

INFOSYS BPM LIMITED

TRANSCRIPT OF THE PROCEEDINGS OF THE 22nd ANNUAL GENERAL MEETING HELD ON JULY 16, 2024 (VIDEO CONFERENCE) at 4.20 p.m. IST.

Karmesh Gul Vaswani- Chairperson

I welcome the members to the 22nd Annual General Meeting of Infosys BPM Limited. Hope all of you are 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.

- 1. Anantharaman Radhakrishnan-** Good evening. I am Anantharaman Radhakrishnan, Chief Executive Officer and Managing Director, joining in from Birmingham, UK.
- 2. Anup Kapoor-** Good evening. I am Anup Kapoor, Whole-time Director, joining in from Bengaluru, India.
- 3. Inderpreet Sawhney** – Good evening. I'm Inderpreet, Non-Executive Director, joining in from Bengaluru, India.
- 4. Martha King** – Hello, good evening. I'm Martha King, Non-Executive Director, joining in from the USA.
- 5. Vasudeva Maipady-** Good evening. I'm Vasudeva Maipady, Chief Financial Officer, joining in from Bengaluru, India.
- 6. Roshni Raval** - Good evening. I'm Roshni Raval, Company Secretary, joining in from Bengaluru, India.

Karmesh Vaswani

Thank you. Apart from my colleagues, we also have Statutory auditors, Deloitte and Secretarial auditor Parameshwar G. Hegde who have joined this meeting. Now, I request the Company Secretary, Roshni to confirm the quorum of the meeting.

Roshni Raval

We have 7 members 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 Ministry of Corporate Affairs and section 103 of the Companies Act, 2013.

Karmesh Vaswani

The quorum being present, I call this meeting to order.

I now request Roshni, to provide general instructions to the members regarding participation in this meeting.

Roshni Raval

Hi everyone, 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 for the 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 such documents can send their requests to cosecretarybpm@infosys.com.
- As the AGM is being held through video conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection is not available.
- Members can ask their questions during the Q & A session post the proceedings of the meeting through the video feature.
- The resolutions as set forth in the notice will be put to vote through show of hands.
- Members may also note that the proceedings of this AGM is recorded.

Thank you very much.

Karmesh Vaswani

Thank you, Roshni. 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.

I now request Anantharaman Radhakrishnan, CEO and Managing Director, to address the shareholders.

Anantharaman Radhakrishnan

Thank you Karmesh and I now request Roshni to show the deck already been shown.

Thank you, you can go on to the second slide please. Thank you so much, I put up the presentation, so it is useful. So, dear shareholder, dear Board members, I am happy to say our company is doing well. We have had a revenue growth of 2.8% YoY. Our operating profit has shown a declining trend and speak to you about the declining trend and operating profit of about ₹465 crores. RPE has marginally declined by about 0.7%. Our declining operating profit of ₹465 crore is predominantly due to the cybersecurity incident. We have spent more than ₹309 crores and a comp review for our employees which was about ₹182 crores. The back to office expenses also went up by about ₹183 crores but we have also as you all know having a project maximus margin maximization program which has led to an equivalent savings of about ₹79 to ₹80 crores. Overall impact is ₹465 crores predominantly due to the cyber incident.

We have also had earnings per share and net profit drops correspondingly but the drop is lower than the operating profit drop due to higher other income, due to fair valuation losses which are there in the prior year which was accounted in FY23 and the lower tax expenses in FY24. Both of them have led to a better cushioning on EPS drop compared to the operating profit drop. On the wins standpoint we've had a \$1.8 billion worth of PCV wins in FY24 showing our continued relevance to our clients. We've had a 62% YoY growth on a PCV wins compared to FY23. FY24 wins also includes \$434 million of wins from Starter, one of our subsidiaries, the one of our joint ventures. On pipeline the FY24 pipelines stays at 5.8 billion compared to \$9.7 billion in FY23, the shrink is mainly due to couple of our mega deals Astor and Andrew which have since been either not decided upon or been awarded to someone else. From an external, can we go to the next slide please, yeah! From an external awards leadership, ah! awards standpoint we have increased our leadership ranking across significantly. We have 43 leadership ranking; we have 43 awards compared to 33 in the prior year. Our leadership ranking has gone up in due course, if you look at this slide in most of the parameters, we are either stable or marginally improved. Our CSR spending is about 19.5 crores compared to 18.2 in the prior year. Our awards have gone up to 43 from 33, cultural diversity, gender diversity has been stable. Cultural diversity is marginally gone up, JL7+ diversity is marginally gone up and differently abled numbers for India which is what we can report is about 206. Our leadership ranking is also more or less in the same from an analyst leadership standpoint. Can we go on to the next slide please? Let me spend a minute on the balance sheet. I really look at the balance sheet cash and investments are substantially lower compared to the prior year. You have had a ₹1551 crore reduction cash and investments, predominantly due to our dividend payout to the parent of ₹1888 crores which we did during fiscal year FY24. There's no other the non-current liabilities have decreased due to reclassification of provision for expensed current liabilities to the extent of about ₹500 cr. Can we go to the next slide? Yeah, this is a 5-year journey of how we have done as a company, how your company has done for the last five years. You have had a revenue growth of approximately 14% year on year CAGR. Operating margins have dropped by about 450 basis points predominantly this year's drop as I mentioned is due to the cyber security incident. Our revenue per employees is grown YoY by 6.5%. Our client experience index scores have dropped by about 9.7 units, but this is against a very large base which was immediately post-covid which was our highest ever turnover. Digital share has consistently shown increases. It's moved to about ah moved up by about 18.4%. Our gender diversity moved up 3% and that cultural diversity is also moved up by 3% which shows we're becoming more and more global. Through the years we've had strategic focus areas and themes. The last two years are themes have been to pivot towards a more scalable and sustainable profitable growth model. Can we go on to the next slide please, yeah our continued focus on scaling and sustaining profitable growth as 8 strategic imperatives call as "Navigate" which focuses on Next-gen services which is predominantly putting AI first, Account focus, (re)Vitalizing our business accelerator functions or business enablers which we call as business accelerators, industry solutions, focus on industry services which is what we call as industry solutions consistently focusing on it to enhance the percentage mix or industry compared to enterprise services. Our continued focus on global innovation GIC or GCC strategy, how to work with them, ah they compete in some places but how do we collaborate and make an operating model with them. AI first practices across all what we do, talent readiness creating an improved talent pipeline and readiness with future skill sets needed for humanware the best of AI and the best of technology coming together, ah sorry the best of technology and the best of human talent coming together from a domain standpoint. The standing for enhancing the speed of our pricing and making it more effective. These are the key imperative focus areas for FY25. Can we go on

to the next slide please, I will spend a few more minutes on AI and Gen AI for Infosys BPM. We are putting in AI first into all our operating model and various roles been created for AI with specific focus on technology and people coming to, technology, people and processes coming together. We have AI first operations and we have laid a significant foundation on it; we creating more than groups of concepts we have global engagement with clients and we're collaborating with an internal and external ecosystem. Can we go to the next slide please, yeah, we continue to, AI continues to lead value across BPM. We see this as a significant force for the future in shaping the way our business model and our future horizon. We have an \$8.5 million worth of won deals with TCV or generative AI. We have more than six production deployments, three external and three internal. We have 3 modules of AI business operating platforms which have been launched and we have Gen AI awareness across 76% of our workforce through AI training programs. Our ecosystem of partners in AI is the, next slide, like to, go to that, that's fine yeah, can we like to go to the next slide, yeah, we have an ecosystem of partners across startups Generative AI as well as larger players over high AI upper scalers and this is the list of those partners with whom we work very closely. The next slide please! We continue to enhance our rankings across both traditional and digital capabilities, and these are some of the examples of what we are doing. Can we go the next slide please, yeah, we have, your company has more than 40+ external awards won and recognitions won in various forums are both global marketing and industry forums, HR forums, quality forums etc. all showing our sustained focus on excellence transformation and digital capability and people practices. Can we move on to the next slide, we continue to stay strongly focused on our forces amplifying human potential and creating the next opportunity for people and the communities where we operate in. We have impacted more than you know we have made a significant impact across multiple different groups across the globe including in skilled development faculty development student outreach and we have more than 12,000+ CSR initiatives done with our people small and big across different engagements. Can we go to the next slide please, we have 97,000 beneficiaries which are part of our CSR initiatives. The last slide summarizes all of it. We continue to focus on steady growth sustaining our margin remains our primary focus area. We are looking at good wins momentum and converting a lot of our pipeline into wins. We have improved our awards and recognitions through sustained focus on innovation and excellence. AI led value creation remains a top priority area. We continue to be focused on our larger purpose through our CSR initiatives focused on ESG initiatives including sustaining diversity equity and inclusion in our employee force and we are well positioned to navigate with clients to help them navigate their next. Thank you very much.

Karmesh Vaswani

Thank You Radha. I now request Roshni to provide a summary of the Auditors' Report.

Roshni Raval

The Statutory Auditors, Deloitte Haskins & Sells LLP and Secretarial Auditor, Parameshwar G. Hegde have expressed unqualified opinion in the respective audit reports for the financial year 2023-2024. 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 50 and 105 of the Annual Report. The secretarial auditor report is enclosed as Annexure 4 to the Board's report on page number 22 of the Annual Report. Thank you.

Karmesh Vaswani

Thank you, Roshni. The text of the resolutions along with the explanatory statement is provided in the Notice and as the Notice is already circulated to all the members, I take the Notice convening the meeting as read.

Before we proceed, I'm pleased to bring to your notice that, as required under the Companies Act, 2013, the Company requests the members to provide their assent/ dissent through show of hands on all resolutions set forth in the Notice. We now take up the resolutions as set forth in the Notice. All the resolutions will be put to vote through Show of hands.

So, item no. 1 of the notice is adoption of financial statements, I request a member to propose the resolution.

A.G.S Manikantha

This is Manikantha here. I propose the resolution.

Karmesh Vaswani

Thank you, Manikantha. Now I request another member to second the resolution.

Rakesh Udupi

I second the resolution. Rakesh here.

Karmesh Vaswani

Thank you, Rakesh. Now, the resolution will be put to vote by show of hands.

The members who are in favor of adoption of financial statements to raise their hands.

(counting)

Now, those Members who are against the Resolution to raise their hands.

(counting)

Great, thank you! so, we have, how many shareholders? All 7 shareholders have voted for the resolution, and no one has voted against the resolution. Therefore, the resolution is passed with requisite majority.

We will now move to item number 2 which is declaration of dividend. I request a member to propose the resolution.

Rakesh Udupi

Rakesh here. I propose the resolution.

Karmesh Vaswani

Thank you, Rakesh. I request another member to second the resolution.

A.G.S Manikantha

This is Manikantha, I am seconding the resolution.

Karmesh Vaswani

Thank you, Mani, thank you Rakesh. Now, the resolution will be put to vote by show of hands.

The members who are in favor of declaration of dividend to raise their hands.

(counting)

Thank you.

Now, those Members who are against the Resolution to raise their hands.

(counting)

Thank you! so, again we have all the shareholders voting for the resolution and no shareholders have voted against the resolution. Therefore, the resolution is passed with requisite majority.

Item No. 3 of the notice to appoint a director in place of Inderpreet Sawhney, who retires by rotation and being eligible, seeks reappointment. I request a member to propose the resolution.

A.G.S Manikantha

Manikantha here. I am proposing the resolution.

Karmesh Vaswani

Thank you, Mani. Now I request another member to second the resolution.

Rekha Kamath

Hi, this is Rekha Kamath here, seconding the resolution.

(voice overlapping)

This is Rakesh here, seconding the resolution.

Karmesh Vaswani

Thank you, Rekha, thank you Rakesh. Now, the resolution will be put to vote by show of hands.

The members who are in favor of reappointment of Inderpreet Sawhney, to raise their hands.

(counting)

Now, those Members who are against the Resolution to raise their hands.

(counting)

Thank you! so, all shareholders have voted for the resolution and no shareholder voted against the resolution. Therefore, the resolution is passed with requisite majority.

As I am interested in the next item of business, I request Radha, the CEO and MD of Infosys BPM Limited to chair and take up the next resolution for voting.

Anantharaman Radhakrishnan

Thank you Karmesh. Thank you Karmesh. Hope you can hear me. Item no. 4 of the notice is to appoint Karmesh Gul Vaswani as non-executive director. I request a member to propose the resolution.

A.G.S Manikantha

Hi, this is Manikantha. I am proposing the resolution.

Anantharaman Radhakrishnan

Now I request another member to second the resolution.

Martha King

This is Martha, seconding the resolution.

Anantharaman Radhakrishnan

Thank you, Martha. The members who are in favor of reappointment of, now, the resolution will be put to vote by show of hands.

The members who are in favor of reappointment of Karmesh Gul Vaswani to raise their hands.
(counting)

Now, those Members who are against the Resolution to raise their hands please.
(counting)

Thank you! All the members were there have voted for the resolution in favor. Thank you. Therefore, the resolution is passed with requisite majority. Now I request the Chairperson to take this forward.

Karmesh Vaswani

Thank you, Radha! Moving on item no. 5 of the notice to appoint Anup Kapoor as whole-time director. I request a member to propose the resolution.

Divakar B

Hi, Divakar here. I propose the resolution.

Karmesh Vaswani

Thank you, Prem. I now request another member to second the resolution.

Rakesh Udipi

This is Rakesh, I second the resolution.

Karmesh Vaswani

Thank you, Rakesh. Now, the resolution will be put to vote by show of hands.

The members in favor of appointment of Anup Kapoor to raise their hands.
(counting)

Now, those Members who are against the Resolution to raise their hands.
(counting)

Thank you! so we have all shareholders voting for the resolution and no shareholders has voted against the resolution. Therefore, the resolution is passed with requisite majority.

All the Resolutions mentioned in the Notice of the 22nd Annual General Meeting have been passed with requisite majority.

There being no other business to transact, the 22nd Annual General Meeting comes to an end. Thank you for attending the Meeting and I hereby declare the proceedings as closed.

Thank You!
