



EdgeVerve Systems Limited

Annual Report 2023-24

The EdgeVerve Board of Directors*



Karmesh Vaswani
Chairman and Director



Sajit Vijayakumar
Whole-time Director



Sateesh Seetharamiah
Whole-time Director



Inderpreet Sawhney
Director



Martha King
Director



Dennis Gada
Director

* As on April 16, 2024

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Board's report

Dear members,

The Board of Directors ("the Board") 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, 2024.

1. Results of our operations and state of affairs

(In ₹ lakh, except per share data)

Particulars	2024	2023
Income from software products, platforms and services	3,56,938	3,44,628
Cost of sales	2,03,831	1,80,813
Gross profit	1,53,107	1,63,815
Operating expenses		
Selling and marketing expenses	23,803	21,927
General and administration expenses	21,366	22,275
Total operating expenses	45,169	44,202
Operating profit	1,07,938	1,19,612
Other income, net	9,628	7,142
Profit before interest and tax	117,566	1,26,754
Finance cost	-	-
Profit before tax	1,17,566	1,26,754
Tax expense	34,078	33,765
Net profit after tax	83,488	92,989
Other comprehensive income		
Items that will not be reclassified subsequently to profit or loss		
Remeasurement of the net defined benefit liability / asset	86	612
Items that will be reclassified subsequently to profit or loss	-	-
Total other comprehensive income, net of taxes	86	612
Total other comprehensive income	83,574	93,601
Earnings per share (at par value of ₹10 each)		
Basic	6.36	7.09
Diluted	6.36	7.09

Revenue

Our revenue from operations on a standalone basis increased by 3.57% to ₹3,56,938 lakh from ₹3,44,628 lakh in the previous year.

Profits

Our gross profit amounted to ₹ 1,53,107 lakh (42.9% of revenue) as against ₹1,63,815 lakh (47.5% of revenue) in the previous year. Sales and marketing costs were 6.7% of our revenue for the year ended March 31, 2024 as compared to 6.4% for the year ended March 31, 2023. General and administration expenses were 6.0% of our revenues for the year ended March 31, 2024 as compared to 6.5 % for the year ended March 31, 2023. The operating profit amounted to ₹ 1,07,938 lakh, as against ₹1,19,612 lakh (30.2% of revenue), in the previous year. The profit before tax was ₹ 1,17,566 lakh, as against ₹1,26,754 lakh (32.9% of revenue) in the previous year. Net profit was ₹ 83,488 lakh as against ₹92,989 lakh (23.4% of revenue) in the previous year.

Capital expenditure

This year, we incurred capital expenditure of ₹1,778 lakh. This comprises ₹1,754 lakh for investment in computer equipment, ₹1 lakh in furniture and fixtures, and the balance of ₹23 lakh in infrastructure. In the previous year, we incurred capital expenditure of ₹4,606 lakh. This comprises ₹4,393 lakh for investment in computer equipment, ₹85 lakh in furniture and

Dividend

The Company recommended / declared dividend as under :

Particulars	Fiscal 2023		Fiscal 2024	
	Dividend per share (in ₹)	Dividend payout (in ₹ lakh)	Dividend per share (in ₹)	Dividend payout (in ₹ lakh)
Interim dividend	2.10	27,548	2.50	32,796
2 nd Interim & Special dividend	-	-	2.75	36,075
Final dividend	3.05	40,011	4.00 ⁽¹⁾	52,474 ⁽¹⁾
Total dividend	5.15	67,559	9.25	1,21,345⁽³⁾
Dividend payout ratio ⁽²⁾	73%		145%	

1. Recommended by the Board of Directors at its meeting held on April 16, 2024. The payment is subject to the approval of the members at the ensuing AGM to be held on July 25, 2024. The said dividend will be paid to Infosys Limited, the sole beneficial owner of the Company, as on the date of declaration, within the timeline prescribed under the Companies Act.

2. Payout ratio is computed as a percentage of free cash flow prepared under IFRS.

3. The Company declares and pays dividend in Indian rupees. Companies are required to pay / distribute dividend after deducting applicable withholding income taxes.

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.

Changes in the nature of business

The Company did not undergo any change in the nature of its business during fiscal 2024.

fixtures, ₹117 lakh in intangible assets and the balance of ₹10 lakh in infrastructure.

Liquidity

Our principal sources of liquidity are cash and cash equivalents and the cash flow that we generate from our operations. 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, 2024, we have liquid assets (includes cash and cash equivalents and investments) of ₹90,872 lakh, as against ₹1,00,854 lakh at the previous year-end. These funds comprise 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.

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 ("the Act").

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 Act, 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 ₹3,39,900 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 ₹2,54,900 lakh in full and final settlement to Infosys Limited. Necessary approval of the members was obtained.

With the issue of the above shares, the authorized share capital of the Company as on March 31, 2024 stood at ₹4,10,000 lakh and paid-up capital of the Company stood at ₹1,31,184 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.

The Company has repaid outstanding debentures fully and has become a debt-free company since June 2021.

2. Products

EdgeVerve Systems is a wholly-owned product subsidiary of Infosys. Through our industry-leading products and platforms, we assist clients to unlock possibilities in their digital transformation journeys. EdgeVerve Systems has two business units: Finacle and Edge Suite.

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, revenue management, 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). We are differentiated by our functionally rich solution suite, composable architecture, culture and entrepreneurial spirit of a startup. 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, wealth management, trade finance, 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.

Our Edge Suite's AI and automation platforms assist organizations in accelerating their digital transformation journeys. With the mission to help its customers create a

connected enterprise, where humanity, AI and automation work together for a better future. EdgeVerve offers three innovative platforms – AssistEdge, XtractEdge, and TradeEdge – that streamline operations, enhance productivity, and drive exponential growth.

AssistEdge, the connected automation platform, automates and optimizes business processes using a combination of Robotic Process Automation (RPA), process discovery, document processing and process orchestration.

XtractEdge, the AI-powered intelligent document processing platform, extracts, normalizes and contextualizes data from both structured and unstructured documents. The platform can process millions of documents with speed, accuracy, and scale that is unmatched.

TradeEdge, the autonomous supply chain platform, enables enterprises to sense and respond to demand and supply signals in near-real time by connecting partners and data across the value network.

EdgeVerve recently introduced an AI platform, PolarisEdge, for business operations transformation under the umbrella of Topaz. The PolarisEdge platform bridges silos in people, processes, data, and technology for enterprises, amplifying the value of their existing digital core investments. The platform acts as a transformative overlay, seamlessly integrating with enterprises' existing systems. It enables businesses to adopt cutting-edge capabilities, enhance operational efficiency, and unlock new opportunities for growth and innovation, all without disrupting their foundational systems.

EdgeVerve is committed to providing its customers with world-class platforms and exceptional service. Its team of experts collaborates closely with customers to develop tailored solutions that help them achieve their digital transformation goals. With a global presence and a customer-focused approach, EdgeVerve is the partner of choice for enterprises looking to stay ahead in the digital age. Visit www.edgeverve.com to know more.

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 ensures accountability, fairness and transparency in the Company's relationship with the stakeholders such as clients, shareholders, employees, the 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 Act and the Rules made thereunder.

Our *Corporate Governance report* for the fiscal 2024 forms part of this Annual Report

Number of meetings of the Board

The Board met four 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 Act.

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 of March 31, 2024, the Board had five members, consisting of an executive director and four non-executive directors. Two of the non-executive directors on the Board were women. Since the Company is a wholly-owned subsidiary, there is no requirement to have independent directors on the Board. The composition of the Board is in conformity with applicable provisions of the Act.

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

The Company has adopted the Nomination and Remuneration policy framed by the holding company – Infosys Limited. The Board affirms that the remuneration paid to the directors is in conformity with the Nomination and Remuneration Policy.

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 Act, is available on our website, at <https://www.edgeverve.com/about/corporate-governance/>.

Risk management

The Company follows the risk management framework adopted by the holding company, Infosys Limited. The same is available at <https://www.infosys.com/investors/corporate-governance/documents/enterprise-risk-management-policy.pdf>.

The Enterprise Risk Management (ERM) framework is developed by incorporating the best practices based on COSO and ISO 31000 and then tailored to suit the Company's unique business requirements. The ERM function enables the achievement of the Company's strategic objectives by identifying, analyzing, assessing, mitigating, monitoring and governing any risk or potential threat to these objectives. While this is the key driver, the Company's values, culture and commitment to stakeholders – employees, customers, investors, regulatory bodies, partners and the community around us – are the foundation for the ERM framework. The systematic and proactive identification of risks, and mitigation thereof, enables the organization to boost performance with effective and timely decision-making. Strategic decisions are taken after careful consideration of primary risks, secondary risks, consequential risks and residual risks. The ERM function also enables effective resource allocation through structured qualitative and quantitative risk impact assessment and prioritization based on the risk appetite. The ERM framework also enables the identification of underlying opportunities during risk assessment, which are then further evaluated and actionized by the business. The ERM framework encompasses all of the Company's risks – strategy and strategy execution, operational, and legal and compliance risks. Any

of these categories can have internal or external dimensions. Hence, appropriate risk indicators are used to identify these risks proactively. The Company takes cognizance of risks faced by key stakeholders and their cumulative impact while framing the risk responses.

Board evaluation

As required under Section 134(3) of the Act and the Rules made thereunder, a formal annual performance evaluation of individual directors, the Board as a whole and Committees thereof 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 (KMP)

Appointment(s)

Director

1. **Sanat Rao** (DIN 07657698) was reappointed as whole-time director effective April 11, 2023, for the period till April 11, 2024.
2. **Karmesh Vaswani** (DIN 10193181) was appointed as an additional non-executive director effective July 17, 2023.
3. **Sajit Vijayakumar** (DIN 10469386) was appointed as an additional and whole-time director effective April 16, 2024.

KMP

P. Prakash was appointed as the Chief Financial Officer effective January 18, 2024.

Resignation(s)

Director

Sanat Rao (DIN 07657698) resigned as a whole-time director and KMP effective January 20, 2024

KMP

Rajesh Kini resigned as Chief Financial Officer effective January 17, 2024.

Reappointment

Dennis Gada (DIN: 09310292) – Pursuant to Section 152 (6) of the Act, Dennis Gada, who has served the longest on the Board, retires by rotation at the ensuing AGM. Dennis, being eligible, offers himself for reappointment.

His reappointment as director requires the approval of the members at the 10th AGM. The necessary resolution for obtaining the approval of members with regard to the reappointment of Dennis as a director liable to retire by rotation is being placed before the members.

Committees of the Board

Pursuant to the provisions of Section 135 of the Act, the Company has constituted the Corporate Social Responsibility Committee ("CSR Committee").

Further, the Company has constituted the Nomination and Remuneration Committee, voluntarily, to have a clear demarcation for the Board functions of governance and management.

The composition of the committee and related compliances and disclosures, as required under applicable provisions of the Act and Rules, are furnished in the *Corporate Governance report*.

Internal financial control and its adequacy

The Company has adopted Infosys group policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error-reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

Subsidiaries, associate companies, joint ventures

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 the Company's operations in future.

Annual return

The annual return, as required under Section 134(3) of the Act, for fiscal 2024 will be made available for the members at <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. 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.

The directors confirm that :

- a. In the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed and there are no material departures;
- 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 form 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.

4. Audit report and auditors

Audit reports

The auditors have issued an unmodified opinion on the financial statements of the Company for the year ended March 31, 2024. Their report for fiscal 2024 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 2024, as required under Section 204 of the Act and Rules thereunder. The secretarial audit report for fiscal 2024 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

M/s Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number 117366W/W-100018) were reappointed as Statutory Auditors of the Company at the 8th AGM held on August 16, 2022, 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.

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

Secretarial auditor

As required under Section 204 of the Act and Rules thereunder, the Board appointed Parameshwar G. Hegde of Hegde & Hegde, Practicing Company Secretaries, as secretarial auditor of the Company for fiscal 2025.

Reporting of frauds by auditors

During fiscal 2024, neither the statutory auditors nor the secretarial auditor has reported any instance of fraud committed in the Company by its officers or employees.

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 Act are not applicable for the business activities carried out by the Company.

5. Others

Corporate Social Responsibility (CSR)

The Company has constituted the CSR committee as per the requirements of the Companies Act and relevant rules made thereunder. The CSR amount is allocated for projects undertaken at group level through Infosys Foundation.

The Company has adopted the Infosys group CSR policy which is available at <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 CSR 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, we established the 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, 2024, there were no complaints raised under ASHI.

Establishment of vigil / whistleblower mechanism

The Company has adopted the Group Whistleblower Policy to ensure and promote ethics, transparency and accountability. Please refer to *Corporate governance report* for more details.

Conservation of energy

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 equipment. The Company constantly evaluates new technologies and invests in them to make its infrastructure more energy-efficient.

During the year, there was no capital investment on energy conservation equipment.

Technology absorption

Our cloud absorption journey

Over the years, Finacle has been on a progressive journey of evolution to a cloud-native product suite. This has been made possible through our continuous investments and R&D efforts in the space of cloud-native development. Today, Finacle solutions are fully cloud-native, cloud-neutral and powered by open, microservices-driven architecture, fully aligned to the CNCF principles and 12-factor app methodology. Our solutions and SaaS services work seamlessly with various global and regional cloud providers. The cloud-native construct is at the foundation of Finacle's composable banking proposition, which allows banks to aggregate independent technical, domain, experience and engagement components to compose fit-for-purpose banking solutions.

Our AI investments with a growing focus on generative AI (gen AI)

Finacle continues to strengthen investments in AI technologies. Our AI platform is tailor-made for banks to train, optimize, build, deploy and monitor their predictive AI solutions with a high degree of transparency, interpretability and explainability. The platform leverages a host of pre-built models powered by multiple best-in-class ML techniques and unlocks a unique gen AI-powered combinatorial approach of model selection and build with semantic, NLP-based prompts.

Realizing the massive potential gen AI holds in banking, Finacle has embraced the disruptive technology to create a range of gen AI-powered bots addressing unique enterprise as well as market-centric use cases. Our gen AI investments are progressively evolving and is guided by the principle of "proving value to create value". Some examples include:

- Gen AI-powered bot helps Finacle support teams manage tickets and user requests with more efficient ticket resolution. The bot harnesses gen AI to transform support operations, drive enhanced stakeholder experiences and help reimagine IT-Business SLAs for various clients across lines of business.
- Gen AI-powered knowledge assist bot helps Finacle teams gain easy access to Finacle product artifacts such as product manuals, release notes and more. It enables contextual and semantic-based search, offers succinct summarizations and helps all stakeholders grasp the nuances of Finacle's vast solution landscape, spanning diverse product lines, versions, and modules.
- Gen AI-powered GitHub copilot tool accelerates our journey towards software engineering excellence and gain SDLC automation maturity with an AI-first approach.

Our data engineering investments:

Finacle has invested significantly in elevating data engineering practices, evolving a comprehensive data platform offering. This is set to play a critical role in shaping banks' data strategy, further enabling them to scale their AI endeavors. Finacle has natively built an industry benchmarked data pipeline to seamlessly capture, extract, curate and deliver high quality data ready for AI and other downstream consumption. We have also continued to make investments in evolving our data lakehouse with extensive data modelling capabilities aligned with BIAN standards.

Our DevOps platform investments:

Finacle has invested in building a DevOps platform tailor-made for banks. This has helped automate and streamline software development lifecycle, enable agile development methodologies and significantly reduce our implementation timelines. For instance, with this platform, key solutions can be implemented in less than an hour for SaaS based operations.

During the year, an expenditure of ₹46,220 lakh was incurred on Research and Development.

Foreign exchange earnings and outgo

Foreign exchange earned and used for the year ended March 31, 2024 is as follows :

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Foreign exchange earnings	2,80,332	2,63,536
Foreign exchange outgo (including capital goods and imported software packages)	78,823	79,164

Other disclosures and affirmations

Pursuant to the provisions of Companies (Accounts) Rules, 2014, the Company affirms that for the year ended on March 31, 2024:

- There were no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016, before the National Company Law Tribunal or any other court.
- There was no instance of one-time settlement with any bank or financial institution.

Date: April 16, 2024
Place: Bengaluru

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
sd/-

Karmesh Vaswani
Chairman

DIN 10193181

Annexures 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, 2024, 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, 2023 to March 31, 2024 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 including facilities and personnel	2,457
Infosys Limited	Holding Company	Valid from July 1, 2014	Purchase of services	96,111
Infosys Limited	Holding Company	Valid from July 1, 2014	Sale of services	1,924
Infosys Limited	Holding Company	Valid from July 1, 2014	Sale of services including facilities and personnel	
Total				1,00,492

For and on behalf of the Board of Directors
sd/-

Karmesh Vaswani
Chairman

DIN 10193181

Date: April 16, 2024
Place: Bengaluru

Annexure 2 – Particulars of employees

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

Top 10 employees in terms of remuneration drawn during the year

Sl. no.	Employee name	Full or part year	Designation	Educational qualification	Age	Experience (in years)	Date of joining	Date of leaving	Gross remuneration paid (₹)	Previous employment and designation
1	Sanat Rao	Full Year	Head – Finacle	B.Com, PGDBA	59	33	Oct 03, 2016	–	5,96,25,995	IBM, Application Innovation Consulting Leader
2	Venkatramana Gosavi	Full Year	Global Head Sales – Finacle	BE, MBA	59	34	Aug 01, 2015	–	2,22,20,289	Infosys Limited, Regional Head
3	Sajit Vijayakumar	Full Year	Head – Finacle and Whole-time Director	B.Com, AICWA, ACA	52	28	Nov 14, 2019	–	2,19,26,709	ICICI Securities / ICICI Infotech, Assistant VP – Financial Control
4	Sateesh Seetharamiah	Full Year	Global Head – Edge Products and Whole-time Director	BE, MSc	55	29	Jul 01, 2014	–	1,68,45,255	Infosys Limited, Senior Principal – Business Consulting
5	Arun Kumar Krishnan	Part Year	Head – Product Development	BE, MS (Engg)	60	34	Aug 01, 2015	Jan 31, 2024	1,55,01,072	Infosys Limited, Product Delivery Head
6	Rajashekara V. Maiya	Full Year	Head – Solution Consulting, Finacle	B.Com, M.Com, CA	51	28	Aug 01, 2015	–	1,51,22,403	Infosys Limited, Principal – Product Strategy
7	Arvind Rao	Full Year	Chief Technology Officer – Edge Products	BE, MS (Engg)	55	30	Nov 30, 2022	–	1,46,97,047	ZYME (E2open) Bangalore, AVP Product Management
8	Venkatraman Ramachandran Kalambur	Full Year	Head – Product Architecture	BE	53	29	Feb 24, 2016	–	1,39,38,476	I-Exceed Technology Solutions Private Limited, VP
9	Shashidhar N.	Full Year	Global Product Head – Assist Edge	BE, PGD	48	25	Jul 01, 2014	–	1,34,79,770	Infosys Limited, Unit Planning and Assurance Manager
10	Nandan Kolar	Full Year	Director – Sales	BE	58	23	Oct 19, 2022	–	1,30,83,111	Satyam Software / Tech Mahindra, AVP

Employees drawing a remuneration of ₹ 1.02 crore or above per annum and posted in India

Sl. no.	Employee name	Designation	Educational qualification	Age	Experience (in years)	Date of joining	Gross remuneration paid (₹)	Previous employment and designation
1	Savio Anthony Coutinho	Senior Director – Product Engineering	BE	52	30	Jul 01, 2014	1,02,77,038	Infosys Limited, Principal Technology Architect
2	Sunila Jaikumar	Head HR – Finacle	BSc, MDPMI	49	26	Dec 31 2014	1,10,26,700	Infosys Limited, Senior Principal – Organization Development
3	Sudir Babu N. P.	Delivery Head	BSc, PGD	57	36	Aug 01, 2015	1,22,02,257	Infosys Limited, Senior Delivery Manager

Sl. no.	Employee name	Designation	Educational qualification	Age	Experience (in years)	Date of joining	Gross remuneration paid (₹)	Previous employment and designation
4	Prasad C.	Product Business Manager	BE	51	29	Aug 01, 2015	1,21,82,133	Infosys Limited, Lead Product Manager
5	Hemant Govind Kalgaonkar	Senior Delivery Manager	BE	50	28	Aug 01, 2015	1,13,48,808	Infosys Limited, Delivery Manager
6	Ajit Aravind Sawant	Associate Regional Manager – Finacle Sales	BSc, MMS	52	28	Sep 08, 2015	1,12,28,971	Infosys Limited, Senior Business Development Manager
7	Sagar Sarma	Senior Director and Head – Product Development	BE, PGDM	55	23	Mar 27, 2017	1,26,59,300	Mcafee Software Solutions Private Limited, Director of Engineering
8	Swaminathan Natarajan	Global Product Head – XtractEdge	BE	48	26	Mar 09, 2022	1,10,09,873	Infosys Limited, Principal Product Architect
9	Anup Rao	Director – Product Management	B.Tech	47	17	Oct 19, 2022	1,30,10,311	Channel Bridge Software Labs Private Limited, Founder Director
10	Krishnaswamy Subbarao	Senior Industry Principal	BE	54	29	Apr 23, 2020	1,12,53,163	Pantic Works Private Limited, Co-Founder & Partner

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

Sl. no.	Employee name	Designation	Educational qualification	Age	Experience (in years)	Date of joining	Date of leaving	Gross remuneration paid (₹)
1	Rajsri Rengan	Head – Product Development	BSc	51	31	Dec 29, 2023	–	90,96,775
2	Rajesh Kini M.	Chief Financial Officer	B.Com, CA	50	26	Jan 17, 2019	Jan 31, 2024	91,71,349

Notes:

1. The employees mentioned in the aforesaid exhibit have / had permanent employment contracts with the Company.
2. 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.
3. The above tables does not include the details of remuneration drawn by the top 10 employees.

Annexure 3 – Secretarial audit report for the financial year ended March 31, 2024

(Pursuant to section 204 (1) of the Companies Act 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Edgeverve Systems Limited,
Plot No. 44, Electronics City, Hosur Main Road
Bengaluru-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, 2024 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, 2024 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) The Information Technology Act, 2000 and the rules made thereunder;
 - b) The 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, 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 and 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.

P.G. Hegde
Hegde & Hegde
Company Secretaries
FCS: 1325 / C.P.No: 640
UDIN: F001325F000098202

Place: Bengaluru
Date: April 15, 2024

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. My 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. My 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.

Place: Bengaluru
Date: April 15, 2024

P.G.Hegde
Hegde & Hegde
Company Secretaries
FCS: 1325 / C.P.No: 640
UDIN: F001325F000098202

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 of the Company:

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. Our Corporate Social Responsibility (CSR) encompasses holistic community development and institution-building, while shaping and sharing solutions that serve the development of businesses and communities. The CSR Policy aims to contribute to the sustainable development of society and the environment, and to make our planet more livable for future generations. CSR activities, among others, focus on Education, Malnutrition and Health, Empowerment of Women, Environmental Sustainability, Gender Equality, Hunger, Poverty, Rural Development, National Heritage, Art and Culture, and Disaster Management. We contribute to serve the development of people by shaping their future with meaningful opportunities, thereby accelerating the sustainable development of society while preserving the environment, and making our planet a better place today and for future generations.

Focus areas:

- Hunger, Poverty, Malnutrition and Health
- Education
- Gender Equality and Empowerment of Women
- Environmental Sustainability
- Rural Development Projects
- National Heritage, Art and Culture
- Disaster Management

CSR activities

CSR initiatives are undertaken directly through Infosys Foundation (“the Foundation”). The Foundation was established in 1996 with a vision to boosting CSR initiatives. This was long before the Companies Act, 2013 mandated CSR activities to be undertaken by the Company.

2. Composition of CSR Committee:

Sl. No.	Name of 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	Inderpreet Sawhney	Chairperson	1	0
2	Dennis Gada	Member	1	1
3	Sateesh Seetharamiah ⁽¹⁾	Member	1	1
4	Karmesh Vaswani ⁽²⁾	Member	–	–

⁽¹⁾ Sateesh Seetharamiah was appointed as a member effective April 12, 2023.

⁽²⁾ Karmesh Vaswani was appointed as a member effective July 17, 2023.

3. Web link(s) for composition of CSR Committee, CSR Policy and CSR projects approved by the Board

- The composition of the CSR Committee is available on our website, at <https://www.edgeverve.com/wp-content/uploads/2023/07/Composition-Committees.pdf>.
- 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 is available on our website, at <https://www.infosys.com/investors/corporate-governance/documents/corporate-social-responsibility-policy.pdf>.
- The Board, based on the recommendation of the CSR Committee, at its meeting held on April 16, 2024, has approved the annual action plan / projects for fiscal 2025, the details of which are available on our website, at <https://www.edgeverve.com/wp-content/uploads/2024/04/EdgeVerve-CSR-Annual-2024-25.pdf>.

4. Executive summary and web link(s) of Impact Assessment reports

The Company has been implementing various CSR projects for holistic community development and institution building to serve the enrichment and evolution of businesses and communities. For fiscal 2024, the Company has engaged an external agency to provide support and assistance for an independent review and impact assessment

Methodology

In order to assess the impact of its CSR projects, a mixed-method approach was deployed which involved either one of or both the quantitative and qualitative research tools (as relevant) for primary data collection. Using these tools, the team conducted interactions (virtual and on-field) with the project beneficiaries and other relevant stakeholders. Post data collection and analysis, the key insights and findings were collated in the form of a consolidated report for the Management's consideration. This study was guided by the Inclusiveness, Relevance, Effectiveness, Convergence and Sustainability (IRECS) Framework which was used to provide overall feedback on the efficacy of implementation as well, as its efficiency in terms of achievement of the desired project outputs with reference to inputs.

Summary

Projects undertaken for impact assessment in the current year cover the broad areas of education and art & culture as described below.



Theme 1: Arts & Culture

Impact: Digital transformation innovations have made art accessible to diverse communities, enhanced visitor engagement and promoted inclusivity. It has provided local artisans a platform to showcase their work

Overview of CSR Project under Assessment	Project Location	Implementation Mechanism
Provide infrastructure for the construction of Museum of Art and Photography	Bengaluru, Karnataka	Art and Photography Foundation (Implementation Partner)

Theme 2: Women Empowerment

Impact: The projects aided improved performance in academics, enabled financial independence, reduced expenses on healthcare, ensured participation in community activities and also contributed to the reduction of child labor, child marriage and the Devadasi System.

Overview of CSR Project under Assessment	Project Location	Implementation Mechanism
Holistic Village Development by community participation - to solve community issues and attain sustainable village development.	Jhabua and Alirajpur districts, Madhya Pradesh	Shivganga Samagra Gramvikas Parishad (Implementation partner)

The executive summary of the impact assessment report can be accessed at <https://www.edgeverve.com/about/corporate-governance/>

Detailed impact assessment reports can be accessed at <https://www.edgeverve.com/about/corporate-governance/>

5. Average net profit of the Company

- Average net profit of the company as per sub-section (5) of section 135: ₹ 1,049 crore
- Two percent of average net profit of the company as per sub-section (5) of section 135: ₹ 20.98 crore
- Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: N.A.
- Amount required to be set-off for the financial year, if any: N.A.
- Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 20.98 crore

6. Amount spent on CSR projects

- (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 21.08 crore
 (b) Amount spent in Administrative Overheads: Nil
 (c) Amount spent on Impact Assessment, if applicable: Nil
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 21.08 crore
 (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in ₹ crore)	Amount Unspent (in ₹)					
	Total Amount transferred to Unspent CSR Account as per sub-Section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-Section (5) of Section 135			
	Amount (in ₹ crore)	Date of transfer	Name of the Fund	Amount	Date of transfer.	
21.08	Nil		N.A.	N.A.	N.A.	N.A.

(f) Excess amount for set-off, if any:

Sl. no.	Particular	Amount (in ₹ crore)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	20.98
(ii)	Total amount spent for the Financial Year	21.08
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.10
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sl. no.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹ crore)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹ crore)	Amount Spent in the Financial Year (in Rs crore)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs crore)	Deficiency, if any
					Amount (in Rs crore)	Date of Transfer		
N.A								

8. Details of capital assets created or acquired through Corporate Social Responsibility amount spent during the financial year:

None

9. Reasons for not spending two percent of the average net profit as per sub-section (5) of Section 135.

Not applicable

Place: Bengaluru
Date: April 16, 2024

sd/-
Inderpreet Sawhney
Chairperson CSR Committee
DIN 07925783

sd/-
Sateesh Seetharamiah
Whole-time Director
DIN 09328904

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.

The Company's governance framework rests on our core value system of C-LIFE – Client value, Leadership by example, Integrity and transparency, Fairness and Excellence.

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 of March 31, 2024, the Board had five members, consisting of an executive director and four non-executive directors. Two of the non-executive directors on the Board were women. 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 Act and the Rules made thereunder including applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

The composition of the Board as on March 31, 2024 is as follows :

Name of director, designation, age and DIN	Date of appointment	Area of expertise	Highest qualification held	Directorship held in all companies around the world
Karmesh Vaswani , <i>Chairman and Non-executive Director</i> Age: 52 DIN: 10193181	July 17, 2023	IT Services - Retail, Consumer & Logistics industry	Bachelor's degree in Engineering	<ul style="list-style-type: none"> Infosys BPM Ltd Infosys Technologies (China) Co Ltd Infosys Technologies (Shanghai) Co Ltd Infosys Technologies (Sweden) AB Infosys Consulting Holding AG Infosys Middle East FZ LLC Infosys Fluidio Ireland Ltd Infosys Fluidio UK Ltd Guide Vision SRO
Sateesh Seetharamiah , <i>Whole-time Director</i> , Age: 55 years, DIN: 09328904	September 27, 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
Inderpreet Sawhney , <i>Non-executive Director</i> , Age: 59 years, DIN: 07925783	September 1, 2017	Legal, regulatory and compliance	LLB from Delhi University and LLM from Queen's University, Kingston, Canada	<ul style="list-style-type: none"> Infosys BPM Limited Infosys Americas Inc Infosys Consulting Holding AG Infosys Nova Holdings LLC Hillenbrand Inc USIBC
Dennis Gada , <i>Non-executive Director</i> , Age: 44 years DIN: 09310292	September 13, 2021	Financial Services, Business Consulting and Technology	Chartered Accountant, Bachelor of Commerce	Infosys Compaz Pte. Ltd
Martha King , <i>Non-executive Director</i> , Age: 60 years DIN: 09166670	May 10, 2021	Financial Services, Investment Management and Retirement	BS from Bloomsburg University of Pennsylvania and Advanced Management Program at the Wharton School of the University of Pennsylvania	Infosys BPM Limited

Note - None of the Directors have Board membership across any Indian listed companies.

Board meetings

During the year, four Board meetings were held in accordance with Section 173 of Companies Act, 2013. The Board met on April 12, 2023, July 17, 2023, October 09, 2023, and January 08, 2024. The gap between two Board meetings did not exceed 120 days.

Attendance of directors during fiscal 2023

Board attendance								
Name of directors	AGM on May 15, 2023	Board meetings				Held during tenure	✓	% of attendance
		1	2	3	4			
		Apr 12, 2023	Jul 17, 2023	Oct 9, 2023	Jan 8, 2024			
Karmesh Vaswani	NA	NA				3	3	100
Sateesh Seetharamiah						4	4	100
Inderpreet Sawhney		L				4	3	75
Dennis Gada						4	4	100
Martha King					L	4	3	75
Sanat Rao ⁽¹⁾						4	4	100
% Attendance	100%	80%	100%	100%	83%			

Present
 Attended
 L Leave of absence
 Attended through video call

⁽¹⁾ Resigned effective January 20, 2024

Board committees

The Board has constituted the following two committees –

1. Corporate Social Responsibility (CSR) Committee

As per the requirements of the Companies Act, 2013, read with relevant rules, the Board has constituted the CSR Committee.

Composition and attendance details

CSR Committee		
Name	Designation	Meeting
		April 12, 2023
Inderpreet Sawhney	Chairperson	L
Dennis Gada	Member	
Sateesh Seetharamiah ⁽¹⁾	Member	
Karmesh Vaswani ⁽²⁾	Member	NA

Present
 L Leave of absence

⁽¹⁾ Appointed as a member effective April 12, 2023

⁽²⁾ Appointed as a member effective July 17, 2023

CSR Policy and annual report on CSR activities

The Company has adopted the Group CSR Policy in compliance with the Companies Act, 2013, read with relevant rules made thereunder. The annual report on CSR activities, as required under the Companies Act, 2013, for the year ended March 31, 2024, is attached as *Annexure 4* to the *Board's report*.

2. Nomination and Remuneration Committee (NRC)

On July 22, 2022, the Board constituted the NRC voluntarily to have a clear demarcation for the Board functions of governance and management. The Committee comprises only non-executive directors.

Composition and attendance details

NRC				
Name	Designation	Meeting		
		Apr 12, 2023	Jul 17, 2023	Jan 8, 2024
Dennis Gada	Chairperson			
Inderpreet Sawhney	Member	L	L	
Martha King	Member			L
Karmesh Vaswani ⁽¹⁾	Member	NA	NA	

Present
 Attended through video call
 L Leave of absence

⁽¹⁾ Appointed as a member effective July 17, 2023

Director retiring by rotation for reappointment

In accordance with the Act read with relevant rules, two-third of directors of a public company are liable to retire by rotation and one-third are liable to retire at every general meeting. In this regard, Dennis Gada, who has served the longest on the Board retires by rotation at the ensuing AGM. Dennis Gada, being eligible, offers himself for reappointment. His reappointment is subject to the approval of the members at the ensuing AGM. The necessary resolution for obtaining the approval of members with regard to reappointment of Dennis Gada as a Director liable to retire by rotation is being placed before the members. The above director satisfies the requirement of directors' appointment / reappointment criteria.

Board evaluation

During fiscal 2024, the NRC conducted a formal annual performance evaluation of individual directors, the Board as a whole and Committees thereof, based on the predefined criteria and framework adopted by the Board.

The performance evaluation of all the directors was conducted through a peer evaluation method excluding the director being evaluated.

A questionnaire was circulated based on Board-defined criteria and the assessments were received from each director, and the evaluation outcome was placed before the Board.

Scheduling and selection of agenda items for the Board meetings

The dates of the subsequent Board meetings are decided a month in advance and published to the directors to enable them to block their calendar. The non-executive Chairperson 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 financial statements 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 all of them to be physically present at all the meetings. Hence, the Company provides video / teleconferencing facilities to enable their participation. the

General body meetings

The details of the 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	May 15, 2023 at 4.00 p.m.	Through video conference	Nil
Annual General Meeting	August 16, 2022 at 5.00 p.m.	Through video conference	Nil
Annual General Meeting	September 30, 2021 at 3.30 p.m.	Through video conference	Nil

Committees of the Board usually meet before the Board meeting, or whenever the need arises for transacting a 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 the purpose of consolidation.

Remuneration to the directors

During fiscal 2024, 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 Nomination and Remuneration Policy and within the limits prescribed under the Companies Act, 2013, as approved by the members.

Secretarial audit

The Board of Directors of the Company appointed Parameshwar G. Hegde of Hegde & Hegde, Practicing Company Secretary, to conduct the 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 the *Board's report as Annexure 3* The report does not contain any qualification, reservation or adverse remark.

The Board of Directors has appointed Parameshwar G. Hegde as Secretarial Auditor of the Company for fiscal 2025.

Whistleblower Policy

The Company has adopted the Group Whistleblower Policy to ensure and promote ethics, transparency and accountability. The whistleblower mechanism allows employees to report concerns about unethical behavior, actual or suspected fraud, or violation of our Company's Code of Conduct and Ethics. 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 of the parent company, Infosys Limited, in exceptional cases. The policy has been posted on the website of the Company at <https://www.infosys.com/investors/corporate-governance/documents/whistleblower-policy.pdf>.

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, 2024, 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 notes to the financial statements, including a summary of material 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, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 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.

Responsibilities of management and those charged with governance 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 accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. 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 and Board of Directors 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 the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also 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 controls 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 with reference to financial statements 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 financial controls 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 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, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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 with reference to financial statements 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 with reference to financial statements.
- 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. Refer Note 2.20 to the financial statements.

- ii. The Company has made provision, as required under the applicable law or accounting standards for material foreseeable losses. Refer Note 2.14 to the financial statements. The Company does not have any long-term 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 have 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.
- v. As stated in Note 2.10.1 to the financial statements
 - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
 - (c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination, which included test checks, the Company has used an accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

- 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's Registration No. 117366W/W-100018)

Gurvinder Singh

Partner

(Membership No.110128)

UDIN: 24110128BKBGWM2396

Place: Bengaluru

Date: April 16, 2024

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 with reference to Financials Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to financials statements of EDGEVERVE SYSTEMS LIMITED (“the Company”) as at March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls with reference to financials statements 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 (the “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 the 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 Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financials statements 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 Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company’s internal financial control with reference to financial statements 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 with reference to financial statements 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with reference to Financial Statements

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 with reference to financial statements 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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to financial statements 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's Registration No. 117366W/W-100018)

Gurvinder Singh

Partner

(Membership No.110128)

UDIN: 24110128BKBGWM2396

Place: Bengaluru

Date: April 16, 2024

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)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's property, plant and equipment and intangible assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
(B) The company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of physical verification of property, plant and equipment so to cover all the assets once every three years which, 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 and hence reporting under clause (i)(c) of the Order is not applicable.
 - (d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 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 and hence reporting under Clause (ii)(a) of the Order is not applicable.
 - (b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause (ii)(b) of the Order is not applicable.
- iii. The Company has made investments in, and granted unsecured loans to other parties, during the year, in respect of which:
 - (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under paragraph (iii)(a) of the Order is not applicable.
 - (b) In our opinion, the investments made and the terms and conditions of the grant of loans during the year are, prima facie, not prejudicial to the Company's interest.
 - (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.
 - (d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
 - (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
 - (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) 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 amounts which 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 (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
 - (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

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 Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

(b) Details of Statutory dues referred to in sub-clause (a) which have not been deposited as on March 31, 2024 on account of dispute are given below:

Name of the statute	Nature of Dues	Forum where the dispute is pending	Period to which the amount relates	Amount in Lakhs
Central Excise Act, 1944	Excise Duty	Customs Excise and Service Tax Appellate Tribunal	FY 2015-16, FY 2016-17 and FY 2017-18	4,054
Maharashtra Value added Tax	VAT/CST	Joint Commissioner (Appeals)	FY 2016-17 and FY 2017-18	24
Goods and Service Tax Act, 2017	Goods and Services Tax	High Court of Karnataka	FY 2017-18	11
		Joint Commissioner (Appeals)	FY 2017-18 to FY 2019-20	3
The Income Tax Act, 1961	Income Tax	Appeal to be filed with Commissioner (Appeals)	AY 2022-23	459
		Commissioner (Appeals)	AY 2018-19 and AY 2019-20	4,457
		Income Tax Appellate Tribunal	AY 2016-17	8
Total				9,016

* Less than ₹ 1 lakh

AY=Assessment Year; FY= Financial Year.

- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 188 of the Companies Act, 2013 for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards. The Company is a wholly owned subsidiary and hence the provisions of Section 177 of the Companies Act, 2013 are not applicable to the Company.
- 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 for the year under audit, issued to the Company during the year and till date, 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) In our opinion, the 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 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 is not applicable for the year.

For Deloitte Haskins & Sells LLP

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

Gurvinder Singh

Partner

(Membership No.110128)

UDIN: 24110128BKBGWM2396

Place: Bengaluru

Date: April 16, 2024

Balance Sheet

(In ₹ lakh)

Particulars	Note	As at March 31,	
		2024	2023
Assets			
Non-current assets			
Property, plant and equipment	2.1	5,213	6,446
Capital work-in-progress	2.1a	538	180
Other intangible assets	2.2	86	107
Financial assets			
Loans	2.4	1	1
Other financial assets	2.5	2,769	3,939
Deferred tax assets (net)	2.15	1,340	872
Income tax assets	2.15	14,704	22,773
Other non-current assets	2.8	8,426	7,773
Total non-current assets		33,077	42,091
Current assets			
Financial assets			
Investments	2.3	49,721	40,533
Trade receivables	2.6	16,536	19,479
Cash and cash equivalents	2.7	41,151	60,322
Loans	2.4	248	255
Other financial assets	2.5	43,394	38,726
Income tax assets (net)		-	-
Other current assets	2.8	22,236	23,344
Total current assets		1,73,286	1,82,659
Total assets		2,06,363	2,24,750
Equity and liabilities			
Equity			
Equity share capital	2.10	1,31,184	1,31,184
Other equity		(9,815)	15,493
Total equity		1,21,369	1,46,677
Liabilities			
Current liabilities			
Financial liabilities			
Trade payables	2.12		
Total outstanding dues of micro enterprises and small enterprises		475	582
Total outstanding dues of creditors other than micro enterprises and small enterprises		3,533	2,730
Other financial liabilities	2.11	32,286	38,826
Other current liabilities	2.13	24,291	25,344
Provisions	2.14	78	116
Income tax liabilities	2.15	24,331	10,475
Total current liabilities		84,994	78,073
Total equity and liabilities		2,06,363	2,24,750

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

As per our report of even date attached

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

for Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration No. : 117366W/W-100018

Gurvinder Singh

Partner

Membership No. 110128

Karmesh Vaswani

Chairman

DIN No: 10193181

Sateesh Seetharamiah

Whole-time Director

DIN No: 09328904

Bengaluru

April 16, 2024

P. Prakash

Chief Financial Officer

Prakash Bharadwaj

Company Secretary

Membership No: A37214

Statement of Profit and Loss

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

Particulars	Note	Year ended March 31,	
		2024	2023
Revenue from operations	2.16	3,56,938	3,44,628
Other income, net	2.17	9,628	7,142
Total income		3,66,566	3,51,770
Expenses			
Employee benefit expenses	2.18	75,252	70,775
Cost of technical sub-contractors		1,05,724	92,111
Travel expenses	2.18	8,209	6,525
Cost of software packages and others	2.18	25,927	21,749
Consultancy and professional charges		10,761	10,710
Depreciation and amortization expense	2.1	3,038	3,109
Other expenses	2.18	20,089	20,037
Total expenses		2,49,000	2,25,016
Profit before tax		1,17,566	1,26,754
Tax expense:			
Current tax	2.15	34,545	34,049
Deferred tax	2.15	(467)	(284)
Profit for the year		83,488	92,989
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		86	612
Items that will be reclassified subsequently to profit or loss		-	-
Total other comprehensive income / (loss), net of tax		86	612
Total comprehensive income for the year		83,574	93,601
Earnings per equity share			
Equity shares of par value of ₹ 10 each			
Basic and diluted (₹)		6.36	7.09
Weighted average equity shares used in computing earnings per equity share			
Basic and diluted		131,18,40,000	131,18,40,000

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

As per our report of even date attached

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

for Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration No. : 117366W/W-100018

Gurvinder Singh

Partner

Membership No. 110128

Karmesh Vaswani

Chairman

DIN No: 10193181

Sateesh Seetharamiah

Whole-time Director

DIN No: 09328904

Bengaluru

April 16, 2024

P. Prakash

Chief Financial Officer

Prakash Bharadwaj

Company Secretary

Membership No: A37214

Statement of change in equity

(In ₹ lakh)

Particulars	Equity share capital	Other equity			Total
		Reserve and surplus		Other comprehensive income ⁽²⁾	
		Capital reserve	Retained earnings		
		Business transfer adjustment reserve ⁽¹⁾			
Balances as on April 1, 2022	1,31,184	(3,44,760)	2,93,744	458	80,626
Changes in equity for the period ended March 31, 2023					
Profit for the period	-	-	92,989	-	92,989
Remeasurement of the net defined benefit liability / asset, net of tax effect	-	-	-	612	612
Total comprehensive income	1,31,184	(3,44,760)	3,86,732	1,070	1,74,226
Dividends	-	-	(27,549)	-	(27,549)
Balance as of March 31, 2023	1,31,184	(3,44,760)	3,59,184	1,070	1,46,677
Balance as of April 1, 2023	1,31,184	(3,44,760)	3,59,183	1,070	1,46,677
Changes in equity for the period ended March 31, 2024					
Profit for the period	-	-	83,488	-	83,488
Remeasurement of the net defined benefit liability / asset, net of tax effect	-	-	-	86	86
Total comprehensive income	1,31,184	(3,44,760)	4,42,672	1,156	2,30,252
Dividends	-	-	(1,08,883)	-	(1,08,883)
Balance as of March 31, 2024	1,31,184	(3,44,760)	3,33,789	1,156	1,21,369

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

⁽²⁾ A description of the purposes of each reserve within equity have been disclosed in Note 2.10.

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

As per our report of even date attached

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

for Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration No. : 117366W/W-100018

Gurvinder Singh

Partner

Membership No. 110128

Karmesh Vaswani

Chairman

DIN No: 10193181

Sateesh Seetharamiah

Whole-time Director

DIN No: 09328904

Bengaluru

April 16, 2024

P. Prakash

Chief Financial Officer

Prakash Bharadwaj

Company Secretary

Membership No: A37214

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.

(In ₹ lakh)

Particulars	Note	Year ended March 31,	
		2024	2023
Cash flows from operating activities			
Profit for the year		83,488	92,989
Adjustments to reconcile net profit to net cash generated by operating activities			
Depreciation and amortization expense	2.1	3,038	3,109
Income tax expense	2.15	34,078	33,765
Impairment loss recognized on financial assets	2.18	419	1,765
Reversal for post-sales client support and others	2.18	(37)	(28)
Profit on sale of property, plant and equipment	2.17	(2)	(13)
Interest income	2.17	(4,558)	(3,564)
Gain on sale of investments carried at fair value	2.17	(2,541)	(1,876)
Exchange difference on translation of assets and liabilities		(77)	1,697
Changes in assets and liabilities			
Trade receivables and unbilled revenue		864	(18,682)
Other financial assets and other assets		(1,184)	(5,269)
Trade payables	2.12	623	(836)
Other financial liabilities, other liabilities and provisions		(7,595)	3,799
Cash generated from operations		1,06,516	1,06,856
Income taxes paid, net of refunds		(12,621)	(37,181)
Net cash generated from operating activities		93,895	69,675
Cash flows from investing activities			
Expenditure on property, plant and equipment		(2,010)	(4,120)
Loans to employees	2.4	7	30
Payments to acquire financial assets			
Liquid mutual fund units		(2,90,100)	(2,70,823)
Proceeds on sale of financial assets			
Liquid mutual fund units		2,83,454	2,70,297
Interest received on bank deposits and others		4,555	1,797
Net cash (used in) / from investing activities		(4,094)	(2,819)
Cash flows from financing activities			
Payment of dividend to holding company		(1,08,883)	(27,549)
Net cash used in financing activities		(1,08,883)	(27,549)
Effect of exchange differences on translation of foreign currency cash and cash equivalents		(89)	(1,697)

Particulars	Note	Year ended March 31,	
		2024	2023
Net increase / (decrease) in cash and cash equivalents		(19,171)	37,610
Cash and cash equivalents at the beginning of the year	2.7	60,322	22,712
Cash and cash equivalents at the end of the year	2.7	41,151	60,322
Supplementary information:			
Restricted cash balance	2.7	-	-

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

As per our report of even date attached

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

for Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration No. : 117366W/W-100018

Gurvinder Singh

Partner

Membership No. 110128

Karmesh Vaswani

Chairman

DIN No: 10193181

Sateesh Seetharamiah

Whole-time Director

DIN No: 09328904

Bengaluru

April 16, 2024

P. Prakash

Chief Financial Officer

Prakash Bharadwaj

Company Secretary

Membership No: A37214

Notes to the financial statements

1. Overview

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, the ‘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 16, 2024.

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.

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 this statement.

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 material accounting policy information used in preparation of the audited financial statements have been discussed in the respective notes.

1.3 Use of estimates and judgments

The preparation of the 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 1.4. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the 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 financial statements.

1.4 Critical accounting estimates and judgments

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 judgments 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 2.14.

b. Income tax

The Company’s tax jurisdictions 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 Notes 2.15 and 2.20.

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 the 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.

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 the Management expects to use these assets. Hence, the useful lives for these assets are 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 are classified as capital advances under other non-current assets and the cost of assets not put 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 or 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, 2024 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, 2023	26	21	256	19,175	252	19,731
Additions	–	–	23	1,754	1	1,778
Deletions*	–	–	(26)	(1,350)	(43)	(1,419)
Gross carrying value as of March 31, 2024	26	21	253	19,579	211	20,090
Accumulated depreciation as of April 1, 2023	(24)	(18)	(221)	(12,783)	(240)	(13,286)
Depreciation	(2)	(1)	(20)	(2,980)	(7)	(3,009)
Accumulated depreciation on deletions	–	–	26	1,350	43	1,419
Accumulated depreciation as of March 31, 2024	(26)	(19)	(214)	(14,413)	(204)	(14,876)
Carrying value as of March 31, 2024	–	2	39	5,166	7	5,213

*During the year ended March 31, 2024, certain assets which were not in use having gross book value of ₹1,419 lakh (net book value: Nil) were retired.

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2023 were 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, 2022	26	20	249	17,814	185	18,295
Additions	–	3	7	4,393	85	4,489
Deletions*	–	(2)	(0)	(3,032)	(19)	(3,053)
Gross carrying value as of March 31, 2023	26	21	256	19,175	252	19,731
Accumulated depreciation as of April 1, 2022	(19)	(17)	(201)	(12,837)	(158)	(13,233)
Depreciation	(5)	(3)	(20)	(2,978)	(100)	(3,105)
Accumulated depreciation on deletions	–	2	0	3,032	19	3,053
Accumulated depreciation as of March 31, 2024	(24)	(18)	(221)	(12,783)	(240)	(13,286)
Carrying value as of March 31, 2023	2	3	35	6,392	13	6,446

*During the year ended March 31, 2023, certain assets which were not in use having gross book value of ₹3,053 lakh (net book value: Nil) were retired.

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

2.1 Capital work-in-progress

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Capital work-in-progress	538	180
Total capital work-in-progress	538	180

The capital work-in-progress ageing schedule for the year ended March 31, 2024 is as follows:

(In ₹ lakh)

Particulars	Less than 1 year	1-2 years	2-3 years	>3 years	Total
Projects in progress	538	–	–	–	538
Total	538	–	–	–	538

The capital work-in-progress ageing schedule for the year ended March 31, 2023 were as follows:

(In ₹ lakh)					
Particulars	Less than 1 year	1-2 Years	2-3 Years	>3 years	Total
Projects in progress	180	–	–	–	180
Total	180	–	–	–	180

2.2 Other intangible assets

Accounting policy

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs, which can be capitalized, include the cost of material, direct labor, overhead costs that are directly attributable to preparing the asset for its intended use.

The changes in the carrying value of acquired intangible assets for the year ended March 31, 2024 are as follows :

(In ₹ lakh)			
Particulars	Software-related	Total	
Gross carrying value as at April 1, 2023	117	117	
Additions through business transfer	–	–	
Deletions during the year	–	–	
Gross carrying value as at March 31, 2024	117	117	
Accumulated amortization as at April 1, 2023	(10)	(10)	
Amortization expense	(21)	(21)	
Accumulated amortization on deletions	–	–	
Accumulated amortization as at March 31, 2024	(31)	(31)	
Carrying value as at April 1, 2023	107	107	
Carrying value as at March 31, 2024	86	86	
Estimated useful life (in years)	5-6	–	
Estimated remaining useful life (in years)	4	–	

The changes in the carrying value of acquired intangible assets for the year ended March 31, 2023 were as follows :

(In ₹ lakh)			
Particulars	Software-related	Total	
Gross carrying value as at April 1, 2022	–	–	
Additions through business transfer	117	117	
Deletions during the year	–	–	
Gross carrying value as at March 31, 2023	117	117	
Accumulated amortization as at April 1, 2022	–	–	
Amortization expense	(10)	(10)	
Accumulated amortization on deletions	–	–	
Accumulated amortization as at March 31, 2023	(10)	(10)	
Carrying value as at April 1, 2022	–	–	
Carrying value as at March 31, 2023	107	107	
Estimated useful life (in years)	5-6	–	
Estimated remaining useful life (in years)	5	–	

2.3 Investments

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Unquoted current investments		
Investments carried at fair value through profit or loss		
Liquid mutual fund units	49,721	40,533
Total investments	49,721	40,533

Method of fair valuation:

(In ₹ lakh)

Class of investment	As at March 31,	
	2024	2023
Liquid mutual fund units	49,721	40,533

2.4 Loans

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Non-current		
Loans		
Unsecured, considered good		
Loans to employees	1	1
Total non-current loans	1	1
Current		
Other loans		
Loans to employees	248	255
Total current loans	248	255
Total loans	249	256

2.5 Other financial assets

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Non-current		
Security deposits	1	1
Unbilled revenues	2,768	3,938
Total non-current other financial assets	2,769	3,939
Current		
Restricted deposits*	6,517	6,043
Unbilled revenues ⁽¹⁾ #	34,411	30,023
Interest accrued but not due	2,353	2,350
Others ⁽²⁾	113	310
Total current other financial assets	43,394	38,726
Total other financial assets	46,163	42,665
Financial assets carried at amortized cost	46,163	42,665
⁽¹⁾ Includes dues from fellow subsidiaries (Refer to Note 2.21)	-	210
⁽²⁾ Includes dues from fellow subsidiaries (Refer to Note 2.21)	-	3

* 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 unconditional upon the passage of time

2.6 Trade receivables

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Trade receivable considered good – Unsecured ⁽¹⁾	19,041	21,620
Less: Allowance for expected credit loss	2,505	2,141
Trade receivable considered good – Unsecured	16,536	19,479
Trade receivable – credit impaired – Unsecured	-	-
Less: Allowance for credit impairment	-	-
Trade receivable – credit impaired – Unsecured	-	-
Total trade receivables	16,536	19,479
⁽¹⁾ Includes dues from holding company and fellow subsidiaries (Refer to Note 2.21)	639	528

The trade receivables ageing schedule for the year ended March 31, 2024 is as follows:

(In ₹ lakh)

Particulars	Not due	< 6 months	6 months-1 year	1-2 years	2-3 years	>3 years	Total
Undisputed trade receivables – considered good	6,151	9,470	2,509	513	210	188	19,041
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Less: Allowance for credit loss	-	-	-	-	-	-	2,505
Total trade receivables	6,151	9,470	2,509	513	210	188	16,536

The trade receivables ageing schedule for the year ended March 31, 2023 was as follows:

(In ₹ lakh)

Particulars	Not due	< 6 months	6 months-1 year	1-2 years	2-3 years	>3 years	Total
Undisputed trade receivables – considered good	13,094	6,203	961	688	252	422	21,620
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Less: Allowance for credit loss	-	-	-	-	-	-	2,141
Total trade receivables	13,094	6,203	961	688	252	422	19,479

2.7 Cash and cash equivalents

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Balances with banks		
In current and deposit accounts	41,151	60,322
Total cash and cash equivalents	41,151	60,322
Deposit accounts with more than 12 months maturity	-	-
Balances with banks held as margin money deposits against guarantees	-	-

Cash and cash equivalents as at March 31, 2024 and March 31, 2023 do not include any restricted cash and bank balances.

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

2.8 Other assets

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Non-current		
Advances other than capital advances		
Others		
Prepaid expenses	167	117
Cost of fulfilment	4,194	4,087
Prepaid gratuity (Refer to Note 2.19)	352	812
Unbilled revenues ⁽¹⁾	3,713	2,757
Total non-current other assets	8,426	7,773
Current		
Advance other than capital advances		
Payment to vendors for supply of goods / services	54	225
Others		
Unbilled revenues ⁽¹⁾	9,133	11,450
Prepaid expenses	5,720	3,687
Withholding taxes and others*	5,638	5,663
Cost of fulfilment	1,691	2,319
Total current other assets	22,236	23,344
Total other assets	30,662	31,118

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

* Withholding taxes and others primarily consist of input tax credits.

2.9 Financial instruments

Accounting policy

2.9.1 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 way purchase and sale of financial assets are accounted for at trade date.

2.9.2 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 that 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 that is not classified in any of the above categories is subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

b. Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and options 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 Statement of Profit and Loss when incurred. Subsequent to 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.

2.9.3 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.

2.9.4 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 below 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.

2.9.5 Impairment

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets that 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 is 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, 2024 are as follows:

Particulars	Note	Amortized cost	Financial assets / liabilities at fair value				Total carrying value	Total fair value
			through profit or loss		through OCI			
			Designated upon initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory		
(In ₹ lakh)								
Assets								
Cash and cash equivalents	2.7	41,151	–	–	–	–	41,151	41,151
Investments – Liquid mutual funds units	2.3	–	–	49,721	–	–	49,721	49,721
Trade receivables	2.6	16,536	–	–	–	–	16,536	16,536
Loans	2.4	249	–	–	–	–	249	249
Other financial assets ⁽¹⁾	2.5	46,163	–	–	–	–	46,163	46,163
Total		1,04,099	–	49,721	–	–	1,53,820	1,53,820
Liabilities								
Trade payables	2.12	4,008	–	–	–	–	4,008	4,008
Other financial liabilities	2.11	32,286	–	–	–	–	32,286	32,286
Total		36,294	–	–	–	–	36,294	36,294

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

The carrying value and fair value of financial instruments by categories as of March 31, 2023 were as follows:

Particulars	Note	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	2.7	60,322	–	–	–	–	60,322	60,322
Investments – Liquid mutual funds units	2.3	–	–	40,533	–	–	40,533	40,533
Trade receivables	2.6	19,479	–	–	–	–	19,479	19,479
Loans	2.4	256	–	–	–	–	256	256
Other financial assets ⁽¹⁾	2.5	42,665	–	–	–	–	42,665	42,665
Total		1,22,722	–	40,533	–	–	1,63,255	1,63,255
Liabilities								
Trade payables	2.12	3,312	–	–	–	–	3,312	3,312
Other financial liabilities	2.11	38,826	–	–	–	–	38,826	38,826
Total		42,138	–	–	–	–	42,138	42,138

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

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, 2024 is as follows:

Particulars	As on March 31, 2024	Fair value measurement at end of the reporting period / year using		
		Level 1	Level 2	Level 3
		Assets		
Investment in liquid mutual fund units (Refer to Note 2.3)	49,721	49,721	–	–

The fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at March 31, 2023 was as follows:

Particulars	As on March 31, 2023	Fair value measurement at end of the reporting period / year using		
		Level 1	Level 2	Level 3
		Assets		
Investment in liquid mutual fund units (Refer to Note 2.3)	40,533	40,533	–	–

The analysis of foreign currency risk from financial instruments as of March 31, 2024 is as follows:

(In ₹ lakh)

Particulars	US Dollar	Euro	United Kingdom Pound Sterling	Australian Dollar	Other currencies	Total
Net financial assets	27,855	1,785	713	(583)	71,561	1,01,331
Net financial liabilities	(13,689)	(479)	(79)	(8)	(21,228)	(35,483)
Total	14,166	1,306	634	(591)	50,333	65,848

The analysis of foreign currency risk from financial instruments as of March 31, 2023 was as follows:

(In ₹ lakh)

Particulars	US Dollar	Euro	United Kingdom Pound Sterling	Australian Dollar	Other currencies	Total
Net financial assets	24,642	3,784	527	423	2,667	32,043
Net financial liabilities	(14,232)	(451)	(76)	(18)	(512)	(15,289)
Total	10,410	3,333	451	405	2,155	16,754

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 ₹ 16,536 lakh and ₹19,749 lakh as of March 31, 2024 and March 31, 2023, respectively, and unbilled revenue amounting to ₹ 50,025 lakh and ₹ 48,169 lakh as of March 31, 2024 and March 31, 2023, 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.

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Balance at the beginning	2,546	882
Provisions recognized	423	1,782
Write-offs	(280)	(188)
Translation differences	34	70
Balance at the end	2,723	2,546

Credit risk on cash and cash equivalents is limited as the Company generally invests 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, 2024, the Company had a working capital of ₹88,292 lakh, including cash and cash equivalents of ₹41,151 lakh and current investments of ₹49,721 lakh. As of March 31, 2023, the Company had a working capital of ₹1,04,586 lakh, including cash and cash equivalents of ₹ 60,322 lakh and current investments of ₹40,533 lakh.

As of March 31, 2024 and March 31, 2023, the outstanding compensated absences were ₹1,719 lakh and ₹1,529 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, 2024 are as follows:

Particulars					(In ₹ lakh)
	Less than 1 year	1-2 years	2-4 years	4-7 years	Total
Trade payables	4,008	–	–	–	4,008
Other liabilities	30,567	–	–	–	30,567
	34,575	–	–	–	34,575

The details regarding the contractual maturities of significant financial liabilities as at March 31, 2023 are as follows:

Particulars					(In ₹ lakh)
	Less than 1 year	1-2 years	2-4 years	4-7 years	Total
Trade payables	3,312	–	–	–	3,312
Other liabilities	37,297	–	–	–	37,297
	40,609	–	–	–	40,609

2.10 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 consist of remeasurement of net defined benefit liability / asset net of taxes

Share capital

Particulars	(In ₹ lakh, except as otherwise stated)	
	As at March 31,	
	2024	2023
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 the distribution of all preferential amount. However, no such preferential amount exists currently.

The details of shareholder holding more than 5% shares as at March 31, 2024 and March 31, 2023 are as follows:

Name of the shareholder	As at March 31,			
	2024		2023	
	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, 2024 and March 31, 2023 is as follows:

Particulars	As at March 31,			
	2024		2023	
	Number of shares	Amount(₹)	Number of shares	Amount(₹)
Number of shares at the beginning and end of the year	131,18,40,000	1,311,84,00,000	131,18,40,000	1,311,84,00,000

The details of shareholding of promoters as at March 31, 2024 and March 31, 2023 are as follows:

Promoter Name	As at March 31,					
	2024			2023		
	Number of shares	% held	% Change	Number of shares	% held	% Change
Infosys Limited, holding company	131,18,40,000	100	0	131,18,40,000	100	0

2.10.1 Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

The Company declares and pays dividends in Indian rupees. Companies are required to pay / distribute dividend after deducting applicable withholding income taxes.

The amount of per share (₹ 10 par value) dividend recognized as distribution to equity shareholders is as follows:

Particulars	(in ₹)	
	As at March 31,	
	2024	2023
Interim dividend for fiscal 2023	-	2.10
Final dividend for fiscal 2023	3.05	-
Interim dividend for fiscal 2024	2.50	-
Second interim special dividend for fiscal 2024	2.75	-

During the year ended March 31, 2024, on account of the final dividend for fiscal 2023, interim dividend for fiscal 2024, and second interim special dividend for fiscal 2024, the Company has incurred a net cash outflow of ₹1,08,883 lakh.

The Board of Directors, at its meeting on April 16, 2024, recommended a final dividend of ₹4 per equity share for the financial year ended March 31, 2024. This payment is subject to the approval of shareholders in the Annual General Meeting (AGM) of the Company proposed to be held on July 25, 2024 and if approved, would result in a net cash outflow of approximately ₹52,474 lakh.

2.11 Other financial liabilities

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Current		
Accrued compensation to employees	4,673	4,179
Capital creditors	734	604
Compensated absences	1,719	1,529
Accrued expenses ⁽¹⁾	24,930	32,120
Other payables ⁽²⁾	230	394
Total current other financial liabilities	32,286	38,826
Total other financial liabilities	32,286	38,826
Financial liability carried at amortized cost	32,286	38,826
⁽¹⁾ Includes dues to holding company and fellow subsidiaries (Refer to Note 2.21)	10,487	11,319
⁽²⁾ Includes dues to fellow subsidiaries (Refer to Note 2.21)	9	4

2.12 Trade payables

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Current		
Trade payables ⁽¹⁾	4,008	3,312
Total trade payables	4,008	3,312
⁽¹⁾ Includes dues to holding company / fellow subsidiaries (Refer to Note 2.21)	79	296

As at March 31, 2024, 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

The trade payables ageing schedule for the year ended as on March 31, 2024 is as follows:

(In ₹ lakh)

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	<1 year	1-2 years	2-3 years	>3 years	
MSME	475	-	-	-	-	475
Others	3,330	203	-	-	-	3,533
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-	-
Total trade payables	3,805	203	-	-	-	4,008

The trade payables ageing schedule for the year ended as on March 31, 2023 was as follows:

(In ₹ lakh)

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	<1 year	1-2 years	2-3 years	>3 years	
MSME	582	-	-	-	-	582
Others	2,802	(72)	-	-	-	2,730
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-	-
Total trade payables	3,384	(72)	-	-	-	3,312

2.13 Other liabilities

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Current		
Unearned revenue	18,790	15,896
Withholding taxes and other taxes	5,501	9,448
Total current other liabilities	24,291	25,344
Total other liabilities	24,291	25,344

2.14 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

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Current		
Others		
Post-sales client support and others	78	116
Total provisions	78	116

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

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Balance at the beginning	116	142
Provisions recognized / (reversal)	10	8
Provision utilized	(46)	(31)
Translation differences	(2)	(3)
Balance at the end	78	116

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

2.15 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	As at March 31,	
	2024	2023
Current taxes	34,545	34,049
Deferred taxes	(467)	(284)
Income tax expense	34,078	33,765

The applicable Indian corporate statutory tax rate for the year ended on March 31, 2024 is 25.17%. The Company has opted for the new income tax regime as per The Taxation Laws (Amendment) Act, 2019 from financial year 2019-20 onwards.

Income tax expense for the 12 months ended March 31, 2024 and March 31, 2023 includes provision of ₹3,014 lakh and provision of ₹1,540 lakh, respectively, pertaining to prior periods on adjudication of certain matters in favor of the Company and upon filing of returns.

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	As at March 31,	
	2024	2023
Profit before income taxes	1,17,566	1,26,754
Enacted tax rates in India	25.17%	25.17%
Computed expected tax expense	29,589	31,901
Overseas taxes, net of foreign tax credit	930	(69)
Prior year taxes	3,022	1,540
Effect of non-deductible expenses	531	394
Tax on dividend received from subsidiaries		
Others	6	(1)
Income tax expense	34,078	33,765

The applicable Indian statutory tax rates for fiscal 2024 is 25.17% and fiscal 2023 is 25.17%.

The details of income tax assets and income tax liabilities as of March 31, 2024 and March 31, 2023 are as follows:

Particulars	As at March 31,	
	2024	2023
Income tax assets	14,704	22,773
Current income tax liabilities	24,331	10,475
Net current income tax assets / (liabilities) at the end	(9,627)	12,298

The gross movement in the current income tax asset for the years ended March 31, 2024 and March 31, 2023 are as follows:

Particulars	As at March 31,	
	2024	2023
Net current income tax assets at the beginning	12,298	9,166
Income tax paid	12,621	37,181
Current income tax expense (Refer to Note 2.15)	(34,545)	(34,049)
Net current income tax assets / (liabilities) at the end	(9,627)	12,298

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

Particulars	As at March 31,	
	2024	2023
(In ₹ lakh)		
Deferred income tax assets		
Trade receivables	685	641
Compensated absences	433	385
Others	357	29
Total deferred income tax assets	1,475	1,055
Deferred income tax liabilities		
Property, plant and equipment	75	112
Financial instruments	61	71
Total deferred income tax liabilities	136	183
Deferred income tax assets after set-off	1,339	872
Deferred income tax liabilities after set-off	-	-

The gross movement in the deferred income tax account for the years ended March 31, 2024 and March 31, 2023 is as follows:

Particulars	As at March 31,	
	2024	2023
(In ₹ lakh)		
Net deferred income tax asset at the beginning	872	588
Credits relating to temporary differences (Refer to Note 2.15)	467	284
Net deferred income tax asset at the end	1,339	872

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, 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.

2.16 Revenue from operations

Accounting policy

The Company derives revenues primarily from business IT services comprising 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 the 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 contracts with customers*, 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.

Certain eligible, non-recurring 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 years ended March 31, 2024 and March 31, 2023 are as follows :

Particulars	(In ₹ lakh)	
	Year ended March 31,	
	2024	2023
Revenue from operations	3,56,938	3,44,628
Total revenue from operations	3,56,938	3,44,628

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 straight-line 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 the 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 are classified as unearned revenue.

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

During the years ended March 31, 2024 and March 31, 2023, the Company recognized revenue of ₹13,659 lakh and ₹13,387 lakh arising from opening unearned revenue as of April 1, 2023 and April 1, 2022, respectively.

During the years ended March 31, 2024 and March 31, 2023, ₹11,829 lakh and ₹3,727 lakh of unbilled revenue pertaining to other fixed-price and fixed-timeframe contracts as of April 1, 2023 and April 1, 2022, respectively, 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 31, 2024, other than those meeting the exclusion criteria mentioned above is ₹1,01,296 lakh. Out of this, the Group expects to recognize revenue of around 47.5% 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 the current assessment, the occurrence of the same is expected to be remote.

2.17 Other income, net

Other income comprises primarily 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. The related revenue and expense are recognized using the same exchange rate.

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 years ended March 31, 2024 and March 31, 2023 are as follows :

Particulars	(In ₹ lakh)	
	Year ended March 31,	
	2024	2023
Interest income received on financial assets – carried at amortized cost:		
Deposits with banks and others	4,558	3,564
Profit on sale of property, plant and equipment	2	13
Exchange gain / (loss) on translation of assets and liabilities	(244)	1,697
Gain on investment carried at fair value through profit or loss	2,541	1,876
Exchange losses on foreign currency forward and options contracts	–	(17)
Interest income on Income tax refund	2,726	–
Miscellaneous income	45	9
Total other income	9,628	7,142

2.18 Expenses

Particulars	(In ₹ lakh)	
	Year ended March 31,	
	2024	2023
Employee benefit expenses		
Salaries including bonus	70,680	66,266
Contribution to provident and other funds	3,685	3,660
Staff welfare	887	849
	75,252	70,775
Travel expenses		
Overseas travel expenses	7,607	5,699
Travelling and conveyance	602	826
	8,209	6,525
Cost of software packages and others		
For own use	14,105	10,632
Third-party items bought for service delivery to clients	11,822	11,117
	25,927	21,749
Other expenses		
Repairs and maintenance	1,408	1,592
Brand and marketing	6,912	6,321
Communication expenses	859	816
Operating lease payments	2,495	2,942
Rates and taxes	118	103
Commission charge	3,508	3,249
Fuel and power	397	417

Particulars	Year ended March 31,	
	2024	2023
Consumables	111	(7)
Reversal for post-sales client support and others	(37)	(28)
Impairment loss recognized on financial assets	419	1,765
Contributions towards Corporate Social Responsibility	2,108	1,606
Cost of fulfilment – Amortization	1,238	770
Auditor's remuneration		
Statutory audit fees	36	36
Others	517	455
	20,089	20,037

2.19 Employee benefits

Accounting policy

2.19.1 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 the Statement of Profit and Loss in subsequent period. 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.

2.19.2 Superannuation

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

2.19.3 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.

2.19.4 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 / availed 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.

a. Gratuity

The funded status of the gratuity plans and the amounts recognized in the Company's financial statements as of March 31, 2024 and March 31, 2023 is as follows:

Particulars	(In ₹ lakh)	
	As at March 31, 2024	2023
Change in benefit obligations		
Benefit obligations at the beginning	7,049	7,370
Service cost	606	660
Interest expense	489	455
Transfer of obligation	(18)	214
Remeasurements – Actuarial (gains) / losses	(37)	(700)
Benefits paid	(309)	(950)
Benefit obligations at the end	7,780	7,049
Change in plan assets		
Fair value of plan assets at the beginning	7,861	8,031
Interest income	546	496
Transfer of assets	(43)	167
Benefits paid	(309)	(950)
Fair value of plan assets at the end	8,133	7,861
Funded status	352	812
Prepaid gratuity benefit	352	812

The amount for the years ended March 31, 2024 and March 31, 2023 recognized in the Statement of Profit and Loss under employee benefit expenses is as follows:

Particulars	Year ended March 31,	
	2024	2023
Service cost	606	660
Net interest on the net defined benefit liability / (asset)	(57)	(40)
Net gratuity cost	549	620

The amount for the years ended March 31, 2024 and March 31, 2023 recognized in the Statement of Other Comprehensive Income is as follows:

Particulars	Year ended March 31,	
	2024	2023
Remeasurements of the net defined benefit liability / (asset)		
Actuarial (gains) / losses	(37)	(700)
(Return) / loss on plan assets excluding amounts included in the net interest on the net defined benefit liability / (asset)	(78)	(117)
	(115)	(817)

Particulars	Year ended March 31,	
	2024	2023
(Gain) / loss from change in financial assumptions	40	(227)
(Gain) / loss from change in experience	(77)	(473)
	(37)	(700)

The weighted-average assumptions used to determine benefit obligations as at March 31, 2024 and March 31, 2023 are as follows:

Particulars	As at March 31,	
	2024	2023
Discount rate	7.0	7.1
Weighted average rate of increase in compensation levels	7.5	7.5

The weighted-average assumptions used to determine net periodic benefit cost for the years ended March 31, 2024 and March 31, 2023 are as follows:

Particulars	As at March 31,	
	2024	2023
Discount rate	7.1%	6.5%
Weighted average rate of increase in compensation levels	7.5%	7.5%

Particulars	As at March 31,	
	2024	2023
Weighted average duration of defined benefit obligation	5.8 years	5.9 years

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

Impact from percentage point increase / decrease in	As at March 31, 2024	
	Discount rate	404
Weighted average rate of increase in compensation level	360	

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, 2024 and March 31, 2023, the plan assets have been primarily invested in insurer-managed funds.

Actual return on assets for the years ended March 31, 2024 and March 31, 2023 are ₹546 lakh and ₹496 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	1,219
1-2 years	1,159
2-3 years	1,186
3-4 years	1,159
4-5 years	1,226
5-10 years	5,660

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 ₹3,119 lakh during the year ended March 31, 2024 (₹3,027 lakh for the year ended March 31, 2023).

c. Superannuation

The Company contributed ₹794 lakh during the year ended March 31, 2024 (₹808 lakh for the year ended March 31, 2023).

2.20 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,	
	2024	2023
Contingent liabilities :		
Claims against the Company, not acknowledged as debts ⁽¹⁾	24,999	13,721
Commitments :		
Estimated amount of unexecuted capital contracts and not provided for (net of advances and deposits) ⁽²⁾	87	1,130

⁽¹⁾ As at March 31, 2024, claims against the Company not acknowledged as debts in respect of income tax matters amounted to ₹16,426 lakh and in respect of Central Excise and VAT / CST matters amounted to ₹8,573 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, among 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^(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 ₹26,098 lakh.

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⁾ Capital contracts primarily comprise commitments for facilities and computer equipment.

Legal proceedings

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

2.21 Related party transactions

List of related parties:

Name of holding company	Country	Holding as at March 31,	
		2024	2023
Infosys Limited	India	100%	100%
Name of fellow subsidiaries		Country	
Infosys Technologies (China) Co. Limited (Infosys China) ⁽¹⁾		China	
Infosys Technologies S. de R. L. de C. V. (Infosys Mexico) ⁽¹⁾		Mexico	
Infosys Technologies (Sweden) AB (Infosys Sweden) ⁽¹⁾		Sweden	
Infosys Technologies (Shanghai) Company Limited (Infosys Shanghai) ⁽¹⁾		China	
Infosys Austria GmbH ⁽¹⁾		Austria	
Skava Systems Private Limited (Skava Systems) ⁽¹⁾⁽²²⁾		India	
Infosys Chile SpA ⁽¹⁾		Chile	
Infosys Arabia Limited ⁽²⁾⁽²²⁾		Saudi Arabia	
Infosys Consulting Ltda. ⁽¹⁾		Brazil	
Infosys Luxembourg S.a.r.l. ⁽¹⁾		Luxembourg	
Infosys Americas Inc. (Infosys Americas) ⁽¹⁾⁽³⁰⁾		US	
Infosys Consulting S.R.L. ⁽¹⁾⁽¹⁹⁾		Argentina	
Infosys Consulting S.R.L. ⁽¹⁾		Romania	
Infosys Limited Bulgaria EOOD ⁽¹⁾		Bulgaria	
Infosys Turkey Bilgi Teknolojileri Limited Sirketi ⁽¹⁾		Turkey	
Infosys Germany Holding GmbH ⁽¹⁾		Germany	

Name of fellow subsidiaries	Country
Infosys Automotive and Mobility GmbH & Co. KG ⁽¹⁾	Germany
Infosys Green Forum ⁽¹⁾	India
Infosys Business Solutions LLC ⁽¹⁾	Qatar
WongDoody Inc. ⁽¹⁾	US
Danske IT and Support Services India Private Limited (Danske IT) ⁽¹⁾ (32)	India
Infosys Public Services, Inc. USA (Infosys Public Services) ⁽¹⁾	US
Infosys Public Services Canada Inc. ⁽¹²⁾ (23)	Canada
Infosys BPM Limited ⁽¹⁾	India
Infosys BPM UK Limited ⁽³⁾	UK
Infosys (Czech Republic) Limited s.r.o. ⁽³⁾	Czech Republic
Infosys Poland Sp z.o.o ⁽³⁾	Poland
Infosys McCamish Systems LLC ⁽³⁾	US
Portland Group Pty Ltd ⁽³⁾	Australia
Infosys BPO Americas LLC. ⁽³⁾	US
Infosys BPM Canada Inc ⁽³⁾ (31) ⁽³⁶⁾	Canada
Panaya Inc. (Panaya) ⁽¹⁾	US
Panaya Ltd. ⁽⁴⁾	Israel
Panaya Germany GmbH ⁽⁴⁾ (27)	Germany
Brilliant Basics Holdings Limited (Brilliant Basics) ⁽¹⁾ (22)	UK
Brilliant Basics Limited ⁽⁵⁾ (22)	UK
Infosys Consulting Holding AG ⁽¹⁾	Switzerland
Infosys Management Consulting Pty Limited ⁽⁶⁾	Australia
Infosys Consulting AG ⁽⁶⁾	Switzerland
Infosys Consulting GmbH ⁽⁶⁾	Germany
Infosys Consulting SAS ⁽⁶⁾	France
Infy Consulting B.V. ⁽⁶⁾	The Netherlands
Infosys Consulting (Belgium) NV ⁽⁶⁾	Belgium
Infy Consulting Company Ltd ⁽⁶⁾	UK
GuideVision s.r.o. ⁽⁷⁾	Czech Republic
GuideVision Deutschland GmbH ⁽⁸⁾	Germany
GuideVision Suomi Oy ⁽⁸⁾	Finland
GuideVision Magyarország Kft ⁽⁸⁾	Hungary
GuideVision Polska Sp. z.o.o ⁽⁸⁾	Poland
GuideVision UK Ltd ⁽⁸⁾ (22)	UK
Infosys Nova Holdings LLC. (Infosys Nova) ⁽¹⁾	US
Outbox systems Inc. dba Simplus (US) ⁽⁹⁾	US
Simplus ANZ Pty Ltd. ⁽¹⁰⁾	Australia
Simplus Australia Pty Ltd ⁽¹¹⁾	Australia
Simplus Philippines, Inc. ⁽¹⁰⁾	Philippines
Kaleidoscope Animations, Inc. ⁽⁹⁾	US
Kaleidoscope Prototyping LLC ⁽¹⁸⁾ (34)	US
Blue Acorn iCi Inc (formerly Beringer Commerce Inc) ⁽⁹⁾	US
Infosys Singapore Pte. Ltd. (formerly Infosys Consulting Pte. Ltd.) ⁽¹⁾	Singapore
Infosys Financial Services GmbH. (formerly Panaya GmbH) ⁽¹³⁾ (29)	Germany
Infosys South Africa (Pty) Ltd ⁽¹³⁾	South Africa

Name of fellow subsidiaries	Country
Infosys (Malaysia) SDN. BHD. (formerly Global Enterprise International (Malaysia) Sdn. Bhd.) ⁽¹³⁾	Malaysia
Infosys Middle East FZ LLC ⁽¹³⁾	Dubai
Infosys Norway ⁽¹³⁾⁽²⁸⁾	Norway
Infosys Compaz Pte. Ltd ⁽¹⁴⁾	Singapore
HIPUS Co., Ltd ⁽¹⁴⁾	Japan
Fluido Oy ⁽¹³⁾	Finland
Fluido Sweden AB ⁽¹⁵⁾	Sweden
Fluido Norway A/S ⁽¹⁵⁾	Norway
Fluido Denmark A/S ⁽¹⁵⁾	Denmark
Fluido Slovakia s.r.o ⁽¹⁵⁾	Slovakia
Infosys Fluido UK, Ltd. ⁽¹⁵⁾	UK
Infosys Fluido Ireland, Ltd. ⁽¹⁶⁾	Ireland
Stater N.V. ⁽¹⁴⁾	The Netherlands
Stater Nederland B.V. ⁽¹⁷⁾	The Netherlands
Stater XXL B.V. ⁽¹⁷⁾	The Netherlands
HypoCasso B.V. ⁽¹⁷⁾	The Netherlands
Stater Participations B.V. ⁽³⁵⁾	The Netherlands
Stater Belgium N.V./S.A. ⁽¹⁷⁾⁽³⁵⁾	Belgium
Stater GmbH ⁽¹⁷⁾	Germany
Infosys Germany GmbH (formerly Kristall 247. GmbH (“Kristall”)) ⁽¹³⁾	Germany
WongDoody GmbH (formerly known as oddity GmbH) ⁽²⁰⁾	Germany
WongDoody (Shanghai) Co. Limited (formerly known as oddity (Shanghai) Co., Ltd.) ⁽²¹⁾	China
WongDoody limited (Taipei) (formerly known as oddity Limited (Taipei)) ⁽²¹⁾	Taiwan
oddity space GmbH ⁽²⁰⁾⁽³³⁾	Germany
oddity jungle GmbH ⁽²⁰⁾⁽³³⁾	Germany
oddity code GmbH ⁽²⁰⁾⁽³³⁾	Germany
WongDoody d.o.o (formerly known as oddity code d.o.o) ⁽²¹⁾⁽³³⁾	Serbia
oddity waves GmbH ⁽²⁰⁾⁽³³⁾	Germany
oddity group services GmbH ⁽²⁰⁾⁽³³⁾	Germany
BASE life science A/S ⁽¹³⁾⁽²⁴⁾	Denmark
BASE life science AG ⁽²⁵⁾	Switzerland
BASE life science GmbH ⁽²⁵⁾	Germany
BASE life science S.A.S ⁽²⁵⁾	France
BASE life science Ltd. ⁽²⁵⁾	UK
BASE life science S.r.l. ⁽²⁵⁾	Italy
Innovisor Inc. ⁽²⁵⁾	US
BASE life science Inc. ⁽²⁵⁾	US
BASE life science S.L. ⁽²⁵⁾⁽²⁶⁾	Spain

⁽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 Panaya Inc.

⁽⁵⁾ Wholly-owned subsidiary of Brilliant Basics Holding Limited.

⁽⁶⁾ Wholly-owned subsidiary of Infosys Consulting Holding AG

⁽⁷⁾ Wholly-owned subsidiary of Infy Consulting Company Limited

⁽⁸⁾ Wholly-owned subsidiary of GuideVision s.r.o.

⁽⁹⁾ Wholly-owned subsidiary of Infosys Nova Holdings LLC

- ⁽¹⁰⁾ Wholly-owned subsidiary of Outbox systems Inc. dba Simplus (US)
- ⁽¹¹⁾ Wholly-owned subsidiary of Simplus ANZ Pty Ltd
- ⁽¹²⁾ Wholly-owned subsidiary of Infosys Public Services, Inc.
- ⁽¹³⁾ Wholly-owned subsidiary of Infosys Singapore Pte. Ltd. (formerly Infosys Consulting Pte. Ltd.)
- ⁽¹⁴⁾ Majority-owned and controlled subsidiary of Infosys Singapore Pte. Ltd. (formerly Infosys Consulting Pte. Ltd.)
- ⁽¹⁵⁾ Wholly-owned subsidiary of Fluido Oy
- ⁽¹⁶⁾ Wholly-owned subsidiary of Infosys Fluido UK, Ltd.
- ⁽¹⁷⁾ Wholly-owned subsidiary of Stater N.V
- ⁽¹⁸⁾ Wholly-owned subsidiary of Kaleidoscope Animations, Inc.
- ⁽¹⁹⁾ Infosys Consulting S.R.L. (Argentina) (formerly a wholly-owned subsidiary of Infosys Consulting Holding AG) became the majority-owned and controlled subsidiary of Infosys Limited with effect from April 1, 2022.
- ⁽²⁰⁾ On April 20, 2022, Infosys Germany GmbH (formerly Kristall 247. GmbH ("Kristall")) (a wholly-owned subsidiary of Infosys Singapore Pte. Ltd (formerly Infosys Consulting Pte. Ltd.)) acquired 100% of voting interests in oddity space GmbH, oddity jungle GmbH, oddity waves GmbH, oddity group services GmbH, oddity code GmbH and WongDoody GmbH (formerly known as oddity GmbH).
- ⁽²¹⁾ Wholly-owned subsidiary of WongDoody GmbH (formerly known as oddity GmbH)
- ⁽²²⁾ Under liquidation
- ⁽²³⁾ Incorporated on July 8, 2022
- ⁽²⁴⁾ On September 1, 2022, Infosys Singapore Pte. Ltd. (formerly Infosys Consulting Pte. Ltd.) (a wholly-owned subsidiary of Infosys Limited) acquired 100% of voting interests in BASE life science A/S.
- ⁽²⁵⁾ Wholly-owned subsidiary of BASE life science A/S
- ⁽²⁶⁾ Incorporated on September 6, 2022
- ⁽²⁷⁾ Incorporated effective December 15, 2022
- ⁽²⁸⁾ Incorporated effective September 15, 2023
- ⁽²⁹⁾ Infosys Financial Services GmbH. (formerly Panaya GmbH) became a wholly-owned subsidiary of Infosys Singapore Pte. Ltd (formerly Infosys Consulting Pte. Ltd.) with effect from February 23, 2023.
- ⁽³⁰⁾ Liquidated effective July 14, 2023
- ⁽³¹⁾ Incorporated on August 11, 2023
- ⁽³²⁾ On September 1, 2023, Infosys Ltd. acquired 100% of voting interests in Danske IT and Support Services India Private Limited ("Danske IT").
- ⁽³³⁾ On September 29, 2023, oddity space GmbH, oddity waves GmbH, oddity jungle GmbH, oddity group services GmbH and oddity code GmbH merged into WongDoody GmbH and oddity code d.o.o, which was formerly a subsidiary of oddity code GmbH, has become a subsidiary of WongDoody GmbH (formerly known as oddity GmbH).
- ⁽³⁴⁾ Kaleidoscope Prototyping LLC, a wholly-owned subsidiary of Kaleidoscope Animations, is liquidated effective November 1, 2023.
- ⁽³⁵⁾ On November 24, 2023, Stater Participations B.V (a wholly-owned subsidiary of Stater N.V.) merged with Stater N.V. and Stater Belgium N.V./S.A, which was formerly a wholly-owned subsidiary of Stater Participations B.V., became a wholly-owned subsidiary of Stater N.V.
- ⁽³⁶⁾ On March 15, 2024, Infosys BPM Canada Inc., a wholly-owned subsidiary of Infosys BPM Limited, got dissolved.

Infosys has provided guaranties for the 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 managerial personnel

Directors

Karmesh Vaswani, Director

Inderpreet Sawhney, Director

Martha King, Director

Dennis Gada, Director

Sateesh Seetharamiah, Whole-time Director

Sanat Rao, Whole-time Director (resigned as on January 20, 2024)

Executive officers

Rajesh Kini, Chief Financial Officer (resigned as on January 17, 2024)

P. Prakash, Chief Financial Officer (appointed as on January 18, 2024)

Prakash Bharadwaj, Company Secretary

The details of amounts due to or due from related parties as at March 31, 2024 and March 31, 2023 are as follows:

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Trade receivables		
Infosys Public Services	1	-
Infosys BPM Limited	129	7
Infosys Mexico	133	57
Infosys Ltd	158	112
Infosys Sweden	189	352
HIPUS Co., Ltd	29	-
	639	528
Other financial assets		
Infosys BPM Limited	-	3
	-	3
Unbilled revenue		
HIPUS Co., Ltd	-	210
	-	210
Trade payables		
Infosys Limited	-	216
Infy Consulting Company Limited	-	37
Infosys Middle East FZ-LLC	20	-
Infosys South Africa (Pty) Ltd	9	-
Infosys BPM Limited	50	43
	79	296
Other current financial liabilities		
Infosys BPM Limited	9	4
	9	4
Accrued expenses		
Infosys Public Services	19	20
Infosys BPM Limited	66	175
Infosys Sweden	301	449
Infosys Limited	10,101	10,675
	10,487	11,319

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

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Revenue transactions		
Sale of services		
Infosys Limited	1,924	2,009
Infosys Public Services	15	12
Infosys Sweden	1,304	1,378
Infosys Mexico	472	626
Infosys BPM Limited	852	(55)
HIPUS Co., Ltd	31	210
	4,598	4,180
Purchase of services		
Infosys Limited	96,111	82,256
Infosys Middle East FZ-LLC	218	–
Infosys South Africa (Pty) Ltd	53	–
Infy Consulting Company Limited	37	203
Infosys BPM Limited	613	633
	97,032	83,092
Purchase of shared services including facilities and personnel		
Infosys Limited	2,457	2,760
	2,457	2,760
Dividend paid		
Infosys Limited	1,08,883	27,549
	1,08,883	27,549
Any other transactions		
Infosys Foundation	2,108	1,606
	2,108	1,606

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 table below describes the compensation to key managerial personnel, which comprise directors and executive officers:

(In ₹ lakh)

Particulars	As at March 31,	
	2024	2023
Salaries and other employee benefits to whole-time directors and executive officers ⁽¹⁾	910	1,545
Commission and other benefits to non-executive / independent directors	–	–
Total	910	1,545

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

2.22 Corporate social responsibility

As per Section 135 of the Companies Act 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. A CSR Committee has been formed by the Company as per the Act. The areas for CSR activities are eradication of hunger, poverty, and malnutrition, promoting education and healthcare, and rural development projects. The funds were primarily utilized throughout the year on these activities, which are specified in Schedule VII of the Companies Act, 2013.

Particulars	As at March 31,	
	2024	2023
i) Amount required to be spent by the Company during the year	2,098	1,596
ii) Amount of expenditure incurred	2,108	1,606
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⁾	2,108	1,606
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, women empowerment, art and culture, healthcare, destitute care and rehabilitation, disaster relief, and rural development projects

⁽¹⁾ Effective January 1, 2022, Infosys Foundation, a trust jointly controlled by the KMP of Infosys Limited, is a related party. For the year ending March 31, 2024, the Company has made contributions to Infosys Foundation to fulfil its corporate social responsibilities. Infosys Foundation supports programs in the areas of education, rural development, healthcare, arts and culture, and destitute care.

2.23 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.

2.24 Analytical ratios

Particulars	Numerator	Denominator	As at March 31,		Movement (in %)
			2024	2023	
Current ratio	Current assets	Current liability	2.0	2.3	(13.0)
Return on Equity (ROE)	Net profits after taxes	Average shareholder's equity	62.3	81.8	(19.5)
Trade receivables turnover ratio	Net credit revenue	Average accounts receivable	19.8	21.1	(6.0)
Trade payables turnover ratio	Net credit purchases	Average trade payables	46.6	40.5	15.1
Net capital turnover ratio	Net sales	Working capital	4.0	3.3	21.2
Net profit ratio	Net profit	Net sales	23.4	27.0	(3.6)
Return on Capital Employed (ROCE)	Earning before interest and taxes	Capital employed ⁽¹⁾	96.9	86.4	10.5
Return on Investment	Gain from investments	Weighted average investment	6.9	5.2	1.7

⁽¹⁾ Tangible net worth + Deferred tax liabilities + Lease liabilities

2.25 Function-wise classification of Statement of Profit and Loss

(In ₹ lakh)

Particulars	Year ended March 31,	
	2024	2023
Revenue from operations	3,56,938	3,44,628
Cost of sales	2,03,831	1,80,813
Gross profit	1,53,107	1,63,815
Operating expenses		
Selling and marketing expenses	23,803	21,927
General and administration expenses	21,366	22,275
Total operating expenses	45,169	44,202
Operating profit	1,07,938	1,19,612
Other income, net	9,628	7,142
Profit before interest and tax	1,17,566	1,26,754
Finance cost	–	–
Profit before tax	1,17,566	1,26,754
Tax expense		
Current tax	34,545	34,049
Deferred tax	(467)	(284)
Profit for the year	83,488	92,989
Other comprehensive income		
Items that will not be reclassified subsequently to profit or loss		
Remeasurement of the net defined benefit liability / asset	86	612
Total other comprehensive income, net of tax	86	612
Total comprehensive income for the year	83,574	93,601

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

As per our report of even date attached

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

for Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration No. : 117366W/W-100018

Gurvinder Singh

Partner

Membership No. 110128

Karmesh Vaswani

Chairman

DIN No: 10193181

Sateesh Seetharamiah

Whole-time Director

DIN No: 09328904

Bengaluru

April 16, 2024

P. Prakash

Chief Financial Officer

Prakash Bharadwaj

Company Secretary

Membership No: A37214

July 1, 2024

Dear member,

You are cordially invited to attend the 10th (tenth) Annual General Meeting (AGM) of the members of EdgeVerve Systems Limited ("the Company") on Thursday, July 25, 2024 at 6.00 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/-

Karmesh Vaswani
Chairman
DIN 10193181

Enclosures:

1. Notice of the 10th (tenth) AGM
2. Instructions to participate through VC

EdgeVerve Systems Limited
CIN : U72200KA2014PLC073660
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 10th Annual General Meeting

Notice is hereby given that the 10th (tenth) Annual General Meeting (AGM) of the members of EdgeVerve Systems Limited (“the Company”) will be held on Thursday, July 25, 2024 at 6.00 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, 2024 and the reports of the Board of Directors (“the Board”) and auditors thereon.

Item no. 2 – Declaration of dividend

To declare a final dividend of ₹ 4 per equity share for the financial year ended March 31, 2024.

Item no. 3 – Appointment of Dennis Gada (DIN: 09310292) as a director, liable to retire by rotation

To appoint a director in place of Dennis Gada (DIN: 09310292), who retires by rotation and being eligible, seeks reappointment.

Explanation: Based on the terms of appointment, the non-executive directors are subject to retirement by rotation. Dennis Gada, who was initially appointed on September 13, 2021, and whose office is liable to retire at the ensuing AGM, will retire and being eligible, seeks reappointment. Based on performance evaluation, the Nomination and Remuneration Committee (NRC) and the Board recommends his 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 Dennis Gada (DIN: 09310292), as a director, liable to retire by rotation.

Special Business

Item no. 4 – Appointment of Karmesh Vaswani (DIN: 10193181) as director

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

RESOLVED THAT pursuant to the provisions of Sections 152 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Karmesh Vaswani (DIN: 10193181) who was appointed as an additional director of the Company effective July 17, 2023 and who holds office up to the date of the AGM and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard.

Item no. 5 – Appointment of Sajit Vijayakumar (DIN: 10469386) as Whole-time Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 196, 197, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to the approval of the Central Government, as may be applicable, approval of the members of the Company be and is hereby accorded for the appointment of Sajit Vijayakumar (DIN: 10469386) as Whole-time Director and Key Managerial Personnel (“KMP”) for a period of five (5) years commencing from April 16, 2024 and ending on April 15, 2029 on the following remuneration and other terms and conditions as stated in the Employment Agreement with Infosys Limited and in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice.

1. Fixed Pay: An annual fixed salary of INR 84,19,874 (Rupees Eighty-four lakh nineteen thousand eight hundred seventy-four only) as compensation for his services (the “Fixed Pay”). The Fixed Pay will be paid monthly in accordance with the Company’s normal payroll practices and be subject to the usual, required withholdings.

2. Variable Pay: Annual variable pay at a target level of INR 55,33,275 (Rupees Fifty-five lakh thirty-three thousand two hundred seventy-five only) (or such other sum that may be decided by the board) each fiscal year, reduced by applicable withholdings and subject to the terms and conditions contained in the applicable Bonus Plan.

3. Stock Compensation: Sajit Vijayakumar may, from time to time, be granted stock compensation awards as may be decided by the Nomination and Remuneration Committee / Board of Directors in respect of the common stock of parent company, Infosys Limited pursuant to the parent company's stock incentive compensation plans. Such stock awards will be subject to the terms and conditions of the Plan in force from time to time and the applicable award agreement.

4. Employee Benefits: During the term of his employment, Sajit Vijayakumar will be entitled to all the employee benefit plans as may be applicable to other senior executives of the Company and as per the rules of the Company.

5. Minimum Remuneration: Notwithstanding anything herein above contained, should the Company incur a loss or its profits are inadequate in any financial year closing on and after March 31, 2024, during the tenure of Sajit Vijayakumar as Whole-time Director, the Company may pay him the above remuneration by way of fixed pay, variable pay, bonus and other allowances as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

6. Compensation Review: Sajit Vijayakumar's compensation, including Fixed Pay, Variable Pay, Stock Compensation and any other components, will be subject to review and adjustments by the Board or any committee thereof, from time to time in its sole and exclusive discretion, and subject to any limits and necessary approvals under applicable laws including the Companies Act, 2013.

RESOLVED FURTHER THAT, the Board or any Committee thereof be and is hereby authorized to alter and vary the terms and conditions of appointment and / or components of remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) there-of, for the time being in force).

By order of the Board of Directors
for EdgeVerve Systems Limited

July 1, 2024
Bengaluru

sd/-
Prakash Bharadwaj
Company Secretary
Membership no. A37214

Notes

1. Pursuant to the General Circular number 09/2023 dated September 25, 2023 and other previous 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. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
3. The AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
4. 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.
5. 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").
6. 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. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. July 25, 2024. Members seeking to inspect such documents can send an email to: secretarial@edgeverve.com.
7. 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.
8. 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.
9. Details of the VC are provided below : [Click here to join the meeting through Webex](#)

Explanatory Statement

Item No. 4 – Appointment of Karmesh Vaswani (DIN: 10193181) as a director

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, the Board, at its meeting held on July 17, 2023, appointed Karmesh Vaswani (DIN: 10193181) (“Karmesh”) as an additional director of the Company to hold the office up to date of ensuing AGM.

The Company has received from Karmesh –

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013
- (iii) A notice in writing by a member proposing his candidature under Section 160(1) of the Companies Act, 2013

Details of Karmesh Vaswani

1.	Nature of expertise in specific functional areas	IT Services - Retail, Consumer & Logistics industry
2.	Age	52 years
3.	Nationality	British
4.	Qualifications	Bachelor’s degree in Engineering
5.	Experience	25 years
6.	Terms and conditions with details of remuneration sought to be paid	Nil
7.	Remuneration last drawn	Not applicable
8.	Date of first appointment	July 17, 2023
9.	Shareholding in the Company	Nil
10.	Relationship with other Directors and KMP of the Company	Nil
11.	Number of Board meetings attended during the year	3/3 board meetings
12.	Other Directorship	Please refer to <i>Corporate governance report</i>
13.	Membership / Chairmanship of Committees of other Boards	Nil

The resolution seeks approval of the members for the appointment of Karmesh as a non-executive director effective July 17, 2023. The office of Karmesh will liable to retire by rotation.

No director, key managerial personnel or their relatives, except Karmesh to whom the resolution relates, is interested financially or otherwise in the resolution.

The Board recommends the resolution set forth in the Notice for the approval of the Members.

Item No. 5 – Appointment of Sajit Vijayakumar (DIN: 10469386) as Whole-time Director

Pursuant to applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder, the Board, at its meeting held on April 16, 2024, appointed Sajit Vijayakumar (DIN: 10469386) (“Sajit”) as an additional whole-time director of the Company for a term of five (5) years with effect from April 16, 2024, to April 15, 2029, subject to the approval of the members and central government, as may be applicable.

The Company has received from Sajit –

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013
- (iii) A notice in writing by a member proposing his candidature under Section 160(1) of the Companies Act, 2013

Details of Sajit Vijayakumar

1.	Nature of expertise in specific functional areas	International banking and technology
2.	Age	52 years
3.	Nationality	American
4.	Qualifications	<ul style="list-style-type: none">Chartered Accountant (Institute of Chartered Accountants of India)Cost Accountant (Institute of Cost and Works Accountants of India)
5.	Experience	27 years
6.	Terms and conditions with details of remuneration sought to be paid	As provided in the resolution set out in this Notice
7.	Remuneration last drawn	Not applicable
8.	Date of first appointment	April 16, 2024
9.	Shareholding in the Company	Nil
10.	Relationship with other Directors and KMP of the Company	Nil
11.	Number of Board meetings attended during the year	Not applicable
12.	Other Directorship	Nil
13.	Membership / Chairmanship of Committees of other Boards	Nil

The resolution seeks approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for the appointment of Sajit as a whole-time director effective April 16, 2024. The office of Sajit will not be liable to retire by rotation.

No director, key managerial personnel or their relatives, except Sajit to whom the resolution relates, is interested financially or otherwise in the resolution.

The Board recommends the resolution set forth in the Notice for the approval of the Members.

Brief profiles of directors recommended for appointment / re-appointment



Dennis Gada

Dennis is the Global Head of Banking & Financial Services at Infosys.

Dennis' area of expertise is in Digital Transformation, where he brings significant experience in driving innovation at the intersection of business and technology. He brings experience across many business competencies, including sales, strategy, consulting, marketing and local leadership. He is a strong advocate for diversity and inclusion.

Dennis specializes in leveraging the power of technology to address challenges facing the financial services industry in areas such as experience transformation, core modernization, product innovation, AI & automation and efficient operations. His personal network includes a wide ecosystem of experts, startups and established industry players and he collaborates with this community to bring cutting-edge technology to enterprises to drive new products, services, and experiences.

Dennis is a truly global citizen, having lived and worked in APAC, Europe and USA where he currently resides in Charlotte, NC. He has a natural interest in culture, change and collaboration and has played an active role in the local communities in which he has lived. Prior to joining Infosys, Dennis has worked at Accenture and PWC.



Karmesh Vaswani

Karmesh is the Chairman of EdgeVerve. He is also the Executive VP and Global Head for Retail, Consumer & Logistics at Infosys. With over 25 years of experience, Karmesh is a customer-centric, values-driven industry partner and leader. His expertise includes strategizing, architecting, and delivering technology-enabled business performance improvements for Fortune 500 Enterprises.



Sajit Vijayakumar

Sajit is the Global Head of Infosys Finacle, Infosys' digital banking product unit.

Sajit brings a wealth of experience in technology-led business transformations, having been in the industry for over 27 years. With a deep understanding of the global banking and finance domains, he operates at the intersection of technology, banking, and customer value.

In his role, Sajit drives the Finacle business globally, leading multicultural teams to develop and deliver solutions that help banks engage, innovate, operate, and transform better. He is at the forefront of the Company's growth and initiatives to drive digital transformation for banks, at speed and scale.

With his rich insights, Sajit engages leaders in the banking and technology space in shaping conversations about the future of banking. His contributions have been featured in leading media publications globally.

Previously, Sajit served as the Chief Operating Officer (COO) of Finacle, where he was responsible for guiding product management, architecture, engineering, and delivery units globally.

Throughout his 24-year tenure at Infosys, Sajit has undertaken a variety of roles, encompassing consulting, global delivery, and customer engagement functions in the US, UK, and India. His experience in orchestrating package-enabled business transformations for Fortune 500 companies globally highlights his proficiency in leveraging technology to drive business growth.

Before joining Infosys, Sajit worked with ICICI Securities, a joint venture between ICICI Limited and JP Morgan. Sajit is a Chartered Accountant from the Institute of Chartered Accountants of India and a Cost Accountant from the Institute of Cost and Works Accountants of India. He has also completed the executive certification program at the Graduate Business School at Stanford.

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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