

Infosys BPM Limited – Transcript of the proceedings of the Annual General Meeting held on July 7, 2021 through video conference

Ravi Kumar S – Chairman of Board

Hello everyone! Good evening. My name is Ravikumar – Chairperson on Infosys BPM Limited Board, joining in from New York City.

Welcome to the 19th Annual General body Meeting of Infosys BPM Limited. I hope everyone is safe and in good health.

This meeting is being held through video conference in accordance with the circulars issued by the Ministry of Corporate Affairs. Before we start the main proceedings of the meeting, I request my colleagues on the video conference to introduce themselves.

Good evening. I am Anantharaman Radhakrishnan, I am the CEO and Managing Director at Infosys BPM and I am doing this VC meeting from my residence in Bengaluru.

Hello everyone. This is Inderpreet Sawhney, Director on Infosys BPM Board. I am joining this meeting from my home in Plano, Texas

Good evening everyone. I am Gopal Devanahalli, Independent Director and the chairperson of the Audit Committee and the Nomination & Remuneration Committee. I am joining the meeting from New York City

Hello, Good evening everyone. This is Michael Gibbs, Independent Director, joining in from my home in Houston, Texas.

Hello, Good evening everyone. This is Martha King, Director, joining in from my home in Texas.

Hi, this is Prem Pereira, Chief Financial Officer, joining in from my residence in Bangalore

Hi, this is Sunil Dhareshwar from Infosys joining in from my residence in Bangalore

Hi, this is Bindu Raghavan, Good evening, Company Secretary joining in from Bangalore Infosys campus.

Hi, this is Dependra Mathur, I am head of HR for Infosys BPM and I am joining from Bangalore from my residence

Hi everyone, I am Avishek Gupta, I am an ex-employee of Infosys and I am a shareholder joining in from Calcutta.

Hi, this is Manikantha here, I am representing Infosys, I am joining from my residence in Bangalore.

Hi, this is Deepak, shareholder joining from Bangalore.

Hi, Its Anand Subramaniam, Statutory Auditors, Deloitte Haskins, and Sells LLP joining in from Deloitte, Bangalore

Hi, I am Parameshwar Hegde, Secretarial Auditor, joining in from Bangalore.

Hi, Ramdas here, joining from Bangalore

Hi, I am Venkatesh Gadiyar here joining in from Bangalore.

AGS Manikantha

Ravi, you can go ahead.

Bindu Raghavan

Over to you Chairman

Ravikumar S.

So, we've got all my colleagues and shareholders who have joined the video conference, apart from that we have the Statutory Auditors, Deloitte, and Secretarial Auditors Parmeshwar Hegde who have joined the meeting. Now, I request, the Company Secretary, Bindu to confirm the Quorum for the meeting.

Bindu Raghavan

Yes Chairman, we have requisite quorum to commence the proceedings of the meeting. Thank you.

Ravikumar S.

We have the requisite quorum present through video conference to conduct the proceedings of this meeting. Participation of members through video conference is being reckoned for the purpose of quorum as per the circulars issued by Corporate Affairs and section 103 of Companies Act, 2013. The Quorum being present I call this meeting in order. I now request Bindu Raghavan, Company Secretary to provide general instructions to the members regarding participation in this meeting.

Bindu Raghavan

Thank you, Chairman, Members may note that this Annual General meeting is being held through Video conference in accordance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs.

- Facility for joining this meeting through video conference or other audio-visual means is made available to its members.
- The Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements, has been made available electronically for inspection by the members during the AGM. Members seeking to inspect of such documents by writing a mail to cosecretarybpm@infosys.com. As the AGM is being held through video conference, the facility for appointment of proxies by the members is not applicable and hence the proxy register for inspection is not available.

- The resolutions as set forth in the notice will be put to vote through show of hands and the members may also note that the proceedings of this meeting is being recorded.

Thank you very much. Over to Chairman.

Ravikumar S.

Thank you Bindu

The Company has taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the AGM. I thank all the members, colleagues on the Board, auditors, and the management team for joining this meeting over video conference. A quick snapshot about the BPM organization, you know BPM in last few years has been efficient and pivotal role in constructing large enterprise deal and building business stakeholder connects across various functions of an enterprise. Enterprises which are incumbent companies. A large clientele of Infosys ecosystem

Over the years, the universe of the BPM organization has been operations kind of large enterprises. Software has been the new alchemy. Every enterprise across the world is an AI data and a cloud enterprise. Processes deeply embedded technology and the large deals we have done for variety of our customers is been constructed through the BPM organization being pivotal and the central focus in these large deals. There has been significant innovation on automation, applied AI and business process as a service platform. Digital backbone support, digital operations and enabling AI and automation into process has been pivotal for innovation in the BPM organization. A few examples, Accounts Payable on the cloud, we have variety of clients where we have installed this offering. We have a large number of BOTS in managed services and actually enabling BOTS at the client's landscapes and these BOTS have actually been a part of cognitive automotive studio. In fact, we enabled 1295 BOTS and managed services and 247 BOTS in our clients. We have also contributed a lot of BOTS for our cognitive automotive studio, and we have consumed from the Central depository. We have invested in Industry vertical platform, the future of Business process management will be Industry process platforms, where every enterprise across the world will service from it. Many enterprises are taking their non-core processes and giving it away as service to large enterprise partnerships like Infosys.

On shareholder value, since the last 3 years we have had a compounded annual growth rate of 21+%. Our EPS went up by 12.6+% from ₹238 in FY 20 to ₹268 in FY 21. We have continued to deliver to our clients on efficiency, effectiveness, experience through digital transformation and embedding digital technologies into process. Our employees have been the pivotal reason why BPM organization has been very successful in the last few years. We have upskilled, localized, created a diverse and inclusive talent and we have created a talent refactoring model covering around 17000+ employees. 44% of the women are under leadership, 17% culture and diversity 27%, 44% women employees and 17% are in leadership, cultural diversity is 27% and we have 155 differently abled employees. Our CSR contribution has been 15.5 Crores in FY 21 and we have created a market leading force in the BPM organization in the last few years.

I am now request Anantharaman Radhakrishna, the CEO and Managing director to address the shareholders.

Anantharaman Radhakrishnan

Thank you, Ravikumar Chairman Sir,

Bindu there are a few slides which I wanted to share. Would you be able to present them?

Welcome to this 19th Shareholders meeting to all my esteemed colleagues on the Board, Chairman Sir as well as the shareholders.

Your Company has had a great year despite all the challenges posed due to COVID. Across every dimension of growth, profitability, revenue per employee, digital revenue growth, our client satisfaction score or our employee satisfaction score, our human ware elements, we have shown progress. I look at the revenue growth, we have grown by 27.8% compared to the prior year. Our operating profitability and margins have also shown a jump from 820 Crores to 1,073 Crores and 30.9% growth. Revenue per employee is at 20,63,000 Indian rupees per employee which is an 18.3% growth. Digital Revenue, which is area of strong focus and need for our clients, we have seen substantial growth as well at 29.7%. As Ravikumar, the Chairman alluded too, we've had great success in large deals. This year we saw large deals TCV growth to 2.8 Billion US dollars. We've also got ranked very well in the leadership rankings in 53 different sub-service lines and analysis rankings, we've emerged in top right quadrant. Our client satisfaction scores have shown progress to all time high in our history at 72.6. This is the CVS scores with core respondents are core loyal at 74%. We've also got number of external awards and recognition for our talent related activity, governance, and our client value delivery etc. from different external forums. Our cultural diversity has gone up by couple of percentage points. We are at 27% of employees who are local and diverse across 95 different nationalities. Gender diversity, women constitute 44% of our total workforce and this has remained constant while there is great focus in accelerating and enhancing it. The differently abled employees have also grown marginally. We've had focused efforts on up-skilling and talent re-factoring to create an authentic leadership culture and behavioral traits in leadership with more than 3500 top leaders participating in this program virtually and talent re-factoring done using our Infosys Lex platform and through delivery of self-learning, tutored learning and joint learning program in different domains. Our CSR spends have remained constant at 15.7 Crores. Overall, your company has done very well during this year and we have created value for all the stakeholders in the system.

Bindu, can we move to the next slide?

This journey is quite consistent over the last 5 years. You know we set out on re-imagining the Business process management services model in the year FY 2017 and we have innovated along the way, crafted experience. The big focus in shared services used to be cost savings whereas now we changed the paradigm to look at efficiency, effectiveness, experience, and empathy together to create new innovative models. As you can see there has been constant revenue growth over the years. Over the last 5 years with margins being sustained. The revenue per employee has also constantly grown with customer

satisfaction scores improving. We've also in last two years been industry leading among the BPM service providers who declare their results publicly for BPM services separately. The strategic initiatives we have always focused on creating value greater vertical focus, creating next generation of shared services, carving out the capital from our customers, Business processes as service model, vertical utility platform, Hybrid models with the clients including the work from home adoption which we have done very successfully and outcome-based pricing. All of this has led to these results while keeping client value delivery as well as employee safety at the forefront of whatever we have done. Digital innovation has helped us deliver this improved experience and improved client satisfaction scores.

I have a last slide which talks about the continuation of this journey in FY 22.

FY22, while we started off when COVID took a surge in India remains very very challenging yet year which provides great opportunity. We want to scale for growth and create BPM NEXT model for the industry. This will involve 5 key themes of digitalizing ourselves delivery even more through automation, through applied AI and through use of cloud-based models including enhancing our gig worker eco system. We want to get more into Platform driven differentiation and re-imagine the entire operating model to be design led, design thinking led, tech led operation model with extreme automation. We want to enhance our market positioning not only globally but also in all the markets we operate including the new local countries in which we now have employee presence and service delivery presence. We want to scale and sustain our growth and keep this at a high 20+ levels with our business functions moving to become business accelerators, simplifying the processes within, and making it respond as a live enterprise. This would involve significant digital scale management of our operating models which we are well underway.

We are also focusing on revitalizing the human ware of talent element both in terms of attraction through remote hiring, training, nesting and bringing on board the talent as well as transforming them. The Larger team of localization embracing diversity and inclusion in all gender as well as culture across the organization and the various centers that we operate in will continue. I look forward to the support of all the members for a good year FY 22.

Thank you, Chairman Sir, Over to you.

Ravi Kumar S

Thank you, Radha.

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

Bindu Raghavan

Thank you, Chairman. The Statutory Auditors, Deloitte Haskins & Sells LLP and the Secretarial Auditor, Parameshwar G. Hegde has expressed unqualified opinion in the respective audit reports for the financial year 2021. There were no qualifications, observations or adverse comments on financial statements and matters, which have any material bearing on the functioning of the Company. The statutory auditor's report on standalone financial statements and consolidated financial statements respectively are available on page numbers 63 and 106 of the annual report. Secretarial auditor report is enclosed as Annexure 4 to the Board's report on page number 23 of the annual report. Thank you.

Over to you Chairman.

Ravi Kumar S

Thank you, Bindu

As the Notice is already circulated to all the members, I take the Notice convening this meeting as read.

Before we proceed, I'm pleased to bring to your notice that, as required under the Companies Act, 2013, the Company requests the members to provide their accent/dissent through show of hands on all resolutions set forth in the Notice. The text of the resolution along with the explanatory statement is provided in the notice annexed with the Annual Report

I now request the Company Secretary, Ms. Bindu Raghavan to conduct the proceedings of voting. All the resolutions will be put to vote through show of hands

Bindu Raghavan

Thank you, Chairman. I now request the shareholders to come on video as the resolutions will be put to vote through show of hands.

Now we will move on to the resolutions.

Item No. 1 of the Notice - Adoption of Financial Statements for the year ended March 31, 2021.

I request a member to propose the resolution.

Thank you Gadiyar

Now I request another member to second the resolution.

Thank you Avishek

The resolution will be put to vote by show of hands. Requesting members who want to vote in favour of the resolution to raise their hand.

Thank you all. The resolution has been passed with requisite majority.

Now we will move on to the second resolution Item No. 2 of the Notice - that is Declaration of Dividend

I request a member to propose the resolution.

Thank you Avishek

Now I request another member to second the resolution.

Thank you, Mr. Gadiyar,

The resolution will be put to vote by show of hands. Requesting members to raise your hand for voting for the resolution.

Thank you. The resolution has been passed with requisite majority.

Item No. 3 - To appointing a Director in place of Inderpreet Sawhney., who retires by rotation and being eligible, seeks re-appointment.

I request a member to propose the resolution.

Thank you, Mani,

Now I request another member to second the resolution.

Thank you, Deepak,

The resolution will be put to vote by show of hands. I Request the members who are in favour of the resolution to raise their hand.

Thank you all. The resolution has been passed with requisite majority.

Now we will move on to the next resolution, Item No. 4 - Reappointment of Anantharaman Radhakrishnan as the Chief Executive Officer and Managing Director for a further period of 5 years effective May 16, 2021.

I request a member to propose the resolution.

Thank you, Mani,

Now I request another member to second the resolution.

Thank you, Deepak,

Now the resolution will be put to vote by show of hands. I Request the members who are in favour of the resolution to raise their hand.

Thank you all. The resolution is passed with requisite majority.

Now we move on to the next item, Item No. 5 - Reappointment Michael Nelson Gibbs as an independent director

I request a member to propose the resolution.

Thanks Mani

Now I request another member to second the resolution.

Thanks Deepak

Now the resolution will be put to vote by show of hands. I Request the members who are in favour of the resolution to raise their hand.

Thank you Thank you all. The resolution is passed with requisite majority.

Moving on to the next item of business, Item No. 6 - Reappointment of Gopal Devanahalli as an independent director

I request a member to propose the resolution.

Thank you Avishek.

Now I request another member to second the resolution.

Thank you, Mr. Gadiyar,

Now the resolution will be put to vote by show of hands. Request the members who are in favour of the resolution to raise their hand.

Thank you all. The resolution is passed with requisite majority.

Moving on to the last item, Item No. 7 - Appointment Martha King as a director of the Company

I request a member to propose the resolution.

Thanks Mani.

Request another member to second the resolution.

Thank you, Mr. Deepak,

Now the resolution will be put to vote by show of hands. I Request the members who are in favour of the resolution to raise their hand.

Thank you. The resolution has been passed with requisite majority.

Chairman, All the resolutions forming a part of the notice have been passed with requisite majority. Over to you now.

Ravi Kumar S

Thank you Bindu. All the resolutions as you said have been passed with requisite majority. The resolutions as set forth in the notice shall be deemed to be passed today that is July 7th, 2021. Thank you everyone for attending the Nineteenth Annual General Body Meeting, I hereby declare the proceedings of the meetings as closed.

Thank you again!

A.G.S Manikantha

Thank you.

Bindu Raghavan

Thank you all. Stay safe

Avishek Gupta

Excuse me, I had one query. This is pertaining to the last meeting that we had. There was, I guess, thing of buyback of shares which was proposed. So, so if I can recollect that, there was a thing that a valuation will be done, and mandatory process would be followed. Is there an update on that?

Bindu Raghavan

Mr. Avishek, the matter is filed with the Hon'ble National Company Law Tribunal and is pending. Since the matter is sub- judice we will not be able to comment further on that.

Avishek Gupta

Right! And, as regard to the buyback price, have we frozen that or what is it right now?

Bindu Raghavan

It was mentioned in the last AGM that ₹3007 was the valuation at that time and later once the consolidation of share capital process becomes effective, we will do another valuation and higher of both will be taken into account.

Avishek Gupta

Thank you

Bindu Raghavan

Thank you all for joining the AGM. Stay safe. Thank you so much!
