other financial liabilities	2.10	37,068	28,459
Other current liabilities	2.12	23,431	16,187
Provisions	2.13	142	181
Income Tax Liabilities	2.14	10,073	15,656
Total current liabilities		74,861	62,384
Total equity and liabilities		1,55,488	1,21,732

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

for Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration Number: 117366W/ W-100018

for and on behalf of the Board of Directors of EdgeVerve Systems Limited

Gurvinder Singh

Partner

Membership Number: 110128

Mohit Joshi

Chairman

Sanat Rao

Whole-time Director

Sateesh Seetharamiah

Whole-time Director

Place: Bengaluru

Date: April 12, 2022

Rajesh Kini

Chief Financial Officer

Sudhir Gaonkar

Company Secretary

Statement of Profit and Loss

in ₹ lakh, except equity share and per equity share data

Particulars	Note No.	Year ended March 31,	
		2022	2021
Revenue from operations	2.15	3,00,538	2,77,750
Other income, net	2.16	4,706	804
Total Income		3,05,244	2,78,554
Expenses			
Employee benefit expenses	2.17	72,770	75,042
Cost of technical sub-contractors		70,964	70,564
Travel expenses	2.17	2,257	1,663
Cost of software packages and others	2.17	29,378	16,138
Consultancy and professional charges		9,976	9,362
Depreciation expense	2.1	2,551	2,339
Finance Cost		206	6,120
Other expenses	2.17	14,557	13,893
Total expenses		2,02,658	1,95,121
Profit before tax		1,02,586	83,433
Tax Expense:			
Current tax	2.14	27,394	17,536
Deferred tax	2.14	161	286
Profit for the year		75,032	65,611
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of the net defined benefit liability/asset, net of tax		539	185
Items that will be reclassified subsequently to profit or loss		-	-
Total other comprehensive income / (loss), net of tax		539	185
Total comprehensive income for the year		75,571	65,796
Earnings per equity share			
Equity shares of par value of ₹ 10 each			
Basic and diluted (₹)		5.72	5.00
Weighted average equity shares used in computing earnings per equity share			
Basic and diluted		1,31,18,40,000	1,31,18,40,000

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

for Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration Number: 117366W/ W-100018

for and on behalf of the Board of Directors of EdgeVerve Systems Limited

Gurvinder Singh
Partner

Mohit Joshi
Chairman

Sanat Rao
Whole-time Director

Sateesh Seetharamiah
Whole-time Director

Membership Number: 110128

Place: Bengaluru

Date: April 12, 2022

Rajesh Kini
Chief Financial Officer

Sudhir Gaonkar
Company Secretary

Statement of Change in Equity

in ₹ lakh

Particulars	Other Equity					Total
	Equity Share Capital	Reserve and Surplus			Other comprehensive income ⁽³⁾	
		Capital Reserve	Debenture Redemption Reserve ⁽²⁾	Retained earnings ⁽³⁾		
		Business Transfer Adjustment Reserve ⁽¹⁾				
Balances as on April 1, 2020	1,31,184	(3,44,760)	11,750	1,41,351	(266)	(60,741)
Changes in equity for the period ended Mar 31, 2021						-
Profit for the period	-	-	-	65,611	-	65,611
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	185	185
Total comprehensive income	1,31,184	(3,44,760)	11,750	2,06,962	(81)	5,055
Transfer from debenture redemption reserve to retained earnings	-	-	(6,122)	6,122	-	-
Balance as of March 31, 2021	1,31,184	(3,44,760)	5,628	2,13,084	(81)	5,055
Balance as of April 1, 2021	1,31,184	(3,44,760)	5,628	2,13,084	(81)	5,055
Changes in equity for the period ended Mar 31, 2022						-
Profit for the period	-	-	-	75,032	-	75,032
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	539	539
Total comprehensive income	1,31,184	(3,44,760)	5,628	2,88,116	458	80,626
Transfer from debenture redemption reserve to retained earnings	-	-	(5,628)	5,628	-	-
Balance as of March 31, 2022	1,31,184	(3,44,760)	-	2,93,744	458	80,626

⁽¹⁾ Transfer of goodwill and intangible assets between entities under common control taken to Business Transfer Adjustment Reserve.

⁽²⁾ The Company has created Debenture Redemption Reserve required under Sec 71 of Companies Act, 2013, out of the profit of company. DRR has been reversed fully during the year ended March 31, 2022

⁽³⁾ A description of the purposes of each reserve within equity have been disclosed in Note 2.9

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

for Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration Number: 117366W/ W-100018

for and on behalf of the Board of Directors of EdgeVerve Systems Limited

Gurvinder Singh
Partner

Mohit Joshi
Chairman

Sanat Rao
Whole-time Director

Sateesh Seetharamiah
Whole-time Director

Membership Number: 110128

Place: Bengaluru

Rajesh Kini
Chief Financial Officer

Sudhir Gaonkar
Company Secretary

Date: April 12, 2022

Statement of Cash Flows

Accounting Policy

Cash flows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The company considers all highly liquid investments that are readily convertible to known amount of cash to be cash equivalents.

Particulars	Note No.	in ₹ lakh	
		Year ended March 31,	
		2022	2021
Cash flows from operating activities			
Profit for the year		75,032	65,611
Adjustments to reconcile net profit to net cash generated by operating activities:			
Depreciation	2.1	2,551	2,339
Income tax expense	2.14	27,555	17,822
Impairment loss recognized on financial assets	2.17	272	197
Provision / (reversal) for post-sales client support and others	2.17	(40)	(18)
Profit / loss on sale of property, plant and equipment	2.16	(14)	-
Finance cost		206	6,120
Interest income	2.16	(3,592)	(344)
(Gain) / loss on sale of investments carried at fair value	2.16	(767)	(155)
(Gain) / loss on termination of lease		-	(154)
Exchange difference on translation of assets and liabilities		21	(790)
Changes in assets and liabilities			
Trade receivables and unbilled revenue		(8,035)	(1,245)
Other financial assets and other assets		(2,706)	204
Trade payables	2.11	2,247	(1,726)
Other financial liabilities, other liabilities and provisions		15,669	7,188
Cash generated from operations		1,08,398	95,049
Income taxes paid, net of refunds		(33,539)	11,080
Net cash generated from operating activities		74,859	1,06,129
Cash flows from investing activities:			
Expenditure on property, plant and equipment		(2,922)	(3,349)
Loans to employees	2.3	(31)	107
Payments to acquire financial assets			
Liquid mutual fund units		(1,68,400)	(95,996)
Proceeds on sale of financial assets			
Liquid mutual fund units		1,33,543	94,749
Interest and dividend received on investments		3,343	347
Net cash (used in) / from investing activities		(34,468)	(4,142)
Cash flows from financing activities:			
Payment of lease liability		-	(284)
Debentures repaid to holding company		(53,600)	(62,300)
Payment of interest on debentures		(206)	(6,116)
Net cash used in financing activities		(53,806)	(68,700)
Effect of exchange differences on translation of foreign currency cash and cash equivalents		(21)	790
Net increase / (decrease) in cash and cash equivalents		(13,436)	34,076
Cash and cash equivalents at the beginning of the year	2.6	36,148	2,072
Cash and cash equivalents at the end of the year	2.6	22,712	36,148
Supplementary information:			
Restricted cash balance	2.6	-	-

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

for Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration Number: 117366W/ W-100018

for and on behalf of the Board of Directors of EdgeVerve Systems Limited

Gurvinder Singh

Partner

Membership Number: 110128

Mohit Joshi

Chairman

Sanat Rao

Whole-time Director

Sateesh Seetharamiah

Whole-time Director

Place: Bengaluru

Date: April 12, 2022

Rajesh Kini

Chief Financial Officer

Sudhir Gaonkar

Company Secretary

Notes to the Financial Statements

1. Company overview and significant accounting policies

1.1 Company overview

EdgeVerve Systems Limited (the Company) is a limited company incorporated in India. It is a wholly-owned subsidiary of Infosys Limited. The address of its registered office is Plot No. 44, Electronic City, Hosur Main Road, Bengaluru 560100, Karnataka, India. The Company defines, develops and operates innovative cloud-hosted business platforms and software products as part of the Edge Suite of products or Finacle product which can be deployed either on premises or on cloud environments depending on its products. The Company provides implementation, integration and support services to help its customers realize benefits from software solutions.

With effect from August 01, 2015, 'Finacle' and 'Edge services' business of Infosys Limited was transferred to the Company. The purchase consideration for the transfer was discharged by way of issue and allotment of equity shares and non-convertible unsecured debentures.

The financial statements are approved by the Company's Board of Directors on April 12, 2022.

1.2 Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind-AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values and the provisions of the Companies Act, 2013 ('the Act') (to the extent notified). The Ind-AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As the year-end figures are taken from the source and rounded to the nearest digit, the figures reported for the previous year might not always add up to the year figures reported in these statements.

1.3 Use of estimates and judgments

The preparation of the standalone financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note no. 1.4. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware

of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the standalone financial statements.

Estimation uncertainty relating to COVID-19.

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these standalone financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements, used internal and external sources of information and related information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these standalone financial statements.

1.4 Critical accounting estimates and judgements

a. Revenue recognition

The Company uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of-completion method requires the company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

Further, the Company uses significant judgements while determining the transaction price allocated to performance obligations using the expected cost-plus-margin approach.

Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date (Refer to Note 2.15).

b. Income Tax

The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions (Refer to Note No. 2.14 and 2.19).

In assessing the realizability of deferred income tax assets, the Management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, the Management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however,

could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

c. Property, plant and equipment

Property, plant and equipment represents a significant proportion of asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology (Refer to Note 2.1).

d. Allowance for credit losses on receivables and unbilled revenue

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19.

1.5 Earnings per equity share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.1 Property, plant and equipment

Accounting Policy

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs, directly attributable to the acquisition are capitalized until property, plant and equipment are ready for use as intended by the management. The company depreciates property, plant and

equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Plant and machinery ⁽¹⁾	5 years
Computer equipment ⁽¹⁾	3-5 years
Furniture and fixtures ⁽¹⁾	5 years
Office equipment ⁽¹⁾	5 years
Leasehold improvements	Lower of useful life of the asset or lease term

⁽¹⁾ Based on technical evaluation, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of Profit and Loss.

Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit ('CGU') to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization / depreciation) had no impairment loss been recognized for the asset in prior years.

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2022 are as follows:

in ₹ lakh						
Particulars	Leasehold improvements	Plant and machinery	Office equipment	Computer equipment	Furniture and fixtures	Total
Gross carrying value as of April 1, 2021	26	20	240	15,398	198	15,882
Additions	–	–	9	2,799	2	2,810
Deletions	–	–	–	(383)	(14)	(398)
Gross carrying value as of March 31, 2022	26	20	249	17,814	185	18,294
Accumulated depreciation as of April 1, 2021	(13)	(15)	(180)	(10,719)	(148)	(11,075)
Depreciation	(5)	(2)	(21)	(2,502)	(21)	(2,551)
Accumulated depreciation on deletions	–	–	–	383	10	394
Accumulated depreciation as of March 31, 2022	(19)	(17)	(201)	(12,837)	(158)	(13,233)
Carrying value as of March 31, 2022	7	3	48	4,976	27	5,062

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2021 are as follows:

in ₹ lakh						
Particulars	Leasehold improvements	Plant and machinery	Office equipment	Computer equipment	Furniture and fixtures	Total
Gross carrying value as of April 1, 2020	26	20	194	12,797	193	13,230
Additions	–	–	47	2,623	5	2,675
Deletions	–	–	(1)	(22)	–	(23)
Gross carrying value as of March 31, 2021	26	20	240	15,398	198	15,882
Accumulated depreciation as of April 1, 2020	(8)	(12)	(147)	(8,583)	(123)	(8,873)
Depreciation	(5)	(3)	(34)	(2,158)	(25)	(2,225)
Accumulated depreciation on deletions	–	–	1	22	–	23
Accumulated depreciation as of March 31, 2021	(13)	(15)	(180)	(10,719)	(148)	(11,075)
Carrying value as of March 31, 2021	13	5	60	4,679	50	4,807

The aggregate depreciation has been included under depreciation expense in the Statement of Profit and Loss.

2.1a Capital work-in-progress

in ₹ lakh		
Particulars	As at March 31,	
	2022	2021
Capital work-in-progress	161	–
Total Capital work-in-progress	161	–

Capital work-in-progress ageing schedule for the year ending March 31, 2022 is as follows:

in ₹ lakh					
Particulars	Less than 1 year	1-2 years	2-3 years	>3 years	Total
Projects in progress	161	–	–	–	161
Total	161	–	–	–	161

Capital work-in-progress ageing schedule for the year ending March 31, 2021 is as follows:

in ₹ lakh					
Particulars	Less than 1 year	1-2 years	2-3 years	>3 years	Total
Projects in progress	–	–	–	–	–
Total	–	–	–	–	–

2.2 Investments

Particulars	in ₹ lakh	
	As at March 31,	
	2022	2021
Unquoted current investments		
Investments carried at fair value through profit or loss		
Liquid mutual fund units	38,131	2,506
Total investments	38,131	2,506

Method of fair valuation

Class of investment	Method	in ₹ lakh	
		As at March 31,	
		2022	2021
Mutual fund-liquid mutual fund units	Quoted price	38,131	2,506

2.3 Loans

Particulars	in ₹ lakh	
	As at March 31,	
	2022	2021
Non-current		
Loans		
Unsecured, considered good		
Loans to employees	8	3
Total non-current loans	8	3
Current		
Unsecured, considered doubtful		
Other loans		
Loans to employees	-	10
Less: Allowances for doubtful loans to employees	-	10

2.5 Trade receivables

Particulars	in ₹ lakh	
	As at March 31,	
	2022	2021
Trade Receivable considered good – Unsecured	14,049	14,160
Less: Allowance for expected credit loss	850	540
Trade receivable considered good – Unsecured	13,199	13,620
Trade receivable - credit impaired – Unsecured	-	-
Less: Allowance for credit impairment	-	-
Trade Receivable – credit impaired - Unsecured	-	-
Total trade receivables ⁽¹⁾	13,199	13,620
⁽¹⁾ Includes dues from holding company and fellow subsidiaries (Refer to Note 2.20)	909	3,393

Balance as on 31st March, 2022:

Particulars	Not due	< 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	Total
Undisputed trade receivables – considered good	6,030	5,724	1,479	253	195	367	14,048
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-

Particulars	in ₹ lakh	
	As at March 31,	
	2022	2021
Other Loans		
Loans to employees	278	252
Total current loans	278	252
Total loans	286	255

2.4 Other financial assets

Particulars	in ₹ lakh	
	As at March 31,	
	2022	2021
Non-current		
Other customer receivables	-	693
Security deposits	1	1
Total non-current other financial assets	1	694
Current		
Restricted deposits*	5,608	5,250
Unbilled Revenues ⁽¹⁾ #	32,770	25,858
Interest accrued but not due	584	334
Others ⁽²⁾	152	432
Total current other financial assets	39,114	31,874
Total other financial assets	39,115	32,568
Financial assets carried at amortized cost	39,115	32,568
⁽¹⁾ Includes dues from fellow subsidiaries (Refer to Note 2.20)	-	190
⁽²⁾ Includes dues from fellow subsidiaries (Refer to Note 2.20)	-	5

* Restricted deposits represent deposit with financial institutions to settle employee related obligations as and when they arise during the normal course of business.

Classified as financial asset as right to consideration is conditional upon a passage of time.

Particulars	Not due	< 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	Total
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Less: Allowance for credit loss							850
Total trade receivables	6,030	5,724	1,479	253	195	367	13,199

Balance as on 31st March, 2021

Particulars	Not due	< 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	Total
Undisputed trade receivables – considered good	5,830	6,486	1,012	406	136	289	14,160
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Less: Allowance for credit loss							540
Total trade receivables	5,830	6,486	1,012	406	136	289	13,620

2.6 Cash and cash equivalents

Particulars	in ₹ lakh	
	As at March 31,	
	2022	2021
Balances with banks		
In current and deposit accounts	22,712	36,148
Total cash and cash equivalents	22,712	36,148
Deposit accounts with more than 12 months maturity	-	-
Balances with banks held as margin money deposits against guarantees	-	-

Cash and cash equivalents as of March, 2022 and March 31, 2021 does not include any restricted cash and bank balances.

The deposits which are maintained by the Company with banks and financial institutions comprises of time deposits, which can be withdrawn by the Company at any point without prior notice or penalty on the principal.

2.7 Other assets

Particulars	in ₹ lakh	
	As at March 31,	
	2022	2021
Non-current		
Prepaid expenses	198	203
Cost of fulfilment	3,278	1,279
	3,475	1,482
Advance other than capital advances		
Prepaid gratuity (Refer to Note 2.18)	661	598
Total non-current other assets	4,136	2,080

Particulars	As at March 31,	
	2022	2021
Current		
Advance other than capital advances		
Payment to vendors for supply of goods / services	59	221
Balance with government authorities	-	-
Others		
Unbilled revenues ⁽¹⁾	4,761	3,490
Prepaid expenses	2,689	2,718
Withholding taxes and others*	4,693	3,694
Cost of fulfilment	657	200
Total current other assets	12,859	10,323
Total other assets	16,995	12,403
⁽¹⁾ Includes dues from fellow subsidiaries (Refer to Note 2.20)	22	-

⁽¹⁾ Classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

* Withholding taxes and others primarily consist of input tax credits

2.8 Financial instruments

Accounting Policy

2.8.1 Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular purchase and sale of financial assets are accounted for at trade date.

2.8.2 Subsequent measurement

a. Non-derivative financial instruments

(i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss.

b. Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

(i) Financial assets or financial liabilities, at fair value through profit or loss

This category has derivative financial assets or liabilities which are not designated as hedges.

Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind-AS 109, Financial Instruments. Any derivative that is either not designated as hedge or is so designated but is ineffective as per Ind-AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the standalone Statement of Profit and Loss when incurred. Subsequent to the initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets / liabilities in this category are presented as current assets/ current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

2.8.3 Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset, and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.8.4 Fair value of financial instruments

In determining the fair value of its financial instruments, the company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

Refer to table 'Financial instruments by category' for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.8.5 Impairment

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECL are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the Statement of Profit or Loss.

Financial instruments by category

The carrying value and fair value of financial instruments by categories as of March 31, 2022 are as follows:

in ₹ lakh

Particulars	Note No.	amortized cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets / liabilities at fair value through OCI		Total carrying value	Total fair value
			designated upon initial recognition	Mandatory	equity instruments designated upon initial recognition	Mandatory		
Assets								
Cash and cash equivalents	2.6	22,712	-	-	-	-	22,712	22,712
Investments- Liquid mutual funds units	2.2	-	-	38,131	-	-	38,131	38,131
Trade receivables	2.5	13,199	-	-	-	-	13,199	13,199
Loans	2.3	286	-	-	-	-	286	286
Other financial assets ⁽¹⁾	2.4	39,115	-	-	-	-	39,115	39,115
Total		75,312	-	38,131	-	-	1,13,443	1,13,443
Liabilities:								
Trade payables	2.11	4,148	-	-	-	-	4,148	4,148
Non-convertible debentures ⁽²⁾	2.10	-	-	-	-	-	-	-
Other financial liabilities	2.10	37,068	-	-	-	-	37,068	37,068
Total		41,216	-	-	-	-	41,216	41,216

⁽¹⁾ Excludes unbilled revenue on contracts where the right to consideration is dependent on completion of contractual milestones

⁽²⁾ The carrying value of debentures approximates fair value as the instruments are at prevailing market rates

The carrying value and fair value of financial instruments by categories as of March 31, 2021 are as follows:

in ₹ lakh

Particulars	Note No.	amortized cost	Financial assets / liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI		Total carrying value	Total fair value
			designated upon initial recognition	Mandatory	equity instruments designated upon initial recognition	Mandatory		
Assets								
Cash and cash equivalents	2.6	36,148	-	-	-	-	36,148	36,148
Investments- Liquid mutual funds units	2.2	-	-	2,506	-	-	2,506	2,506
Trade receivables	2.5	13,620	-	-	-	-	13,620	13,620
Loans	2.3	255	-	-	-	-	255	255
Other financial assets ⁽¹⁾	2.4	32,568	-	-	-	-	32,568	32,568
Total		82,591	-	2,506	-	-	85,097	85,097
Liabilities:								
Trade payables	2.11	1,901	-	-	-	-	1,901	1,901
Non-convertible debentures ⁽²⁾	2.10	53,600	-	-	-	-	53,600	53,600
Other financial liabilities	2.10	29,152	-	-	-	-	29,152	29,152

Particulars	Note No.	amortized cost	Financial assets / liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI		Total carrying value	Total fair value
			designated upon initial recognition	Mandatory	equity instruments designated upon initial recognition	Mandatory		
Total		84,653	-	-	-	-	84,653	84,653

⁽¹⁾ Excludes unbilled revenue on contracts where the right to consideration is dependent on completion of contractual milestones

⁽²⁾ The carrying value of debentures approximates fair value as the instruments are at prevailing market rates

Fair Value hierarchy

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3- Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at March 31, 2022 is as follows:

Particulars	As on March 31, 2022	Fair value measurement at end of the reporting period / year using			in ₹ lakh
		Level 1	Level 2	Level 3	
Assets					
Investment in liquid mutual fund units (Refer to Note 2.2)	38,131	38,131	-	-	
Liabilities					
Derivative financial instruments - loss on outstanding foreign currency forward contracts (Refer to Note 2.10)	-	-	-	-	

The fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at March 31, 2021 is as follows:

Particulars	As on March 31, 2021	Fair value measurement at end of the reporting period / year using			in ₹ lakh
		Level 1	Level 2	Level 3	
Assets					
Investment in liquid mutual fund units (Refer to Note 2.2)	2,506	2,506	-	-	
Liabilities					
Derivative financial instruments - loss on outstanding foreign currency forward contracts (Refer to Note 2.10)	17	-	17	-	

The analysis of foreign currency risk from financial instruments as of March 31, 2022 is as follows:

Particulars	US Dollars	Euro	United Kingdom Pound Sterling	Australian Dollars	Other currencies	Total	in ₹ lakh
							Net financial assets
Net financial liabilities	(9,081)	(437)	(63)	(8)	(0)	(9,590)	
Total	10,765	1,827	312	89	10	13,002	

The analysis of foreign currency risk from financial instruments as of March 31, 2021 is as follows:

Particulars	in ₹ lakh					
	US Dollars	Euro	United Kingdom Pound Sterling	Australian Dollars	Other currencies	Total
Net financial assets	11,932	1,067	672	1,071	2,029	16,771
Net financial liabilities	(8,401)	(243)	(41)	(12)	(307)	(9,003)
Total	3,531	824	631	1,059	1,723	7,768

Derivative financial instruments

The company holds the derivative financial instruments such as foreign currency forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is bank. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active market or inputs that are directly or indirectly observable in the marketplace.

The details in respect of outstanding foreign exchange forward contracts are as follows:

Particulars	As at March 31, 2022		As at March 31, 2021	
	in million	in ₹ lakh	in million	in ₹ lakh
Forward contracts				
In US dollar	-	-	10	7,345

The foreign exchange forward and options contracts mature within 12 months. The analysis of the derivative financial instruments into relevant maturity groupings based on the remaining period as at the Balance Sheet date is as follows:

Particulars	in ₹ lakh	
	As at March 31, 2022	2021
Not later than one month	-	-
Later than one month and not later than three months	-	7,345
Total	-	7,345

Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 13,199 lakh and ₹13,620 lakh as of March 31, 2022 and March 31, 2021, and unbilled revenue amounting to ₹ 37,532 lakh and ₹ 29,348 lakh as of March 31, 2022 and March 31, 2021, respectively. Credit risk has always been managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company uses a provision matrix to compute the expected credit losses on the customer balances based on internal and external factors.

Particulars	As at March 31,	
	2022	2021
Balance at the beginning	597	697
Provisions recognized	272	196
Write-offs	0	(276)
Translation Differences	12	(21)
Balance at the end	882	597

Credit risk on cash and cash equivalent is limited as the Company generally invest in deposits with banks and in liquid mutual fund units.

Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time. The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

As of March 31, 2022, the Company had a working capital of ₹ 51,342 lakh including cash and cash equivalents of ₹ 22,712 lakh and current investments of ₹ 38,131 lakh. As of March 31, 2021, the Company had a working capital of ₹ 32,335 lakh including cash and cash equivalents of ₹ 36,148 lakh and current investments of ₹ 2,506 lakh.

As of March 31, 2022 and March 31, 2021, the outstanding compensated absences were ₹ 1,766 lakh and ₹ 2,053 lakh, respectively, which have been substantially funded. Accordingly, no liquidity risk is perceived.

The details regarding the contractual maturities of significant financial liabilities as at March 31, 2022 are as follows:

in ₹ lakh					
Particulars	Less than 1 year	1-2 years	2-4 years	4-7 years	Total
Trade payables	4,148	–	–	–	4,148
Other liabilities excluding non-convertible debentures*	35,302	–	–	–	35,302
	39,450	–	–	–	39,450

The details regarding the contractual maturities of significant financial liabilities as at March 31, 2021 are as follows:

in ₹ lakh					
Particulars	Less than 1 year	1-2 years	2-4 years	4-7 years	Total
Trade payables	1,901	–	–	–	1,901
Other liabilities excluding non-convertible debentures*	26,406	693	–	–	27,099
	28,307	693	–	–	29,000

* The term of redemption of the debentures would be any date as may be decided mutually between the parties but will not exceed 10 years from the date of issue.

2.9 Equity

Share capital

Accounting policy

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects

Description of reserves

Retained earnings

Retained earnings represent the amount of accumulated earnings of the Company

Other components of equity

Other components of equity include remeasurement of net defined benefit liability / asset, net of taxes.

Share capital

Particulars	in ₹ lakh, except as otherwise stated	
	As at March 31, 2022	2021
Authorized		
Equity shares, ₹10/- par value		
410,00,00,000 (410,00,00,000) equity shares	4,10,000	4,10,000
Issued, Subscribed and Paid-Up		
Equity shares, ₹10/- par value	1,31,184	1,31,184
131,18,40,000 (131,18,40,000) equity shares fully paid-up and held by the holding company, Infosys Limited	1,31,184	1,31,184

The Company has only one class of shares referred to as equity shares having a par value of ₹10/-. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company in proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts. However, no such preferential amounts exist currently.

The details of shareholder holding more than 5% shares as at March 31, 2022 and March 31, 2021 are as follows:

Name of the shareholder	As at March 31, 2022		As at March 31, 2021	
	Number of shares	% Held	Number of shares	% held
Infosys Limited, holding company	131,18,40,000	100%	131,18,40,000	100%

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2022 and March 31, 2021 is as follows:

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number of shares	Amount	Number of shares	Amount (₹)
Number of shares at the beginning and end of the year	131,18,40,000	1311,84,00,000	131,18,40,000	1311,84,00,000

The details of Shareholding of Promoters as at March 31, 2022 and March 31, 2021 are as follows:

Promoter Name	As at March 31, 2022			As at March 31, 2021		
	Number of shares	% Held	% Change	Number of shares	% held	% Change
Infosys Limited, holding company	1,31,18,40,000	100%	0%	1,31,18,40,000	100%	0%

2.10 Other financial liabilities

in ₹ lakh

Particulars	As at March 31,	
	2022	2021
Non-current		
Non-convertible debentures ^{*(1)}	–	53,600
Other payables	–	693
Total non-current other financial liabilities	–	54,293
Current		
Accrued compensation to employees	5,125	6,225
Capital creditors	118	87
Foreign currency forward contracts	–	17
Compensated absences	1,766	2,053
Accrued expenses ⁽²⁾	29,679	19,693
Other payables ⁽³⁾	380	385
Total current other financial liabilities	37,068	28,459
Total other financial liabilities	37,068	82,752
Financial liability carried at amortized cost	37,068	82,752
* Debentures have been fully redeemed during the year ended March 31,2022		
⁽¹⁾ Includes dues to holding company Refer to Note 2.20	–	53,600
⁽²⁾ Includes dues to holding company and fellow subsidiaries Refer to Note 2.20	6,453	7,737
⁽³⁾ Includes dues to fellow subsidiaries Refer to Note 2.20	10	26

2.11 Trade payables

in ₹ lakh

Particulars	As at March 31,	
	2022	2021
Current		
Trade payables ⁽¹⁾	4,148	1,901
Total trade payables	4,148	1,901
⁽¹⁾ Includes dues to holding company/fellow subsidiaries (Refer to Note 2.20)	75	419

As at March 31, 2022 there are no outstanding dues to micro, small and medium enterprises. There is no interest due or outstanding on the same.

Trade payables ageing schedule as at year ended March 31, 2022 are as follows:

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	<1 year	1-2 years	2-3 years	>3 years	
	MSME	-	-	-	-	
Others	1,836	2,312	-	-	-	4,148
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total trade payable	1,836	2,312	-	-	-	4,148

Trade payables ageing schedule as at year ended March 31, 2021 are as follows:

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	<1 year	1-2 years	2-3 years	>3 years	
	MSME	-	-	-	-	
Others	832	1,069	-	-	-	1,901
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
Total Trade Payable	832	1,069	-	-	-	1,901

2.12 Other liabilities

Particulars	in ₹ lakh	
	As at March 31, 2022	2021
Current		
Unearned revenue	15,178	9,979
Withholding taxes and other taxes	8,252	6,208
Total current other liabilities	23,431	16,187
Total other liabilities	23,431	16,187

2.13 Provisions

Accounting policy

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

a. Post sales client support and others

The Company provides its clients with a fixed-period post sales support for corrections of errors and support on all its fixed-price, fixed-timeframe contracts. Costs associated with such support services are accrued at the time related revenues are recorded in the Statement of Profit and Loss. The Company estimates such costs based on historical experience and estimates are reviewed on a periodic basis for any material changes in assumptions and likelihood of occurrence.

b. Onerous contracts

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

Provision for Post sales client support and others

Particulars	in ₹ lakh	
	As at March 31, 2022	2021
Current		
Others		
Post-sales client support and others	142	181
Total provisions	142	181

The movement in provision for post-sales client support and warranties and others is as follows:

Particulars	in ₹ lakh	
	As at March 31, 2022	2021
Balance at the beginning	181	239
Provisions recognized / (reversal)	(39)	(58)
Provision utilized	-	-
Translation differences	-	-
Balance at the end	142	181

Provision for post-sales client support and others are expected to be utilized over a period of 6 months to 1 year.

2.14 Income taxes

Accounting policy

Income tax expense comprises current and deferred income tax. Income tax expense is recognized on net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Income tax for current and prior year is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Tax benefits of deductions earned on exercise of employee share options in excess of compensation charged to income are credited to securities premium

Income tax expense in the Statement of Profit and Loss comprises:

Particulars	in ₹ lakh	
	As at March 31, 2022	2021
Current taxes	27,394	17,536
Deferred taxes	161	286
Income tax expense	27,555	17,822

The applicable Indian corporate statutory tax rate for the year ended March 31, 2022, and March 31, 2021 is 25.17% each. New Income tax regime as per The Taxation Laws (Amendment) Act, 2019 is opted by the company from Financial Year 2019-20 onwards.

Income tax expense for the year ended March 31, 2022 and March 31, 2021 includes reversals (net of provision) of and provision (net of reversals) of ₹ 1,126 and ₹ 3,390 Lakhs respectively pertaining to prior periods on adjudication of certain matters in favor of the company and upon filing of returns.

Deferred income tax for the year ended March 31, 2022, ₹ 161 lakhs and March 31, 2021, ₹ 286 lakhs, relates to origination and reversal of temporary differences. Deferred income taxes are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is as follows:

Particulars	in ₹ lakh	
	As at March 31, 2022	2021
Profit before income taxes	1,02,586	83,433
Enacted tax rates in India	25.17%	25.17%
Computed expected tax expense	25,819	20,998
Overseas taxes, net of foreign tax credit	173	(5)
Prior year taxes	1,126	(3,391)
Effect of non-deductible expenses	332	252
Others	105	(33)
Income tax expense	27,555	17,821

The applicable Indian statutory tax rates for fiscal year 2022 is 25.17% and fiscal year 2021 is 25.17%.

The details of income tax assets and income tax liabilities as of March 31, 2022 and March 31, 2021 are as follows:

Particulars	in ₹ lakh	
	As at March 31, 2022	2021
Income tax assets	19,239	18,676
Current income tax liabilities	10,073	15,656
Net current income tax assets at the end	9,166	3,020

The gross movement in the current income tax asset for the year ended March 31, 2022 and March 31, 2021 are as follows:

Particulars	in ₹ lakh	
	As at March 31, 2022	2021
Net current income tax assets at the beginning	3,020	31,636
Translation differences	-	-
Income tax paid	33,539	(11,142)
Tax on other comprehensive income	-	62
Current income tax expense (Refer to Note 2.14)	(27,394)	(17,536)
Net current income tax assets at the end	9,166	3,020

The tax effects of significant temporary differences that resulted in deferred income tax assets and liabilities are as follows:

Particulars	in ₹ lakh	
	As at March 31,	
	2022	2021
Deferred income tax assets		
Trade receivables	222	189
Compensated absences	444	517
Others	(1)	123
Total deferred income tax assets	665	829
Deferred income tax liabilities		
Property, plant and equipment	77	80
Total deferred income tax liabilities	77	80
Deferred income tax assets after set off	588	749
Deferred income tax liabilities after set off	-	-

The gross movement in the deferred income tax account for the year ended March 31, 2022 and March 31, 2021 is as follows:

Particulars	in ₹ lakh	
	As at March 31,	
	2022	2021
Net deferred income tax asset at the beginning	749	1,035
Credits relating to temporary differences (Refer to Note 2.14)	(161)	(286)
Temporary differences on other comprehensive income	-	-
Net deferred income tax asset at the end	588	749

In assessing the reliability of deferred income tax assets, the management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

2.15 Revenue from operations

Accounting Policy

The company derives revenues primarily from business IT services comprising of software development and related services, consulting and package implementation and from the licensing of software products and platforms across our core and digital offerings ('together called as software related services').

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Arrangements with customers for software related services are either on a fixed-price, fixed-timeframe or on a time-and-material basis.

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as contract asset (Unbilled Revenue). Revenue from fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Revenues in excess of invoicing are classified as contract asset while invoicing in excess of revenues are classified as contract liability (Unearned Revenues). Maintenance revenue is recognized ratably over the term of the underlying maintenance arrangement.

In arrangements for software development and related services and maintenance services, the company has applied the guidance in Ind-AS 115, Revenue from Contract with Customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost-plus-margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

Revenue from licenses where the customer obtains a 'right to use' the licenses is recognized at the time the license is made available to the customer. Revenue from licenses whether the customer obtains a 'right to access' is recognized over the access period. Arrangements to deliver software products generally have three elements: license, implementation and Annual Technical Services (ATS). The company has applied the principles under Ind-AS 115 to account for revenues from these performance obligations. When implementation services are provided in conjunction with the licensing arrangement and the same have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost-plus-margin approach. Where the license is required to be substantially customized as part of the implementation service the entire arrangement fee for license and implementation is considered to be a single

performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed. Revenue from client training, support and other services arising due to the sale of software products is recognized as the performance obligations are satisfied. ATS revenue is recognized ratably over the period in which the services are rendered.

Advances received for services and products are reported as contract liabilities until all conditions for revenue recognition are met.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catchup basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price

The company has evaluated the impact of COVID – 19 resulting from (i) the possibility of constraints to render services which may require revision of estimations of costs to complete the contract because of additional efforts;(ii) onerous obligations;(iii) penalties relating to breaches of service level agreements, and (iv) termination or deferment of contracts by customers. The company has concluded that the impact of COVID – 19 is not material based on these estimates. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

Certain eligible, nonrecurring costs (e.g., set-up or transition or transformation costs) that do not represent a separate performance obligation are recognized as an asset when such costs (a) relate directly to the contract; (b) generate or enhance resources of the Company that will be used in satisfying the performance obligation in the future; and (c) are expected to be recovered. Such capitalized contract costs are amortized over the respective contract life on a systematic basis consistent with the transfer of goods or services to customer to which the asset relates.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

Revenue from operations for the year ended March 31, 2022 and March 31, 2021 are as follows :

Particulars	in ₹ lakh	
	Year ended March 31,	
	2022	2021
Revenue from operations	3,00,538	2,77,750
Total revenue from operations	3,00,538	2,77,750

The Company has evaluated the impact of COVID – 19 pandemic resulting on (i) the possibility of constraints in our ability to render services which may require revision of estimations of costs to complete the contract because of additional efforts; (ii) onerous obligations; (iii) penalties relating to breaches of

service level agreements, and (iv) termination or deferment of contracts by customers. The Company has concluded that the impact of COVID – 19 pandemic is not material based on these estimates. Due to the nature of the COVID-19 pandemic, the Group continues to monitor developments to identify significant uncertainties relating to revenue in future periods.

Trade receivables and contract balances

The company classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue for time and material contracts are recognized as related service are performed. Revenue for fixed price maintenance contracts is recognized on a straightline basis over the period of the contract. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time.

Revenue recognition for fixed price development contracts is based on percentage of completion method. Invoicing to the clients is based on milestones as defined in the contract. This would result in the timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price development contracts is classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

Invoicing in excess of earnings is classified as unearned revenue.

Trade receivable and unbilled revenues are presented net of impairment in the Balance Sheet.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue for time and material contracts are recognized as related service are performed. Revenue for fixed price maintenance contracts is recognized on a straightline basis over the period of the contract. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time.

Revenue recognition for fixed price development contracts is based on percentage of completion method. Invoicing to the clients is based on milestones as defined in the contract. This would result in the timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price development contracts is classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

Invoicing in excess of earnings is classified as unearned revenue.

Trade receivable and unbilled revenues are presented net of impairment in the Balance Sheet.

During the year ended March 31,2022 and March 31,2021, the Company recognized revenue of ₹ 8,400 lakh and ₹ 7,784 lakh arising from opening unearned revenue as of April 1, 2021 and April 1, 2020, respectively.

During the years ended March 31, 2022 and March 31, 2021, ₹ 3,100 lakhs and ₹ 4,810 lakhs of unbilled revenue pertaining to other fixed-price and fixed-timeframe contracts as of April 1, 2021 and April 1, 2020, has been reclassified to trade receivables upon billing to customers on completion of milestones.

Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind-AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialized and adjustments for currency.

The aggregate value of performance obligations that are completely or partially unsatisfied as of March, 2022, other than those meeting the exclusion criteria mentioned above is ₹ 69,597 lakhs. Out of this, the Group expects to recognize revenue of around 49.3% within the next one year and the remaining thereafter. This includes contracts that can be terminated for convenience without a substantive penalty since, based on current assessment, the occurrence of the same is expected to be remote.

2.16 Other income, net

Other income is comprised primarily of interest income, dividend income, gain / loss on investments and exchange gain/loss on forward and options contracts and on translation of foreign currency assets and liabilities. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

Foreign currency accounting policy

Functional currency

The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees (rounded off to lakh).

Transactions and translations

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of profit and loss and reported within exchange gains / (losses) on translation of assets and liabilities, net. Non-monetary assets and liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

Other Income for the year ended March 31, 2022 and March 31, 2021 are as follows :

Particulars	in ₹ lakh	
	Year ended March 31,	
	2022	2021
Interest Income received on financial assets- carried at amortized cost:		
Deposits with banks and others	3,592	344
Profit on sale of Fixed Assets	14	-
Exchange gain / (loss) on translation of assets and liabilities	21	(790)
Gain / (loss) on investment carried at fair value through profit or loss	767	155
Exchange gains / (losses) on foreign currency forward and options contracts	310	942
Miscellaneous income	2	153
Total other income	4,706	804

2.17 Expenses

Particulars	in ₹ lakh	
	Year ended March 31,	
	2022	2021
Employee benefit expenses		
Salaries including bonus	68,206	70,733
Contribution to provident and other funds	3,628	3,682
Staff welfare	937	627
	72,770	75,042
Travel expenses		
Overseas travel expenses	1,971	1,526
Travelling and conveyance	286	137
	2,257	1,663
Cost of software packages and others		
For own use	8,450	5,714
Third party items bought for service delivery to clients	20,928	10,424
	29,378	16,138
Other expenses		
Repairs and maintenance	1,576	1,884
Brand and marketing	4,362	3,437
Communication expenses	604	1,275
Operating lease payments	2,887	3,002
Rates and taxes	125	103
Commission charge	2,651	2,180

Particulars	Year ended March 31,	
	2022	2021
Fuel and power	405	390
Consumables	33	6
Provision / (reversal) for post-sales client support and others	(40)	(18)
Impairment loss recognized on financial assets	272	197
Contributions towards corporate social responsibility	1,300	1,065
Auditor's remuneration		
Statutory audit fees	35	35
Others	346	337
	14,557	13,893

2.18 Employee benefits

Accounting Policy

2.18.1 Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. The Company fully contributes all ascertained liabilities to the Edgeverve Systems Limited Employees Gratuity Fund Trust (the Trust). Trustees administer contributions made to the Trust and contributions are invested in a scheme with Life Insurance Corporation of India as permitted by Indian Law.

The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive income, net of taxes and are not reclassified to profit or loss in subsequent periods. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in Other Comprehensive Income. The effect of any plan amendments is recognized in net profits in the Statement of Profit and Loss.

2.18.2 Superannuation

Certain employees of Edgeverve are participants in a defined contribution plan. The Company has no further obligations to the Plan beyond its monthly contributions which are periodically contributed to a trust fund, the corpus of which is invested with the Life Insurance Corporation of India.

2.18.3 Provident Fund

Eligible employees receive benefits from a provident fund, which is a defined contribution plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. Amounts collected under the provident fund plan are deposited in a government administered provident fund. The Company has no further obligations under the provident fund plan beyond its monthly contributions.

2.18.4 Compensated absences

The employees of the Company are entitled to compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary using projected unit credit method on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the balance sheet date. Expenses on non-accumulating compensated absences is recognized in the period in which the absences occur.

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

a. Gratuity

The funded status of the gratuity plans and the amounts recognized in the Company's financial statements as of March 31, 2022 and March 31, 2021 are as follows:

Particulars	in ₹ lakh	
	As at March 31,	
	2022	2021
Change in benefit obligations		
Benefit obligations at the beginning	7,952	7,209
Service cost	784	772
Interest expense	448	438
Transfer of obligation	37	42
Remeasurements - Actuarial (gains) / losses	(596)	(186)
Benefits paid	(1,254)	(323)
Benefit obligations at the end	7,370	7,952
Change in plan assets		
Fair value of plan assets at the beginning	8,550	8,136
Interest income	489	497
Transfer of assets	22	28
Remeasurements return on plan assets excluding amounts included in interest income	-	62
Contributions	100	150
Return on plan assets greater / (lesser) than discount rate	124	-
Benefits paid	(1,254)	(323)
Fair value of plan assets at the end	8,031	8,550
Funded status	661	598
Prepaid gratuity benefit	661	598

Amount for the year ended March 31, 2022 and March 31, 2021 recognized in the Statement of Profit and Loss under employee benefit expenses:

Particulars	in ₹ lakh	
	Year ended March 31,	
	2022	2021
Service cost	784	772
Net interest on the net defined benefit liability/asset	(41)	(59)
Net gratuity cost	743	713

Amount for the year ended March 31, 2022 and March 31, 2021 recognized in the Statement of Other Comprehensive Income:

Particulars	in ₹ lakh	
	Year ended March 31,	
	2022	2021
Remeasurements of the net defined benefit liability/ (asset)		
Actuarial (gains) / losses	(596)	(186)
(Return) / loss on plan assets excluding amounts included in the net interest on the net defined benefit liability / (asset)	(124)	(62)
	(720)	(248)

Particulars	in ₹ lakh	
	Year ended March 31,	
	2022	2021
(Gain)/loss from change in financial assumptions	(1,211)	50
(Gain)/loss from change in experience	615	(236)
(Gain)/loss from change in demographic assumptions	-	-
	(596)	(186)

The weighted-average assumptions used to determine benefit obligations as at March 31, 2022 and March 31, 2021 are as follows:

Particulars	As at March 31,	
	2022	2021
Discount rate	6.1%	6.1%
Weighted average rate of increase in compensation levels	10.0%	10.0%

The weighted-average assumptions used to determine net periodic benefit cost for the year ended March 31, 2022 and March 31, 2021 are as follows:

Particulars	As at March 31,	
	2022	2021
Discount rate	6.5%	6.1%
Weighted average rate of increase in compensation levels	7.5%	10.0%
Weighted average duration of defined benefit obligation	5.9 years	5.9 years

Sensitivity of significant assumptions used for valuation of defined benefit obligations:

Impact from percentage point increase / decrease in	in ₹ lakh	
	As at March 31, 2022	
Discount rate		404
Weighted average rate of increase in compensation level		357

Sensitivity to significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant. The sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is not probable, and changes in some of the assumptions may be correlated.

Gratuity is applicable only to employees drawing a salary in Indian rupees and there are no other foreign defined benefit plans.

The Company contributes all ascertained liabilities towards gratuity to the Edgeverve Systems Limited Employees' Gratuity Fund Trust. Trustees administer contributions made to the trust. As of March 31, 2022 and March 31, 2021, the plan assets have been primarily invested in insurer managed funds.

Actual return on assets for the year ended March 31, 2022 and March 31, 2021 were ₹ 489 lakh and ₹ 559 lakh respectively.

The Company assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The discount rate is based on the government securities yield.

Maturity profile of defined benefit obligation:

	in ₹ lakh
Within 1 year	1,078
1-2 year	1,064
2-3 year	1,133
3-4 year	1,097
4-5 year	1,130
5-10 years	5,175

Assumptions regarding future mortality experience are set in accordance with the published statistics by the Life Insurance Corporation of India.

b. Provident Fund

The Company contributed ₹ 2,225 lakh during the year ended March 31, 2022 (₹2,029 lakh for the year ended March 31, 2021).

c. Superannuation

The Company contributed ₹ 779 lakh during the year ended March 31, 2022 (₹ 740 lakh for the year ended March 31, 2021).

2.19 Contingent liabilities and commitments (to the extent not provided for)

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

Particulars	in ₹ lakh	
	As at March 31, 2022	2021
Contingent liabilities:		
Claims against the Company, not acknowledged as debts ⁽¹⁾	13,134	7,343
Commitments:		
Estimated amount of unexecuted capital contracts and not provided for (net of advances and deposits) ⁽²⁾		
(net of advances and deposits)	3,102	717

Legal Proceedings

The Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The Company's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial condition.

2.20 Related party transactions

List of related parties

Name of Holding company	Country	Holding as at March 31,	
		2022	2021
Infosys Limited	India	100%	100%
Name of Fellow subsidiaries		Country	
Infosys Technologies (China) Co. Limited (Infosys China)		China	
Infosys Technologies S. de R. L. de C. V. (Infosys Mexico)		Mexico	
Infosys Technologies (Sweden) AB (Infosys Sweden)		Sweden	
Infosys Technologies (Shanghai) Company Limited (Infosys Shanghai)		China	
Infosys Nova Holdings LLC. (Infosys Nova)		US	
Infosys Austria GmbH		Austria	
Skava Systems Private Limited (Skava Systems) ⁽⁴¹⁾		India	
Kallidus Inc, (Kallidus) ⁽⁴²⁾		US	
Infosys Chile SpA		Chile	
Infosys Arabia Limited ⁽²⁾		Saudi Arabia	
Infosys Consulting Ltda. ⁽¹⁾		Brazil	
Infosys CIS LLC ^{(1) (15)}		Russia	
Infosys Luxembourg S.a.r.l		Luxembourg	
Infosys Americas Inc., (Infosys Americas)		US	
Infosys Public Services, Inc. USA (Infosys Public Services)		US	
Infosys Canada Public Services Inc ⁽²⁰⁾⁽⁵³⁾		Canada	
Infosys BPM Limited ⁽⁶¹⁾		India	
Infosys (Czech Republic) Limited s.r.o. ⁽³⁾		Czech Republic	
Infosys Poland Sp z.o.o ⁽³⁾		Poland	

⁽¹⁾ As at March 31, 2022, claims against the Company not acknowledged as debts in respect of income tax matters amounted to ₹ 5,752 lakh and in respect of Central Excise and VAT/CST matters amounted to ₹ 7,381 lakh. The claims against the Company in respect of income tax majorly represent demands arising on completion of assessment proceedings under the Income Tax Act, 1961. These claims are on account of multiple issues of disallowances such as disallowance of expenditure towards software being held as capital in nature, disallowance of depreciation claimed on intangible assets amongst others. The claims against the company in respect of Central Excise and VAT/CST matters represent demands arising on account of treating Finacle Software as excisable goods under Central Excise Act, 1944 and demand of CST under Rule 53⁽⁶⁾ (b) of CST law.

These matters are pending before various Appellate Authorities and the management including its tax advisors expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company's financial position and results of operations.

Amount paid to statutory authorities against the above tax claims amounted to ₹ 30,538 lakh.

⁽²⁾ Capital contracts primarily comprises of commitments for facilities and computer equipment.

Name of Fellow subsidiaries	Country
Infosys McCamish Systems LLC ⁽³⁾	US
Portland Group Pty Ltd ⁽³⁾	Australia
Infosys BPO Americas LLC. ⁽³⁾	US
Infosys Consulting Holding AG (Infosys Lodestone)	Switzerland
Infosys Management Consulting Pty Limited ⁽⁴⁾	Australia
Infosys Consulting AG ⁽⁴⁾	Switzerland
Infosys Consulting GmbH ⁽⁴⁾	Germany
Infosys Consulting S.R.L.	Romania
Infosys Consulting SAS ⁽⁴⁾	France
Infosys Consulting s.r.o. v likvidaci (formerly Infosys Consulting s.r.o.) ⁽⁴⁾⁽⁵²⁾	Czech Republic
Infosys Consulting (Shanghai) Co., Ltd. ⁽⁴⁾⁽⁴⁸⁾	China
Infy Consulting Company Ltd ⁽⁴⁾	UK
Infy Consulting B.V. ⁽⁴⁾	The Netherlands
Infosys Consulting Sp. z.o.o. ⁽²⁹⁾	Poland
Lodestone Management Consultants Portugal, Unipessoal, Lda. ⁽⁴⁾⁽³⁴⁾	Portugal
Infosys Consulting S.R.L. ⁽⁴⁾	Argentina
Infosys Consulting (Belgium) NV ⁽⁵⁾	Belgium
Panaya Inc. (Panaya)	US
Panaya Ltd. ⁽⁶⁾	Israel
Panaya GmbH ⁽⁶⁾	Germany
Brilliant Basics Holdings Limited (Brilliant Basics) ⁽⁴¹⁾	UK
Brilliant Basics Limited ⁽⁷⁾⁽⁴¹⁾	UK
Brilliant Basics (MENA) DMCC ⁽⁷⁾⁽²¹⁾	Dubai
Infosys Consulting Pte. Ltd. (Infosys Singapore)	Singapore
Infosys Middle East FZ LLC ⁽⁸⁾	Dubai
Fluido Oy ⁽⁸⁾	Finland
Fluido Sweden AB (Extero) ⁽¹¹⁾	Sweden
Fluido Norway A/S ⁽¹¹⁾	Norway
Fluido Denmark A/S ⁽¹¹⁾	Denmark
Fluido Slovakia s.r.o. ⁽¹¹⁾	Slovakia
Fluido Newco AB ⁽¹¹⁾⁽³⁶⁾	Sweden
Infosys Compaz Pte. Ltd. ⁽⁹⁾	Singapore
Infosys South Africa (Pty) Ltd ⁽⁸⁾	South Africa
WONGDOODY Holding Company Inc. (WONGDOODY) ⁽¹⁾⁽⁵⁴⁾	US
WDW Communications, Inc. ⁽¹⁰⁾⁽⁵⁵⁾	US
WONGDOODY, Inc. ⁽¹⁰⁾⁽⁵⁶⁾	US
HIPUS Co., Ltd ⁽⁹⁾	Japan
Stater N.V. ⁽⁹⁾	The Netherlands
Stater Nederland B.V. ⁽¹²⁾	The Netherlands
Stater Duitsland B.V. ⁽¹²⁾⁽³⁸⁾	The Netherlands
Stater XXL B.V. ⁽¹²⁾	The Netherlands
HypoCasso B.V. ⁽¹²⁾	The Netherlands
Stater Participations B.V. ⁽¹²⁾	The Netherlands
Stater Deutschland Verwaltungs-GmbH ⁽¹³⁾⁽³⁷⁾	Germany
Stater Deutschland GmbH & Co. KG ⁽¹³⁾⁽³⁷⁾	Germany
Stater Belgium N.V./S.A. ⁽¹⁴⁾⁽³⁹⁾	Belgium
Stater GmbH ⁽¹²⁾⁽⁴⁶⁾	Germany
Outbox systems Inc. dba Simplus (US) ⁽¹⁶⁾	US
Simplus North America Inc. ⁽¹⁷⁾⁽⁴⁵⁾	Canada
Simplus ANZ Pty Ltd. ⁽¹⁷⁾	Australia
Simplus Australia Pty Ltd ⁽¹⁸⁾	Australia
Square Peg Digital Pty Ltd ⁽¹⁹⁾⁽⁴⁹⁾	Australia
Simplus Philippines, Inc. ⁽¹⁷⁾	Philippines
Simplus Europe, Ltd. ⁽¹⁷⁾⁽⁴⁷⁾	UK

Name of Fellow subsidiaries	Country
Infosys Fluido UK, Ltd. (formerly Simplus UK, Ltd) ⁽²²⁾	UK
Infosys Fluido Ireland, Ltd.(formerly Simplus Ireland, Ltd) ⁽²³⁾	Ireland
Infosys Limited Bulgaria EOOD ⁽¹⁾⁽²⁴⁾	Bulgaria
Kaleidoscope Animations, Inc. ⁽²⁷⁾	US
Kaleidoscope Prototyping LLC ⁽²⁸⁾	US
GuideVision s.r.o. ⁽²⁵⁾	Czech Republic
GuideVision Deutschland GmbH ⁽²⁶⁾	Germany
GuideVision Suomi Oy ⁽²⁶⁾	Finland
GuideVision Magyarország Kft ⁽²⁶⁾	Hungary
GuideVision Polska SP.Z.O.O ⁽²⁶⁾	Poland
GuideVision UK Ltd ⁽²⁶⁾	UK
Blue Acorn iCi Inc (formerly Beringer Commerce Inc) ⁽³⁰⁾	US
Beringer Capital Digital Group Inc ⁽³⁰⁾⁽⁵⁹⁾	US
Mediotype LLC ⁽³¹⁾⁽⁵⁹⁾	US
Beringer Commerce Holdings LLC ⁽³¹⁾⁽⁵⁹⁾	US
SureSource LLC ⁽³²⁾⁽⁵⁷⁾	US
Blue Acorn LLC ⁽³²⁾⁽⁵⁷⁾	US
Simply Commerce LLC ⁽³²⁾⁽⁵⁷⁾	US
iCiDIGITAL LLC ⁽³³⁾⁽⁵⁸⁾	US
Infosys BPM UK Limited ⁽³⁾⁽³⁵⁾	UK
Infosys Turkey Bilgi Teknolojikeri Limited Sirketi ⁽¹⁾⁽⁴⁰⁾	Turkey
Infosys Germany Holding GmbH ⁽¹⁾⁽⁴³⁾	Germany
Infosys Automotive and Mobility GmbH & Co. KG ⁽¹⁾⁽⁴⁴⁾	Germany
Infosys Green Forum ⁽¹⁾⁽⁵⁰⁾	India
Infosys (Malaysia) SDN. BHD. (formerly Global Enterprise International (Malaysia) Sdn. Bhd.) ⁽⁵¹⁾	Malaysia
Infosys Business Solutions LLC ⁽¹⁾⁽⁶⁰⁾	Qatar
Infosys Germany GmbH (formerly Kristall 247. GmbH ("Kristall")) ⁽⁶²⁾	Germany

⁽¹⁾ Wholly-owned subsidiary of Infosys Limited

⁽²⁾ Majority-owned and controlled subsidiary of Infosys Limited

⁽³⁾ Wholly-owned subsidiary of Infosys BPM Limited

⁽⁴⁾ Wholly-owned subsidiary of Infosys Consulting Holding AG

⁽⁵⁾ Majority owned and controlled subsidiary of Infosys Consulting Holding AG

⁽⁶⁾ Wholly-owned subsidiary of Panaya Inc.

⁽⁷⁾ Wholly-owned subsidiary of Brilliant Basics Holding Limited

⁽⁸⁾ Wholly-owned subsidiary of Infosys Consulting Pte. Ltd.

⁽⁹⁾ Majority owned and controlled subsidiary of Infosys Consulting Pte. Ltd.

⁽¹⁰⁾ Wholly-owned subsidiary of WONGDOODY Holding Company Inc. (WONGDOODY)

⁽¹¹⁾ Wholly-owned subsidiary of Fluido Oy

⁽¹²⁾ Wholly-owned subsidiary of Stater N.V

⁽¹³⁾ Wholly-owned subsidiary of Stater Duitsland B.V.

⁽¹⁴⁾ Majority owned and controlled subsidiary of Stater Participations B.V.

⁽¹⁵⁾ Liquidated effective January 28, 2021

⁽¹⁶⁾ Wholly-owned subsidiary of Infosys Nova Holdings LLC

⁽¹⁷⁾ Wholly-owned subsidiary of Outbox Systems Inc.

⁽¹⁸⁾ Wholly-owned subsidiary of Simplus ANZ Pty Ltd

⁽¹⁹⁾ Wholly owned subsidiary of Simplus Australia Pty Ltd

⁽²⁰⁾ Wholly-owned subsidiary of Infosys Public Services, Inc.

⁽²¹⁾ Liquidated effective July 17, 2020

⁽²²⁾ On June 1, 2020, Fluido Oy, acquired 100% of the voting interests in Infosys Fluido UK, Ltd. (formerly Simplus UK, Ltd)

⁽²³⁾ Wholly-owned subsidiary of Infosys Fluido UK, Ltd. (formerly Simplus UK, Ltd)

⁽²⁴⁾ Incorporated effective September 11, 2020

⁽²⁵⁾ On October 1, 2020, Infy Consulting Company Limited acquired 100% of voting interests in GuideVision s.r.o

⁽²⁶⁾ Wholly-owned subsidiary of GuideVision s.r.o.

⁽²⁷⁾ On October 9, 2020, Infosys Nova Holdings LLC, acquired 100% voting interest in Kaleidoscope Animations, Inc.

⁽²⁸⁾ Wholly owned subsidiary of Kaleidoscope Animations, Inc.

- ⁽²⁹⁾ Merged with Infosys Poland Sp. z.o.o, effective October 21, 2020
- ⁽³⁰⁾ On October 27, 2020, Infosys Nova Holding LLC, a wholly-owned subsidiary of Infosys Limited, acquired 100% voting interest in Blue Acorn iCi Inc (formerly Beringer Commerce Inc) and Beringer Capital Digital Group Inc
- ⁽³¹⁾ Wholly-owned subsidiary of Blue Acorn iCi Inc
- ⁽³²⁾ Wholly-owned subsidiary of Beringer Commerce Holdings LLC
- ⁽³³⁾ Wholly-owned subsidiary of Beringer Capital Digital Group Inc.
- ⁽³⁴⁾ Liquidated effective November 19,2020
- ⁽³⁵⁾ Incorporated, effective December 9, 2020
- ⁽³⁶⁾ Merged into Fluido Sweden AB (Extero), effective December 18, 2020
- ⁽³⁷⁾ Merged into Stater Duitsland B.V., effective December 18, 2020
- ⁽³⁸⁾ Merged with Stater N.V., effective December 23, 2020
- ⁽³⁹⁾ On December 29, 2020, Stater Participation B.V acquired non-controlling interest of 28.01% of the voting interests in Stater Belgium NV/SA
- ⁽⁴⁰⁾ Incorporated on December 30, 2020.
- ⁽⁴¹⁾ Under liquidation
- ⁽⁴²⁾ Liquidated effective March 9,2021
- ⁽⁴³⁾ Incorporated on March 23, 2021
- ⁽⁴⁴⁾ On March 28, 2021 Infosys Limited and Infosys Germany Holding GmbH registered Infosys Automotive and Mobility GmbH & Co. KG, a partnership firm.
- ⁽⁴⁵⁾ Liquidated effective April 27,2021
- ⁽⁴⁶⁾ Incorporated on August 4, 2021
- ⁽⁴⁷⁾ Liquidated effective July 20, 2021
- ⁽⁴⁸⁾ Liquidated effective September 1, 2021
- ⁽⁴⁹⁾ Liquidated effective September 2, 2021
- ⁽⁵⁰⁾ Incorporated on August 31, 2021
- ⁽⁵¹⁾ On December 14, 2021, Infosys Consulting Pte. Ltd., a wholly owned subsidiary of Infosys Limited acquired 100% of voting interests in Infosys (Malaysia) SDN. BHD. (formerly Global Enterprise International (Malaysia) Sdn. Bhd.)
- ⁽⁵²⁾ Liquidated effective December 16, 2021
- ⁽⁵³⁾ Liquidated effective November 23, 2021
- ⁽⁵⁴⁾ Wholly-owned subsidiary of Infosys Limited, merged with WONGDOODY Inc, effective December 31, 2021
- ⁽⁵⁵⁾ Wholly-owned subsidiary of WONGDOODY Holding Company Inc. (WONGDOODY), merged with WONGDOODY Inc, effective December 31, 2021
- ⁽⁵⁶⁾ Wholly-owned subsidiary of Infosys Limited, effective December 31, 2021
- ⁽⁵⁷⁾ Merged with Beringer Commerce Holdings LLC, effective January 1, 2022
- ⁽⁵⁸⁾ Merged with Beringer Capital Digital Group Inc, effective January 1, 2022
- ⁽⁵⁹⁾ Merged with Blue Acorn iCi Inc, effective January 1, 2022
- ⁽⁶⁰⁾ Incorporated on February 20, 2022
- ⁽⁶¹⁾ On March 17, 2022, Infosys Limited acquired non-controlling interest of 0.01% of the voting interests in Infosys BPM Limited.
- ⁽⁶²⁾ On March 22, 2022, Infosys Consulting Pte. Ltd., a wholly owned subsidiary of Infosys Limited acquired 100% of voting interests in Infosys Germany GmbH (formerly Kristall 247. GmbH ('Kristall'))

Infosys has provided guarantee for performance of certain contracts entered into by its subsidiaries.

List of other related party

Particulars	Country	Nature of relationship
EdgeVerve Systems Limited Employees' Gratuity Fund Trust	India	Post-employment benefit plan of EdgeVerve
EdgeVerve Systems Limited Employees' Superannuation Fund Trust	India	Post-employment benefit plan of EdgeVerve

List of key management personnel

Directors

Mohit Joshi, Chairman of the Board

Sanat Rao, Whole-time Director

Atul Soneja, Whole-time Director

Deepak Raghunath Padaki, Director

Inderpreet Sawhney, Director

Martha Geiger King, Director

Dennis Kantilal Gada, Director

Sateesh Seetharamiah, Whole-time, Director

Executive officers

Rajesh Kini, Chief Financial Officer

Sudhir Shridhar Gaonkar, Company Secretary

The details of amounts due to or due from related parties as at March 31, 2022 and March 31, 2021 are as follows:

Particulars	in ₹ lakh	
	As at March 31,	
	2022	2021
Trade receivables		
Infosys Public Services	-	1
Infosys BPM Limited	14	53
Infosys Mexico	11	153
Infosys Ltd	595	132
Infosys Sweden	289	3,054
	909	3,393
Other financial assets		
Infosys BPM Limited	-	5
	-	5
Unbilled Revenue		
Infosys Public Services	-	-
Infosys BPM Limited	22	190
	22	190
Non convertible debentures		
Infosys Limited	-	53,600
	-	53,600
Trade payables		
Infosys Limited	-	299
Infosys Consulting	32	-
Infosys Mexico	-	13
Infosys BPM Limited	43	108
	75	419
Other current financial liabilities		
WDW Communications	-	3
Infosys BPM Limited	10	23
	10	26
Accrued expenses		
Infosys Public Services	18	16
Infosys Limited	6435	7,721
	6453	7,737

Note: Excludes certain balances due to / from Infosys, which are pertaining to contracts pending novation upon business transfer and held in trust by Infosys.

Particulars	in ₹ lakh	
	As at March 31,	
	2022	2021
Capital transactions:		
Financing transactions		
Debentures		
Infosys Limited	(53,600)	(62,300)
Revenue transactions:		
Sale of services		
Infosys Limited	1,548	-

Particulars	As at March 31,	
	2022	2021
Infosys Public Services	21	73
Infosys Sweden	2,936	3,180
Infosys China	-	1
Infosys Mexico	1,048	2,055
Infosys BPM Limited	323	504
	5,877	5,812
purchase of services and shared services including facilities and personnell		
Infosys Limited	69,792	70,739
Infosys Mexico	-	122
Brilliant Basics	-	137
Infosys WDW	-	16
Infosys Lodestone	199	645
Infosys BPM Limited	536	444
	70,527	72,104
Finance cost		
Infosys Limited	-	6,116

Note: Excludes certain transactions with Infosys, which are pertaining to contracts pending novation upon business transfer and held in trust by Infosys.

Transaction with key managerial personnel

The describes the compensation to key managerial personnel which comprise directors and executive officers as follows:

Particulars	in ₹ lakh	
	As at March 31,	
	2022	2021
Salaries and other employee benefits to whole-time directors and executive officers ⁽¹⁾	1,927	1,185
Commission and other benefits to non-executive/independent directors	-	-
Total	1,927	1,185

⁽¹⁾ Does not include post-employment benefit based on actuarial valuation as this is done for the Company as a whole.

2.21 Corporate social responsibility

As per Section 135 of the Companies Act 2013, a Corporate Social Responsibility (CSR) committee was formed by the Company. The proposed areas for CSR activities are eradication of hunger, poverty and malnutrition, promoting education and healthcare and rural development projects. The funds will be allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

Particulars	As at March 31,	
	2022	2021
i) amount required to be spent by the company during the year,	1,300	1065
ii) amount of expenditure incurred	1,300	1065
iii) shortfall at the end of the year	-	-
iv) total of previous years shortfall	-	-
v) reason for shortfall	NA	NA
vi) nature of CSR activities	Refer Note Below	Refer Note Below
vii) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard ⁽¹⁾	100	-
viii) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	-	-

Note: Eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, disaster relief, COVID-19 relief and rural development projects

⁽¹⁾ Represents contribution to Infosys foundation, a related party, towards CSR expenditure

2.22 Segment reporting

The Company's business activity, falls within a single primary business segment, i.e. providing Products and platforms and related services. Accordingly, disclosures as required under IND AS 108, 'Segment Reporting', has not been separately presented in the financial statements since the information is available directly from the Statement of Profit and Loss.

2.23 Analytical Ratios

Particulars	Numerator	Denominator	Numerator	Denominator	As at March 31,		Movement
					2022	2021	
Current Ratio	Current assets	Current liability	1,26,293	74,861	1.69	1.52	11%
Debt – Equity Ratio	Total Debt ⁽¹⁾	Shareholder's Equity	-	80,626	-	10.60	(100%)
Debt Service Coverage Ratio	Earnings available for debt service ⁽²⁾	Debt Service	78,007	53,806	1.45	1.19	22%
Return on Equity (ROE) ⁽³⁾	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	75,032	42,841	175%	(236%)	(174%)
Trade receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	3,00,538	13,410	22.41	19.67	14%
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	1,27,341	3,024	42.10	42.59	(1%)
Net capital turnover ratio ⁽⁴⁾	Net Sales	Working Capital	3,00,538	51,431	5.84	8.59	(32%)
Net profit ratio	Net Profit	Net Sales	75,032	3,00,538	25%	24%	6%
Return on capital employed (ROCE) ⁽⁵⁾	Earning before interest and taxes	Capital Employed ⁽⁶⁾	1,02,792	80,626	127%	1771%	(93%)
Return on Investment	Gain from Investments	Weighted average investment	767	20,319	4%	3%	20%

⁽¹⁾ Debt represents non-convertible debentures

⁽²⁾ Net profit after taxes + Non-cash operating expenses + Interest + other adjustments like loss on sale of Fixed assets etc.

⁽⁶⁾ Tangible net worth + Deferred tax liabilities + Lease liabilities

Explanation for change in the ratio by more than 25% as compared to the preceding year

⁽¹⁾ Non-convertible debentures repaid fully during current financial year

⁽³⁾ Increase in average shareholders' equity due to profit for the year

⁽⁴⁾ Increase in working capital due to full repayment of non-convertible debenture to Infosys Limited in Q1'22

⁽⁵⁾ Increase in capital employed due to profit for the year

2.24 Function wise classification of Statement of Profit and Loss

in ₹ lakh

Particulars	Year ended March 31,	
	2022	2021
Revenue from operations	3,00,538	2,77,750
Cost of sales	1,67,795	1,53,758
Gross profit	1,32,742	1,23,992
Operating expenses		
Selling and marketing expenses	16,800	15,391
General and administration expenses	17,857	19,853
Total operating expenses	34,657	35,244
Operating profit	98,086	88,748
Other Income, net	4,706	804
Profit before interest and tax	1,02,792	89,552
Finance cost	206	6,120
Profit before tax	1,02,586	83,432
Tax expense:		
Current tax	27,394	17,536
Deferred tax	161	286
Profit for the year	75,032	65,610
Other comprehensive income		
Items that will not be reclassified subsequently to profit or loss		
Remeasurement of the net defined benefit liability / asset	539	185
Equity instruments through other comprehensive income	-	-
Items that will be reclassified subsequently to profit or loss	-	-
Total other comprehensive income, net of tax	539	185
Total comprehensive income for the year	75,571	65,795

for and on behalf of the Board of Directors of EdgeVerve Systems Limited

Mohit Joshi
Chairman

Sanat Rao
Whole-time Director

Sateesh Seetharamiah
Whole-time Director

Rajesh Kini
Chief Financial Officer

Sudhir Gaonkar
Company Secretary

Bengaluru
April 12, 2022

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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Plot No. 44,
Electronics City Hosur Road
Bengaluru 560 100, India
Tel: 91 80 3952 2222
Fax: 91 80 2852 1300
secretarial@edgeverve.com
www.edgeverve.com

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.

Safe Harbor

This Annual Report contains 'forward-looking statements' within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance and are based on our current expectations, assumptions, estimates and projections about the Company, our industry, economic conditions in the markets in which we operate, and certain other matters. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'will', 'project', 'seek', 'should' and similar expressions. Those statements include, among other things, risks and uncertainties regarding COVID-19 and the effects of government and other measures seeking to contain its spread, the discussions of our business strategy, including the localization of our workforce and investments to reskill our employees and expectations concerning our market position, future operations, margins, profitability, liquidity, capital resources, global increase in wages including India and the US, change in the Indian regulations governing wages, restrictions on immigration in the US, and corporate actions.

These statements are subject to known and unknown risks, uncertainties and other factors, which may cause actual results or outcomes to differ materially from those implied by the forward-looking statements. Important factors that may cause actual results or outcomes to differ from those implied by the forward-looking statements include, but are not limited to, those discussed in the "Outlook, risks and concerns" section in this Annual Report. In the light of these and other uncertainties, you should not conclude that the results or outcomes referred to in any of the forward-looking statements will be achieved. All forward-looking statements included in this Annual Report are based on information and estimates available to us on the date hereof, and we do not undertake any obligation to update these forward-looking statements unless required to do so by law.

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