

# FORM NO. MGT-7

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



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

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

U72200KA2002PLC030310

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCP4478N

(ii) (a) Name of the company

INFOSYS BPM LIMITED

(b) Registered office address

PLOT NOS.26/3.26/4, AND 26/6,ELECTRONICS CITY,  
HOSUR ROAD,  
BANGALORE  
Bangalore  
Karnataka  
561226

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

bindu.raghavan@infosys.com

(d) \*Telephone number with STD code

08028522405

(e) Website

www.infosysbpm.com

(iii) Date of Incorporation

03/04/2002

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

(v) Whether company is having share capital

Yes  No

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

Yes  No

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

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

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

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

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

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

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

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Infosys Limited	L85110KA1981PLC013115	Holding	100
2	Infosys (Czech Republic) Limited		Subsidiary	100
3	Infosys Poland Sp. z.o.o		Subsidiary	100
4	Infosys McCamish Systems LLC		Subsidiary	100
5	Portland Group Pty Ltd		Subsidiary	100
6	Infosys BPO Americas LLC		Subsidiary	100
7	Infosys BPM UK Limited		Subsidiary	100

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

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	123,375	33,828	33,828	33,828
Total amount of equity shares (in Rupees)	1,233,750,000	338,280,000	338,280,000	338,280,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	123,375	33,828	33,828	33,828
Nominal value per share (in rupees)	10,000	10,000	10,000	10,000
Total amount of equity shares (in rupees)	1,233,750,000	338,280,000	338,280,000	338,280,000

###### (b) Preference share capital

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

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0			

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						

<b>At the beginning of the year</b>	0	33,828	33828	338,280,000	338,280,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	33,828	33828	338,280,000	338,280,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

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

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	33,827,751		
	Face value per share	10		
After split / Consolidation	Number of shares	33,828		
	Face value per share	10,000		

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

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

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

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred	<input style="width:95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:95%;" type="text"/>
Ledger Folio of Transferor <input style="width:95%;" type="text"/>			
Transferor's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width:95%;" type="text"/>			
Transferee's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input style="width:95%;" type="text"/>			
Type of transfer	<input style="width:95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width:95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:95%;" type="text"/>
Ledger Folio of Transferor <input style="width:95%;" type="text"/>			
Transferor's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width:95%;" type="text"/>			
Transferee's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

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

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

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

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

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

**(i) Turnover**

66,844,825,379

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

50,303,039,558

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	33,822	99.98	0	
10.	Others	0	0	0	
	<b>Total</b>	33,822	99.98	0	0

**Total number of shareholders (promoters)**

1

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6	0.02	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	



6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	6	0.02	0	0

**Total number of shareholders (other than promoters)**

6

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

7

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

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	18	6
Debenture holders	0	0

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

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

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	4	1	5	0	0
(i) Non-Independent	1	2	1	3	0	0
(ii) Independent	0	2	0	2	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	4	1	5	0	0

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

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ANANTHARAMAN RAO	07516278	Managing Director	0	
RAVIKUMAR SINGISETHI	07534544	Director	0	
INDERPREET SAWHNEY	07925783	Director	0	
GOPAL DEVANAHALLI	07105349	Director	0	16/08/2022
MICHAEL NELSON GIESS	08177291	Director	0	16/08/2022
MARTHA GEIGER KING	09166670	Director	0	
Prem Joseph Pereira	AHFPP2797K	CFO	0	14/04/2022
Bindu Raghavan	AMAPB9051A	Company Secretary	0	

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

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MARTHA GEIGER KING	09166670	Additional director	11/05/2021	Appointment
MARTHA GEIGER KING	09166670	Director	07/07/2021	Change in designation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	07/07/2021	19	5	99.99

## B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/04/2021	5	5	100
2	12/07/2021	6	6	100
3	22/09/2021	6	6	100
4	11/10/2021	6	6	100
5	10/01/2022	6	6	100
6	15/02/2022	6	6	100

## C. COMMITTEE MEETINGS

Number of meetings held

19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	12/04/2021	3	3	100
2	Audit Committee	12/07/2021	3	3	100
3	Audit Committee	22/09/2021	3	3	100
4	Audit Committee	11/10/2021	3	3	100
5	Audit Committee	10/01/2022	3	3	100
6	Audit Committee	15/02/2022	3	3	100
7	Nomination and Remuneration	12/04/2021	3	3	100
8	Nomination and Remuneration	12/07/2021	3	3	100
9	Nomination and Remuneration	11/10/2021	3	3	100
10	Nomination and Remuneration	10/01/2022	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	16/08/2022
								(Y/N/NA)
1	ANANTHARA	6	6	100	8	8	100	Yes
2	RAVIKUMAR	6	6	100	19	19	100	Yes
3	INDERPREET	6	6	100	0	0	0	Yes
4	GOPAL DEVA	6	6	100	15	15	100	Yes
5	MICHAEL NEI	6	6	100	11	11	100	Yes
6	MARTHA GEI	5	5	100	0	0	0	Yes

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

Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Anantharaman Rad	CEO & MD	47,337,730	0	0	0	47,337,730
	Total		47,337,730	0	0	0	47,337,730

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Prem Periera	Chief Financial C	14,880,006	0	0	0	14,880,006
2	Bindu Raghavan	Company Secre	3,356,771	0	0	0	3,356,771
	Total		18,236,777	0	0	0	18,236,777

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Gopal Devanahalli	Independent Dir	0	2,000,000	0	105,000	2,105,000
2	Michael Nelson Gib	Independent Dir	0	2,000,000	0	85,000	2,085,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		0	4,000,000	0	190,000	4,190,000

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

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

B. If No, give reasons/observations

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

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

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

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

Yes  No

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

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

Name

Parmeshwar G. Hegde

Whether associate or fellow

Associate  Fellow

Certificate of practice number

640

**I/We certify that:**

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

**Declaration**

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

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

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

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

**To be digitally signed by**

Director  Digitally signed by Anantharaman Radhakrishnan Date: 2022.09.29 10:38:31 +05'30'

DIN of the director

**To be digitally signed by**  Digitally signed by Bindu Raghavan Date: 2022.09.29 10:40:27 +05'30'

- Company Secretary
- Company secretary in practice

Membership number  Certificate of practice number

**Attachments**

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

**List of attachments**

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



September 28, 2022

To,

The Registrar of Companies,  
E-Wing, 2<sup>nd</sup> Floor, Kendriya Sadan,  
Kormangala, Bengaluru – 560 034,  
Karnataka

**Sub: Clarification for Paid-up capital break-up of Infosys BPM Limited for the financial year ended March 31, 2022**

Dear Sir / Madam,

During the year under review, the Bengaluru Bench of the National Company Law Tribunal has *vide* its order dated December 8, 2021 (“Tribunal Order”) approved the consolidation of the authorized, issued, subscribed and paid-up equity share capital of the Company whereby, the equity shares of the Company have been consolidated by increasing the face value from INR 10 each to INR 10,000 each such that every 1,000 equity shares with face value of INR 10 each held by a member of IBPM are consolidated and re-designated into 1 (one) equity share with face value of INR 10,000 pursuant to Section 61(1)(b) of the Companies Act, 2013 (“Consolidation of Share Capital”).

The pre-consolidation equity share capital of the Company is as follows:

Particulars	Amount in INR
<b><u>Authorised share capital</u></b>	
12,33,75,000 equity shares of INR 10 each	123,37,50,000
<b>Total</b>	<b>123,37,50,000</b>
<b><u>Issued and subscribed and paid up share capital</u></b>	
3,38,27,751 equity shares of INR 10 each	33,82,77,510
<b>Total</b>	<b>33,82,77,510</b>

Pursuant to Paragraph 8 of the Tribunal Order, the consolidated equity share capital of the Company is as follows:



Particulars	Amount in INR
<b><u>Authorised share capital</u></b>	
1,23,375 equity shares of INR 10,000 each	123,37,50,000
<b>Total</b>	<b>123,37,50,000</b>
<b><u>Issued and subscribed and paid-up share capital</u></b>	
33,828 equity shares of INR 10,000 each	33,82,80,000
<b>Total</b>	<b>33,82,80,000</b>

However, in the e-form MGT-7 under IV(d). Share capital, Debentures and other securities of the Company – Break-up of Paid up capital, we were unable to update the correct numbers since there is no drop down for “consolidation of share capital” in the e-form.

Hence, we have updated the consolidated capital numbers itself in the beginning of the year.

We request you to kindly take the above on record and update the MCA master database.

**Yours sincerely,**

For Infosys BPM Limited

Bindu  
Raghavan

Digitally signed by  
Bindu Raghavan  
Date: 2022.09.29  
09:38:52 +05'30'

**Bindu Raghavan  
Company Secretary  
ACS-20633**

**FORM NO. MGT-8**


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

I have examined the registers, records and books and papers of **INFOSYS BPM LIMITED (CIN: U72200KA2002PLC030310)** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **March 31, 2022**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

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

- shares/debentures, reduction of share capital/conversion of shares and buy-back of shares during the financial year.
9. The company has not kept in abeyance any rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year.
  10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.
  11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per section sub - sections (3), (4) and (5) of section 134 of the Act thereof.
  12. constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; There was no casual vacancy in the Board during the year.
  13. There was no appointment/ reappointment of auditors under section 139 of the Act and there was no casual vacancy of auditors during the year.
  14. The application made to the National Company Law Tribunal, Bengaluru Bench, (NCLT) seeking its confirmation of the consolidation of equity shares of Rs. 10 each into equity shares of Rs. 10,000 each pursuant to section 61 of the Act has been sanctioned by the NCLT; and the Company was not required to obtain approval of any other authority.
  15. The Company has not accepted/renewed/repaid any deposits from the public during the financial year.
  16. The company has not borrowed from its directors, members, public financial institutions, banks and others and has not created/ modified/ satisfied any charges during the financial year.
  17. loans and investments or guarantees given to other bodies corporate or persons falling under the provisions of section 186 of the Act during the financial year.
  18. The company has not altered the provisions of the Memorandum and/or Articles of Association of the Company during the financial year.

Place: Bangalore  
Date: 29.09.2022

  
P.G.HEGDE  
HEGDE & HEGDE  
COMPANY SECRETARIES  
C.P. No. : 640  
UDIN: F001325D001049262

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

## Annexure

To  
Infosys BPM Limited,  
Bengaluru

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

1. Maintenance of secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Form MGT-7. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.

3. The compliance of the provisions of the Companies Act 2013, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of records on test basis.

4. The certificate is issued based on the verification secretarial records furnished by/obtained from the Company and also the information provided by the Company electronically.

Place: Bangalore  
Date: 29.09.2022

PARAME  
SHWAR  
GANAPA  
TI HEGDE

P.G.HEGDE  
HEGDE & HEGDE  
COMPANY SECRETARIES  
C.P. No. : 640  
UDIN: F001325D001049262

**IX.(C) List of Committee Meetings held during financial year 2021-22 and attendance of members:**

Sl. No	Type of Meeting	Date of the meeting	Total no. of members as on the date of meeting	Attendance	
				Number of members attended	% of members attended
1	Audit Committee Meeting	April 12, 2021	3	3	100.00
2	Audit Committee Meeting	July 12, 2021	3	3	100.00
3	Audit Committee Meeting	September 22, 2021	3	3	100.00
4	Audit Committee Meeting	October 11, 2021	3	3	100.00
5	Audit Committee Meeting	January 10, 2022	3	3	100.00
6	Audit Committee Meeting	February 15,2022	3	3	100.00
7	Nomination and Remuneration Committee Meeting	April 12, 2021	3	3	100.00
8	Nomination and Remuneration Committee Meeting	July 12, 2021	3	3	100.00
9	Nomination and Remuneration Committee Meeting	October 11, 2021	3	3	100.00
10	Nomination and Remuneration Committee Meeting	January 10, 2022	3	3	100.00
11	Nomination and Remuneration Committee Meeting	February 15,2022	3	3	100.00
12	CSR Committee Meeting	April 12, 2021	3	3	100.00
13	CSR Committee Meeting	July 12, 2021	3	3	100.00
14	CSR Committee Meeting	October 11, 2021	3	3	100.00
15	CSR Committee Meeting	January 10, 2022	3	3	100.00
16	Investment Committee Meeting	April 12, 2021	3	3	100.00
17	Investment Committee Meeting	July 12, 2021	3	3	100.00
18	Investment Committee Meeting	October 11, 2021	3	3	100.00
19	Investment Committee Meeting	January 10, 2022	3	3	100.00

**For Infosys BPM Limited**

Bindu  
Raghavan

Digitally signed by Bindu  
Raghavan  
Date: 2022.09.29 09:33:22  
+05'30'

**Bindu Raghavan**  
**Company Secretary**

**INFOSYS BPM LIMITED**  
**List of Shareholders as on 31 March, 2022 (Total)**

Srl #	Dpid	Folio/Client ID	Name	Shares	Percentage
1	IN303028	51175295	INFOSYS LIMITED	33822	100
2		33823	A G S Manikantha*	1	
3		33824	Bindu Raghavan*	1	
4		33825	Sudhir Shridhar Gaonkar*	1	
5		33826	Krishna Vasudev Maipady*	1	
6		33827	Prem Joseph Pereira*	1	
7		33828	Rakesh Kumarswamy Udupi*	1	
	Total			33828	100

*\*Beneficial interest held by Infosys Limited with effect from January 11, 2022.*

**For Infosys BPM Limited**

Bindu  
Raghavan

Digitally signed by  
Bindu Raghavan  
Date: 2022.09.29  
09:34:43 +05'30'

**Bindu Raghavan**  
**Company Secretary**  
**ACS - 20633**