

**Transcript of the 12<sup>th</sup> Annual General Meeting of EdgeVerve Systems Limited held on Monday, July 20, 2026, at 1.30 p.m. IST at Infosys campus, Bangalore and through video conference.**

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**Sumit Virmani**– Hello everyone, good afternoon, welcome to the 12th Annual General Meeting of EdgeVerve Systems Limited. My name is Sumit Virmani, Chairman and Non-executive Director, along with me we have Sateesh Seetharamiah, Whole-time Director, Sajit Vijayakumar, Whole-time Director, Inderpreet Sawhney, Non-executive Director, Dennis Gada, Non-executive Director, P Prakash, Chief Financial Officer and Divakar B, Company Secretary.

Now, I request the Company Secretary, Divakar B to confirm the quorum for the meeting.

**Divakar B** – We have six Members who have joined for this meeting today, I confirm that the requisite quorum is present to commence the proceedings of the meeting.

**Sumit Virmani** – Thank you Divakar. So, since we have the requisite quorum being present, I call this meeting to order.

Apart from all my colleagues and members, we also have representatives of Statutory auditors – Deloitte Haskins & Sells LLP – Amit Ved and the Secretarial auditor – Parameshwar G. Hegde, who have joined through video conference.

Now I request Divakar to provide general instructions to the members regarding participation in this meeting.

**Divakar B** – Members may note that this meeting is being held physically at the registered office of the Company in accordance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs.

- The Register of Directors and KMP, and the Register of Contracts or Arrangements in which directors are interested, has been made available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send their requests to [secretarial@edgeverve.com](mailto:secretarial@edgeverve.com).
- The resolutions set forth in the notice will be put to vote through show of hands.

Thank you very much, over to you Sumit.

**Sumit Virmani** -Thank you, Divakar. The Company has taken all feasible efforts to enable members to participate and vote at the AGM. I thank all the members, colleagues on the Board, auditors and the management team for joining this meeting.

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

**Divakar B** - The Statutory Auditors and Secretarial Auditor have expressed unmodified opinion in their respective audit reports for the financial year 2025-26. 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 the financial statements is available in page no. 27 of the Annual Report. and secretarial auditor report is enclosed as Annexure 3 to the Board's report on page no. 16.

Thank you.

**Sumit Virmani**– Thank you Divakar. I now request Prakash, our CFO to present the financial highlights. Prakash over to you.

**P Prakash** – Thank you Karmesh. Good afternoon everyone. These are the snapshot of the financial performance of the company for the FY 2025-26. We close the revenue at 4,512 crores, with the operating profit of 1,582 crores, with operating margin percentage we clocked at 35.1%.

So these are profit and loss statement with a Gross profit stood at 2,358.6 crores and operating profit of 1,582 with a net profit of 1,257.8 crores.

We have a healthy balance sheet with total assets of 2,429.2 crores against current assets is 2,036.8 crores and cash and cash equivalent of 909.4 crores and investment made in other mutual funds is 51.9 crores, other current liabilities is 782 crores is just a provisions what we made for expenses and other liabilities.

Operating cash flow we generate 1,124.9 crores verses 932.7 crores in the last year and net cash flow from investing activities coming to 593.2 crores, we made a last year final dividend of 1,574.2 crores, cashflow from financing activities balancing numbers, so cash and cash equivalent to the closing 909.4 crores. So we propose a final dividend of Rs 5 per share for the financial year FY'26.

**Sumit Virmani**– Thank you Prakash. 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.

If any member desires to ask any question pertaining to this item, or any other item on the Notice, he/she may do so. Members are requested to keep their questions brief and specific.

We will now take up the resolutions as set forth in the Notice.

**Item No. 1 of the Notice - To consider and adopt the audited financial statements of the Company**

The Financial Statements of the Company for the year ended March 31, 2026, including the reports of the Board and Auditors have already been provided to the members.

Are there any questions from the members pertaining to this Item?

I request a member to propose the resolution.

**Manikantha AGS** – I will propose the resolution, this is Manikantha.

**Sumit Virmani**– Thank you Mani, now I request another member to second the resolution.

**Roshini Raval** – I second the resolution, Roshini.

**Sumit Virmani** – Thank you Roshini. So members favoring the resolution may show their hands.

Thank you, this resolution has been passed unanimously.

We will now take up:

**Item No. 2 of the Notice - Declaration of final dividend of ₹ 5 per equity share for the financial year ended March 31, 2026.**

Are there any questions from the members pertaining to this Item?

I request a member to propose the resolution.

**Divakar B** – I propose the resolution, this is Divakar.

**Sumit Virmani** – Thank you Divakar, I request another member to second the resolution.

**Rekha Kamath** – I second the resolution, Rekha here

**Sumit Virmani** – Thank you Rekha.

Members favoring the resolution kindly show their hands.

Thank you, this resolution has also been passed unanimously.

We will now take up:

**Item No. 3 of the Notice - Appointment of Karmesh Vaswani (DIN: 10193181), who retires by rotation and, being eligible, offers himself for re-appointment**

Are there any questions from the members pertaining to this Item?

Thank you. I request a member to propose the resolution.

**Roshini Raval** – I propose the resolution, Roshini.

**Sumit Virmani**– Thank you Roshini, now I request another member to second the resolution.

**Manikantha AGS** – I second the resolution, this is Manikantha here.

**Sumit Virmani** - Thank you Mani.

Members favoring the resolution may show their hands.

Thank you, this resolution has been passed unanimously.

We will now take up:

**Item No. 4 of the Notice – Appointment of Dennis Kantilal Gada (DIN: 09310292), who retires by rotation and, being eligible, offers himself for re-appointment**

The text of the resolution along with the explanatory statement is provided in the Notice circulated to the members.

Are there any questions from the members pertaining to this Item?

Thank you. I now request a member to propose the resolution.

**Manikantha AGS** – this is Manikantha here, I propose the resolution.

**Sumit Virmani** - Thank you Mani. Now request another member to second the resolution.

**Divakar B** – I second the resolution, Divakar here.

**Sumit Virmani**– Thank you Divakar. Members favoring the resolution may kindly show their hands.

Thank you, this resolution has been passed unanimously.

So thank you every one, all resolutions mentioned in the Notice for the 12<sup>th</sup> AGM have been passed unanimously.

There being no other business to transact, the 12<sup>th</sup> AGM comes to an end. Thank you for attending this Meeting and I hereby declare the proceedings as closed.

Thank You!