Board's report

Dear Members,

The Board of Directors hereby submits the report of the business and operations of your Company ("the Company" or "Infosys"), along with the audited financial statements, for the financial year ended March 31, 2025. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

1. Results of our operations and state of affairs

(in ₹ crore, except per equity share data)

Particulars	Standalone			Consolidated		
	For the year ended March 31,		YoY growth (%)	For the year ended March 31,		YoY growth (%)
	2025	2024		2025	2024	
Revenue from operations	1,36,592	1,28,933	5.9	1,62,990	1,53,670	6.1
Other income, net*	4,782	7,417	(35.5)	3,600	4,711	(23.6)
Total income	1,41,374	1,36,350	3.7	1,66,590	1,58,381	5.2
Expenses						
Cost of sales	94,111	89,032	5.7	1,13,347	1,07,413	5.5
Selling and marketing expenses	6,282	5,668	10.8	7,588	6,973	8.8
General and administration expenses	5,319	5,420	(1.9)	7,631	7,537	1.2
Total expenses	1,05,712	1,00,120	5.6	1,28,566	1,21,923	5.4
Profit / loss before finance cost and tax expenses	35,662	36,230	(1.6)	38,024	36,458	4.3
Finance cost	221	277	(20.2)	416	470	(11.5)
Profit before tax	35,441	35,953	(1.4)	37,608	35,988	4.5
Profit before tax (% of revenue)	25.9	27.9		23.1	23.4	
Tax expense*	9,873	8,719	13.2	10,858	9,740	11.5
Profit after tax	25,568	27,234	(6.1)	26,750	26,248	1.9
Profit after tax (% of revenue)	18.7	21.1		16.4	17.1	
Total other comprehensive income / (loss), net of tax	105	287		459	520	
Total comprehensive income for the year attributable to the owners of the Company	25,673	27,521		27,209	26,754	
Profit attributable to owners of the Company	25,568	27,234		26,713	26,233	
Non-controlling interests	–	–		37	15	
Earnings per share (EPS)*						
Basic	61.58	65.62	(6.2)	64.50	63.39	1.8
Diluted	61.46	65.56	(6.3)	64.34	63.29	1.7

1 crore = 10 million

Notes:

The above figures are extracted from the audited standalone and consolidated financial statements of the Company as per the Indian Accounting Standards (Ind AS).

Equity shares are at par value of ₹5 per share.

* Includes interest income (pre-tax) of ₹327 crore and reversal of net tax provisions amounting to ₹101 crore for fiscal 2025 on account of orders received under Section 250 of the Income-tax Act, 1961, from the Income Tax authorities in India for certain assessment years. This has resulted in a positive impact on the Basic and Diluted EPS by ₹1.03 on standalone and consolidated basis, respectively, for the year ended March 31, 2025.

Included interest income (pre-tax) of ₹1,933 crore and reversal of net tax provisions amounting to ₹38 crore for fiscal 2024 on account of orders received under Sections 250 and 254 of the Income tax Act, 1961, from the Income Tax authorities in India for certain assessment years. This had resulted in a positive impact on the Basic and Diluted EPS by ₹4.75 and ₹4.76 on standalone and consolidated basis, respectively, for the year ended March 31, 2024.

Financial position

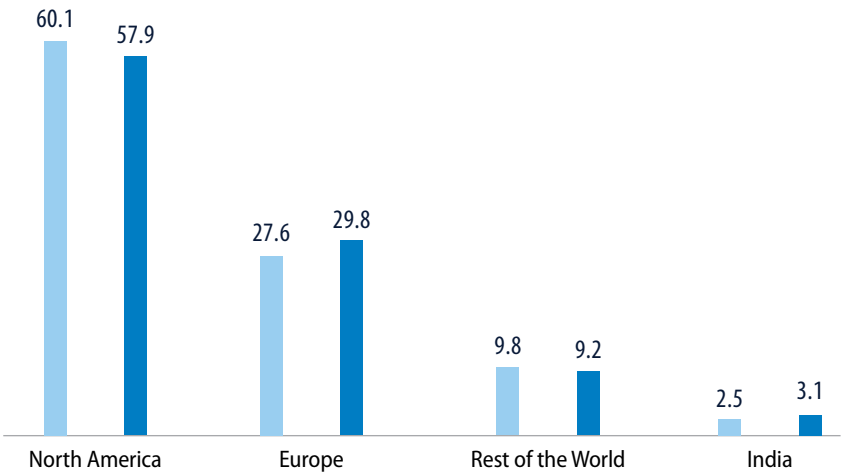
(in ₹ crore, except equity share data)

Particulars	Standalone		Consolidated	
	As at March 31,		As at March 31,	
	2025	2024	2025	2024
Net current assets	45,406	43,866	54,249	50,638
Property, plant and equipment (including capital work-in-progress)	10,848	11,090	12,592	12,663
Right-of-use assets	3,078	3,303	6,311	6,552
Goodwill and other intangible assets	211	211	12,872	8,700
Other non-current assets	33,631	29,394	20,029	20,467
Total assets	1,24,936	1,14,950	1,48,903	1,37,814
Non-current lease liabilities	2,694	3,088	5,772	6,400
Other non-current liabilities	3,148	3,600	4,078	4,159
Retained earnings – Opening balance	62,551	52,183	68,405	58,957
Add:				
Profit for the year	25,568	27,234	26,713	26,233
Transfer from Special Economic Zone Re-investment Reserve to retained earnings	2,999	824	2,999	867
Transfer from Special Economic Zone Re-investment Reserve on utilization	821	–	881	–
Less:				
Dividends	(20,345)	(14,733)	(20,295)	(14,692)
Transfer to legal reserve	–	–	(2)	(3)
Transfer to Special Economic Zone Re-investment Reserve	(74)	(2,957)	(74)	(2,957)
Retained earnings – Closing balance	71,520	62,551	78,627	68,405
Equity share capital	2,076	2,075	2,073	2,071
Other reserves and surplus [1]	13,608	16,527	12,116	15,092
Other comprehensive income	128	23	3,002	2,548
Non-controlling interest	–	–	385	345
Total equity	87,332	81,176	96,203	88,461
Total equity and liabilities	1,24,936	1,14,950	1,48,903	1,37,814

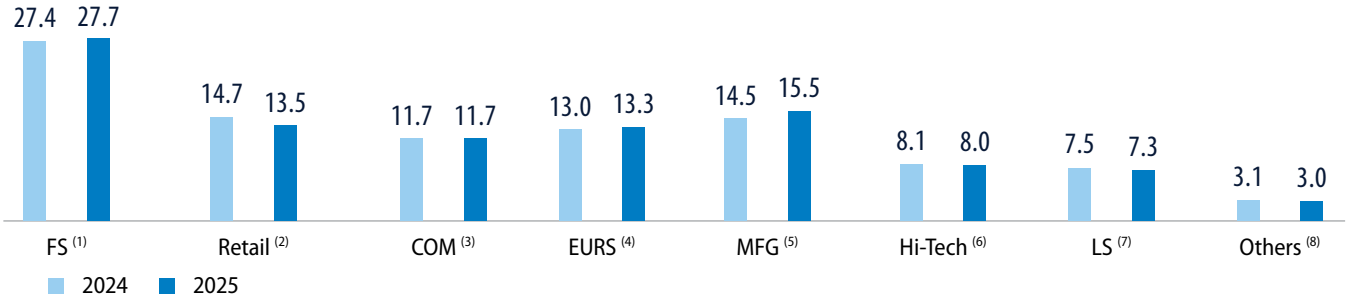
[1] Excluding retained earnings

Based on consolidated financial statements

Revenue distribution by geographical segments (in %)



Revenue distribution by business segments (in %)



(1) FS – Includes enterprises in Financial Services and Insurance
(2) Retail – Includes enterprises in Retail, Consumer Packaged Goods and Logistics
(3) COM – Includes enterprises in Communication, Telecom OEM and Media
(4) EURS – Includes enterprises in Energy, Utilities, Resources and Services
(5) MFG – Includes enterprises in Manufacturing
(6) Hi-Tech – Includes enterprises in Hi-Tech
(7) LS – Includes enterprises in Life Sciences and Healthcare
(8) Others – Includes segments of businesses in India, Japan, China, Infosys Public Services and other enterprises in public services

Capital Allocation Policy

"Effective from financial year 2025, the Company expects to continue its policy of returning approximately 85% of the free cash flow cumulatively over a five-year period through a combination of semi-annual dividends and / or share buyback / special dividends, subject to applicable laws and requisite approvals, if any." Under this policy, the Company expects to progressively increase its annual dividend per share (excluding special dividend, if any). Free cash flow is defined as net cash provided by operating activities less capital expenditure as per the Consolidated Statement of Cash Flows prepared under IFRS. Dividend and buyback include applicable taxes.

During the year ended March 31, 2025, the Company paid an interim dividend of ₹21 per equity share and announced a final dividend of ₹22 per share, subject to shareholders' approval in the ensuing Annual General Meeting (AGM). Including the final dividend declared above, the Company has returned approximately ₹17,814 crore, which is 51.6% of the free cash flow for fiscal 2025 through dividends, in line with the Capital Allocation Policy.

The Capital Allocation Policy is available on our website, at https://www.infosys.com/investors/corporate-governance/documents/capital-allocation-policy.pdf.

Liquidity

Our principal sources of liquidity are cash and cash equivalents, investments and the cash flow that we generate from our operations. We continue to be debt-free and 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 strategic and business needs and opportunities.

As of March 31, 2025, we had ₹45,406 crore in working capital on a standalone basis, and ₹54,249 crore on a consolidated basis.

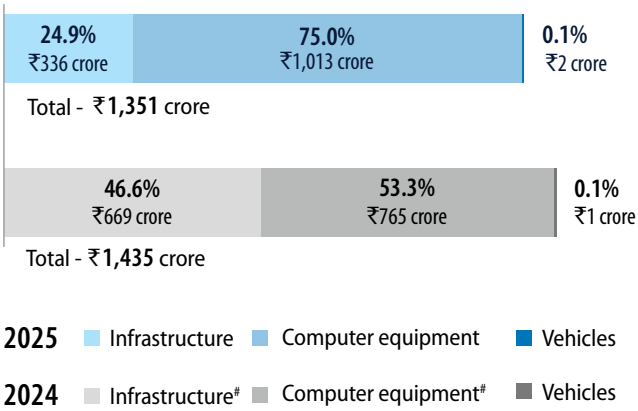
Consolidated cash and investments stand at ₹35,916 crore on a standalone basis and ₹47,549 crore on a consolidated basis as on March 31, 2025, as against ₹30,579 crore on a standalone basis, and ₹39,005 crore on a consolidated basis as on March 31, 2024.

Consolidated cash and investments, on both standalone and consolidated basis, include deposits with banks with high credit ratings by international and domestic credit rating agencies. As a result, liquidity risk of cash and cash equivalents is limited. Ratings are monitored periodically. Liquid assets also include investments in liquid mutual fund units, target maturity funds units, Certificates of Deposit (CDs), Commercial Paper (CP), quoted bonds and securities issued by government and quasi-government organizations, and non-convertible debentures. CDs and CPs represent marketable securities of banks, Non-Banking Financial Companies (NBFCs) and eligible financial institutions for a specified time period with high credit rating given by domestic credit rating agencies. Government securities are highly liquid and marketable instruments issued across tenure, backed by the Government of India carrying a sovereign credit. Investments made in non-convertible debentures are issued by government-owned institutions and financial institutions with high credit rating. We invest after considering counterparty risks based on multiple criteria including Tier-I capital, capital adequacy ratio, credit rating, profitability, Non Performing Asset (NPA) levels and deposit base of banks and financial institutions.

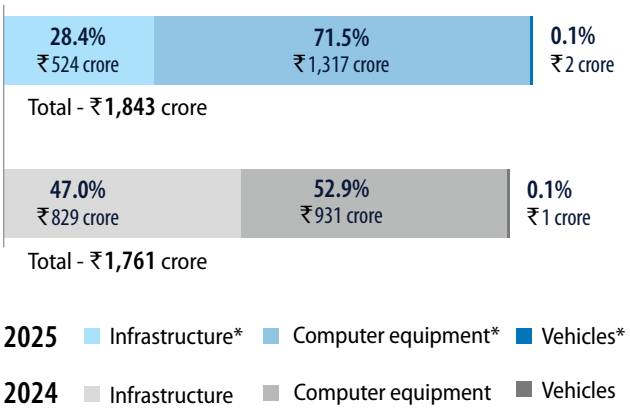
The details of these investments are disclosed under the 'non-current and current investments' section in the *Standalone and Consolidated financial statements* in this Integrated Annual Report.

Capital expenditure on tangible assets

Standalone

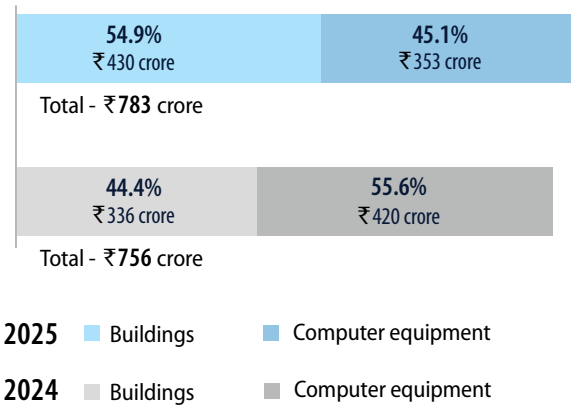


Consolidated

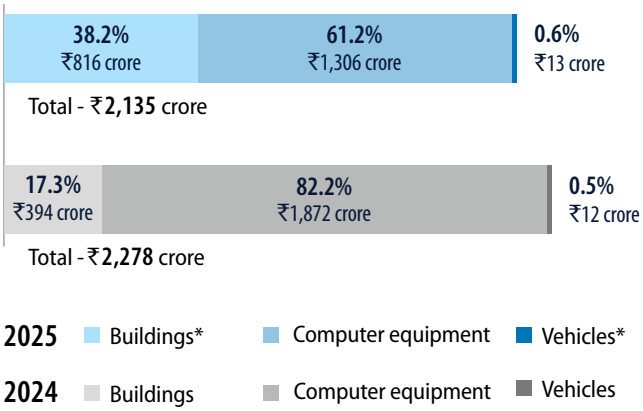


Leases

Standalone



Consolidated



Excludes additions due to business transfer for Property, Plant and Equipment (PPE)

* Excludes additions due to business combinations both for Property, Plant and Equipment (PPE) and leases

Dividend

The Company recommended / declared dividend as under:

	Fiscal 2025		Fiscal 2024	
	Dividend per share (in ₹)	Dividend payout (in ₹ crore)#	Dividend per share (in ₹)	Dividend payout (in ₹ crore)#
Interim dividend	21.00	8,720	18.00	7,471
Final dividend	22.00(1)	9,137(1)	20.00	8,302
Special dividend	–	–	8.00	3,320
Total dividend	43.00		46.00	
Payout ratio (interim, final and special dividend)*	51.6%(2)		79.8%(3)	

Note:

The Company declares and pays dividend in Indian rupees. Companies are required to pay / distribute dividend after deducting applicable withholding income taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

\# Based on standalone financial statements

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

(1) Recommended by the Board of Directors at its meeting held on April 17, 2025. The payment is subject to the approval of the shareholders at the ensuing AGM of the Company to be held on June 25, 2025. The record date for the purposes of the final dividend will be May 30, 2025, and payment will be made on June 30, 2025.

(2) Our present Capital Allocation Policy is to pay approximately 85% of the free cash flow cumulatively over a five-year period through a combination of semi-annual dividends and / or share buyback and / or special dividends, subject to applicable laws and requisite approvals, if any. Free cash flow is defined as net cash provided by operating activities less capital expenditure as per the Consolidated Statement of Cash Flows prepared under IFRS.

(3) Our past Capital Allocation Policy was to pay up to 85% of the free cash flow cumulatively over a five-year period through a combination of semi-annual dividends and / or share buyback and / or special dividends, subject to applicable laws and requisite approvals, if any which was completed in March 31, 2024.

Particulars of loans, guarantees or investments

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 ("the Act") form part of the Notes to the financial statements provided in this Integrated Annual Report.

Transfer to reserves

We do not propose to transfer any amount to the general reserve on declaration of dividend.

Changes in the nature of business

The Company did not undergo any change in the nature of its business during fiscal 2025.

Fixed deposits

We have not accepted any fixed deposits, including from the public, and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

Particulars of contracts or arrangements made with related parties

The Company did not enter into any contracts, arrangements or transactions during fiscal 2025 that fall under the scope of Section 188(1) of the Act. As required under the Act, the prescribed Form AOC-2 is appended as *Annexure 2* to the *Board's report*.

Management's discussion and analysis

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") as amended from time to time, the *Management's discussion and analysis* is set out in this Integrated Annual Report.

Risk management report

In terms of the provisions of Section 134 of the Act, the *Risk management report* is set out in this Integrated Annual Report.

Board policies

The details of the policies approved and adopted by the Board as required under the Act and Securities and Exchange Board of India (SEBI) regulations are provided in *Annexure 8* to the *Board's report*.

Material changes and commitments affecting financial position between the end of the financial year and date of the report

There have been no material changes and commitments, which affect the financial position of the Company, that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

2. Business description

Strategy

Our clients and prospective clients are faced with transformative business opportunities due to advances in software and computing technology. These organizations are dealing with the challenge of having to reinvent their core offerings, processes, and systems rapidly and position themselves as 'AI-first' organizations. Our strategy is to be a navigator for our clients as they ideate, plan, and execute their journey to an AI future. We are progressing well on our journey to leverage AI to deliver business value with safeguards around privacy, ethics, and controls. For details, refer to the *Strategy section* of this Integrated Annual Report.

Organization

Our go-to-market business units and solutions are detailed in the *Operating context* section of this Integrated Annual Report.

Infrastructure

There has been a net decrease of 0.30 million sq.ft. of physical infrastructure space during the year. The total available space as on March 31, 2025 stands at 56.33 million sq.ft. We have presence in 59 countries across 292 locations as on March 31, 2025. The net decline in the area is due to optimization of real estate space.

Mergers and Acquisitions (M&A)

Infosys has a systematic M&A approach aimed to strengthen its capabilities, deepen industry expertise, and expand its geographical footprint.

During the year ended March 31, 2025, the Group entered into definitive agreements to acquire:

1. in-tech Holding GmbH, a leading provider of engineering R&D services headquartered in Germany and the said acquisition was completed on July 17, 2024.
2. Blitz 24-893 SE, Germany, through Infosys Singapore Pte. Ltd., a wholly-owned subsidiary of Infosys Limited, and the said acquisition was completed on October 28, 2024.

Further, during its meeting held on April 17, 2025, the Board of Directors resolved to approve the following, subject to customary closing adjustments:

1. Acquisition of MRE Consulting Limited, a leading energy consulting company headquartered in the US.
2. Acquisition of The Missing Link Automation Pty Ltd, a leading cybersecurity services provider headquartered in Australia.

Subsidiaries

We, along with our subsidiaries, provide consulting, technology, outsourcing and next-generation digital services. At the beginning of the year, we had 28 direct subsidiaries and 63 step-down subsidiaries. As on March 31, 2025, we have 30 direct subsidiaries and 76 step-down subsidiaries. Further, the Company does not have any material subsidiary.

On April 17, 2025, the Board approved dilution of 2% stake in Infosys' majority-owned step-down subsidiary HIPUS Co., Ltd in Japan, to Mitsubishi Heavy Industries.

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Act, we have prepared the Consolidated financial statements of the Company, which form part of this Integrated Annual Report. Further, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended as *Annexure 1* to the *Board's report*. The statement also provides details of the performance and financial position of each of the subsidiaries, along with the changes that occurred, during fiscal 2025.

In accordance with Section 136 of the Act, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of its subsidiaries, are available on our website, at www.infosys.com.

3. Human resources management

Our employees are our most important assets. We are committed to hiring and retaining the best talent and being among the industry's leading employers. For this, we focus on promoting a collaborative, transparent and participative organizational culture, and rewarding merit and sustained high performance. Our human resources management focuses on allowing our employees to develop their skills, grow in their career and navigate their next.

Resolution hubs

Infosys' unwavering commitment has always been to foster an open, inclusive and safe workplace where every employee can thrive. The organization's goal is to ensure that employees, regardless of gender, sexual orientation, or any other distinguishing factors, feel empowered to contribute to the best of their abilities. In line with this, we encourage an open-door policy that allows employees to voice their concerns and seek support through Resolution hubs comprising Hearing Employees and Resolving (HEAR) for workplace-related issues and Anti-Sexual Harassment Initiative (ASHI) for sexual harassment complaints. Our forums include a well-established and robust grievance resolution mechanism.

Resolution hubs adhere to the principles of natural justice, ensure confidentiality, and non-retaliation while addressing concerns. The concerns are handled with utmost sensitivity and are redressed in a time-bound manner. A detailed investigation is conducted to ensure fairness and provide an opportunity to present facts and any material evidence pertaining to the grievance.

Our ASHI initiative has set an industry benchmark, being ranked first among 350+ companies that participated in an external survey on the best anti-sexual harassment initiatives in 2017 and 2019-2024.

Infosys has constituted an Internal Committee (IC) in all the development centers of the Company in India 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 non-governmental organizations or with relevant experience. Investigations are conducted and decisions made by the IC at the respective locations, with a senior female employee serving

as the presiding officer in each 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. In the last few years, the IC has worked extensively on creating awareness on relevance of sexual harassment issues in the new normal by using new and innovative measures to help employees understand the forms of sexual harassment while working remotely. The details of sexual harassment complaints that were filed, resolved and pending during the financial year are provided in the *Business Responsibility and Sustainability Report* of this Integrated Annual Report.

Particulars of employees

The Company had 2,49,726 employees on a standalone basis and 3,23,578 employees on a consolidated basis as of March 31, 2025.

The percentage increase in remuneration, ratio of remuneration of each director and key managerial personnel (KMP) (as required under the Act) to the median of employees' remuneration, and the list of top 10 employees in terms of remuneration drawn, as required under Section 197(12) of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, form part of *Annexure 3* to this *Board's report*. The statement containing particulars of employees employed throughout the year and in receipt of remuneration of ₹1.02 crore or more per annum and employees employed for part of the year and in receipt of remuneration of ₹8.5 lakh or more per month, as required under Section 197(12) of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate exhibit forming part of this report and is available on the website of the Company, at https://www.infosys.com/investors/reports-filings/Documents/exhibitboards-report2025.pdf. The Integrated Annual Report is being sent to the shareholders excluding the aforesaid exhibit. Shareholders interested in obtaining this information may access the same from the Company website. In accordance with Section 136 of the Act, this exhibit is available for inspection by shareholders through electronic mode.

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 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 can be made available on specific request.

Employee stock options / Restricted Stock Units (RSUs) / Performance stock units (PSUs)

The Company grants share-based benefits to eligible employees with a view to attracting and retaining the best talent, encouraging employees to align individual performances with the Company objectives, and promoting their increased participation in the growth of the Company.

Infosys Expanded Stock Ownership Program 2019 ("the 2019 Plan")

On June 22, 2019, pursuant to the approval by the shareholders at the AGM, the Board was authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company and its subsidiaries under the 2019 Plan. The maximum number of shares under the 2019 Plan shall not exceed 5,00,00,000 equity shares. To implement the 2019 Plan, up to 4,50,00,000 equity shares may be issued by way of secondary acquisition of shares by the Infosys Expanded Stock Ownership Trust. The RSUs granted under the 2019 Plan shall vest based on the achievement of defined annual performance parameters as determined by the administrator (the Nomination and Remuneration Committee). The performance parameters will be based on a combination of relative Total Shareholder Return (TSR) against selected industry peers and certain broader market domestic and global indices and operating performance metrics of the Company as decided by the administrator. Each of the above performance parameters will be distinct for the purposes of calculation of the quantity of shares to vest based on performance. These instruments will generally vest between a minimum of one and a maximum of three years from the grant date.

2015 Stock Incentive Compensation Plan ("the 2015 Plan")

On March 31, 2016, pursuant to the approval by the shareholders through postal ballot, the Board was authorized to introduce, offer, issue and allot share-based incentives to eligible employees of the Company and its subsidiaries under the 2015 Plan. The maximum number of shares under the 2015 Plan shall not exceed 2,40,38,883 equity shares (not adjusted for bonus issue). These instruments will vest generally over a period of four years and shall be exercisable within the period as approved by the administrator. The exercise price of the RSUs will be equal to the par value of the shares and the exercise price of the stock options would be the market price as on the date of grant.

Consequent to the September 2018 bonus issue, all the then outstanding options granted under the stock option plan have been adjusted for bonus shares.

The total number of equity shares and American Depositary Receipts (ADRs) to be allotted to the employees of the Company and its subsidiaries under the 2015 Plan does not cumulatively exceed 1% of the issued capital. For the shares and ADRs issued under the 2019 Plan, the cumulative amount does not exceed 1.15% of the issued capital. The 2019 Plan and 2015 Plan are in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, and there has been no material change to the plans during the fiscal 2025.

The details of the 2019 Plan and 2015 Plan, including terms of reference, and the requirement specified under Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are available on the Company's website, at https://www.infosys.com/investors/reports-filings/Documents/disclosures-pursuant-SEBI-regulations2025.pdf.

The details of the 2019 Plan and 2015 Plan form part of the Notes to accounts of the financial statements in this Integrated Annual Report.

4. Corporate governance

Our corporate governance philosophy

Our corporate governance practices are a reflection of 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 Infosys, the Board exercises its fiduciary responsibilities in the widest sense of the term. Our disclosures seek to attain the best practices in international corporate governance. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

Our *Corporate governance report* for fiscal 2025 forms part of this Integrated Annual Report.

Board diversity

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, race, gender, knowledge and skills, including expertise in financial, diversity, global business, leadership, information technology, mergers and acquisitions, Board service and governance, sales and marketing, Environmental, Social and Governance (ESG), risk management and cybersecurity and other domains, which will ensure that Infosys retains its competitive advantage. The Board Diversity Policy adopted by the Board sets out its approach to diversity.

The policy is available on our website, at https://www.infosys.com/investors/corporate-governance/documents/board- diversity-policy.pdf.

Additional details on Board diversity are available in the *Corporate governance report* that forms part of this Integrated Annual Report.

Number of meetings of the Board

The Board met five times during the financial year. The meeting details are provided in the *Corporate governance report* that forms part of this Integrated Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed by the Act.

Policy on directors' appointment and remuneration

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As of March 31, 2025, the Board had nine members, consisting of an executive director, a non-executive and non-independent director and seven independent directors. Two of the independent directors of the Board are women. The details of Board and committee composition, tenure of directors, areas of expertise and other details are available in the *Corporate overview section* that forms part of this Integrated Annual Report.

The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence 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.infosys.com/investors/corporate-governance/documents/nomination- remuneration-policy.pdf.

We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

Declaration by independent directors

The Company has received necessary declaration from each independent director that he / she meets the criteria of independence laid down in Section 149(6), Code for independent directors of the Act and Regulation 16(1)(b) of the Listing Regulations.

Board evaluation

The Nomination and Remuneration Committee engaged Egon Zehnder, external consultants, to conduct Board evaluation for the year. The evaluation of all the directors, committees, Chairman of the Board, and the Board as a whole, was conducted based on the criteria and framework adopted by the Board. The Board evaluation process was completed during fiscal 2025. The evaluation parameters and the process have been explained in the *Corporate governance report* that forms part of this Integrated Annual Report.

Familiarization program for independent directors

All new independent directors inducted into the Board attend an orientation program. The details of the training and familiarization program are provided in the *Corporate governance report*. Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities. The format of the letter of appointment is available on our website, at https://www.infosys.com/investors/corporate-governance/ Documents/appointment-independent-director.pdf.

Directors and Key Managerial Personnel (KMP)

Inductions

The Board, at its meeting held on December 11, 2023, appointed Jayesh Sanghrajka as the Chief Financial Officer and KMP of the Company effective April 1, 2024.

Reappointment

Director liable to retire by rotation

Pursuant to the provisions of the Act, Salil Parekh, Chief Executive Officer and Managing Director, whose term extends until March 31, 2027 and who is liable to retire at the forthcoming Annual General Meeting, is eligible and has offered himself for reappointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his reappointment.

Retirements and resignations

During the year, there was no retirement or resignation of Directors or KMP.

Committees of the Board

As on March 31, 2025, the Board had six committees: Audit Committee, Corporate Social Responsibility Committee,

Nomination and Remuneration Committee, Risk Management Committee, Stakeholders Relationship Committee and Environment, Social and Governance (ESG) Committee. All committees comprise only independent directors, one of whom is chosen as the chairperson of the committee.

A Cybersecurity Risk Sub-committee of the Risk Management Committee has been constituted to assess and enhance preparedness to mitigate cybersecurity risks. The sub-committee comprise only independent directors, one of whom is chosen as the chairperson of the committee.

During the year, all recommendations made by the committees were approved by the Board.

A detailed note on the composition of the Board and its committees is provided in the *Corporate governance report*, which forms part of this Integrated Annual Report.

Cybersecurity

At Infosys, our employees operate in a hybrid model. Hence, we continue to remain vigilant about the evolving cybersecurity threat landscape and stay abreast of the latest evolving cybersecurity threats across the global landscape. To maintain a strong cybersecurity posture, the Information Security team monitors global cybersecurity events, ensuring ongoing compliance and its sustenance. Infosys is certified against the Information Security Management System (ISMS) Standard ISO 27001:2022. Additionally, we have been attested for SSAE 18 and ISAE 3402 SOC 1 and SOC 2 by an independent audit firm.

During fiscal 2025, we have successfully strengthened our cybersecurity posture by embracing cutting-edge technology, tools, and processes. We have focused on cybersecurity personnel training, reskilling, and fostering a security culture of inclusive and collective ownership. We have empowered the developer community with dedicated courses and resource kits, aligning with our broader initiatives to enhance cybersecurity processes, technologies, and overall posture.

Internal financial control and its adequacy

The Board has adopted 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. For more details, refer to the 'Internal control systems and their adequacy' section in the *Management's discussion and analysis*, which forms part of this Integrated Annual Report.

Annual return

In accordance with the Act, the annual return in the prescribed format is available at https://www.infosys.com/investors/reports-filings/documents/annual-returns-2024-25.pdf.

Secretarial standards

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

Listing on stock exchanges

The Company's shares are listed on BSE Limited and the National Stock Exchange of India Limited, and its American Depositary Shares (ADSs) are listed on the New York Stock Exchange (NYSE).

Investor Education and Protection Fund (IEPF)

During the year, the Company transferred the unclaimed and un-encashed dividends of ₹3,54,50,639 to the IEPF. Further, 51,242 corresponding shares on which dividends were unclaimed for seven consecutive years were transferred. The Company also paid ₹3,46,92,959 towards dividend in respect of shares that were held by the IEPF.

The details of the resultant benefits arising out of shares already transferred to the IEPF, year-wise amounts of unclaimed / un-encashed dividends lying in the unpaid dividend accounts up to the year, and the corresponding shares, which are liable to be transferred, are provided in the *Corporate governance report* and are also available on our website, at www.infosys.com/IEPF. Details of shares / dividend transferred to the IEPF can also be obtained by accessing https://www.infosys.com/investors/shareholder-services/unclaimed-dividend-shares.html.

Members are requested to claim the dividend(s), which have remained unclaimed/unpaid, by sending a written request to the Company at investors@infosys.com or to the Company's Registrar and Transfer Agent KFin Technologies Ltd at einward.ris@kfintech.com or at their address at KFin Technologies Ltd, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032. Members can find the details of Nodal Officer appointed by the Company under the provisions of the IEPF and the details of unclaimed dividend and shares at https://www.infosys.com/investors/shareholder-services/unclaimed-dividend-shares.html.

Directors' responsibility statement

The financial statements are prepared in accordance with the 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 defined benefit liability/(asset) which is recognized at the present value of defined benefit obligation less fair value of plan assets, the provisions of the Act and guidelines issued by SEBI. 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:

- In preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards have been followed and there are no material departures.
- They have 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 of the Company for that period.
- They have taken proper and sufficient care towards the 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 fraud and other irregularities.

- They have prepared the annual accounts on a going concern basis.
- They have laid down internal financial controls, which are adequate and are operating effectively.
- They have devised proper systems to ensure compliance with the provisions of all applicable laws, and such systems are adequate and operating effectively.

5. Audit reports and auditors

Audit reports

The Auditors' Report for fiscal 2025 does not contain any qualification, reservation, or adverse remark. The report is enclosed with the financial statements in this Integrated Annual Report.

The Secretarial Auditors' Report for fiscal 2025 does not contain any qualification, reservation, or adverse remark. The Secretarial Auditors' Report is enclosed as *Annexure 5* to the *Board's report*, which forms part of this Integrated Annual Report.

The Auditor's Certificate confirming compliance with conditions of corporate governance as stipulated under the Listing Regulations, for fiscal 2025 is enclosed as *Annexure 4* to the *Board's report*, which forms part of this Integrated Annual Report.

The Secretarial Auditor's certificate on the implementation of share-based schemes in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be made available during the AGM, electronically.

Auditors

Statutory auditor

Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration no: 117366 W/W-100018) was appointed as the statutory auditors of the Company, to hold office for the second term of five consecutive years from the conclusion of the 41st AGM of the Company held on June 25, 2022, till the conclusion of the 46th AGM to be held in 2027, as required under Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

Secretarial auditor

Based on the recommendation of the Board in its meeting held on April 17, 2025, Makarand M. Joshi & Co., Company Secretaries (Firm registration no: P2009MH007000), is proposed to be appointed as secretarial auditors of the Company to hold office for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30 subject to the approval of shareholders as per the Listing Regulations read with Section 204 of the Act and Rules thereunder.

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.

Reporting of frauds by auditors

During fiscal 2025, the statutory auditor and the secretarial auditor have not reported any instance of fraud committed in the Company by its officers or employees.

6. Corporate Social Responsibility (CSR)

Infosys has been an early adopter of CSR initiatives. The Company works primarily through the Infosys Foundation, towards supporting projects in the areas of education and skill development to enable sustained livelihoods, healthcare including preventive health, environmental sustainability and ecological balance, gender equality and empowerment of women, promotion of national heritage, art and culture, rural development and disaster relief and rehabilitation.

The Company's CSR Policy is available on our website, at https://www.infosys.com/investors/corporate-governance/Documents/corporate-social-responsibility-policy.pdf.

The annual report on our CSR activities is appended as *Annexure 6* to the *Board's report,* which forms part of this Integrated Annual Report. Infosys also undertakes CSR initiatives outside of India, in the US, Australia, and across Europe. The initiatives in the US are carried out through Infosys Foundation USA. The said initiatives are over and above the statutory requirement.

The highlights of the initiatives undertaken by the Company, Infosys Foundation, and Infosys Foundation USA form part of this Integrated Annual Report.

Environmental, Social and Governance (ESG)

In October 2020, the Company launched its ESG Vision 2030. Our focus remains steadfast on leveraging technology to address climate change and inform sustainable water and waste management practices. On the social front, the emphasis is on amplifying human potential and creating the next opportunity for people, businesses and communities. We continue to serve the interests of our stakeholders by leading through our core values and setting benchmarks in corporate governance.

The ESG Committee was constituted on April 14, 2021, to oversee matters related to guide and oversee our efforts to achieve the ambitions set forth in our ESG Vision 2030. The ESG Committee reports to the Board and meets every quarter to review progress on ESG performance.

Business Responsibility and Sustainability Report (BRSR)

The BRSR follows the National Guidelines on Responsible Business Conduct (NGRBC) principles on the social,environmental and economic responsibilities of business.

Our BRSR includes our responses to questions about our practices and performance on key principles defined by Regulation 34(2)(f) of the Listing Regulations as amended from time to time, which cover topics across all ESG dimensions. Further SEBI vide its circular no. SEBI/HO/CFD/CFD-SE-2/P/CIR/2023/122 dated July 12, 2023, updated the format of BRSR to incorporate BRSR core, a subset of BRSR indicating specific Key Performance Indicators (KPIs) under nine principles of business responsibility which are subject to mandatory reasonable assurance by an independent assurance provider.

In accordance with this requirement, we also publish a comprehensive ESG Report annually, based on the GRI standard 2021. The ESG Report is available at https://www.infosys.com/sustainability/documents/infosys-esg-report-2024-25.pdf.

Deloitte Haskins & Sells LLP has also assured certain select indicators of the ESG report designed based on GRI standards.

7. Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo

The particulars, as prescribed under Section 134(3)(m) of the Act, read with the Companies (Accounts) Rules, 2014, are enclosed as *Annexure 7* to the *Board's report*, which forms part of this Integrated Annual Report.

8. Other disclosures and affirmations

Pursuant to the provisions of Companies (Accounts) Rules, 2014, the Company affirms that for the year ended on March 31, 2025:

a. 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.

b. There was no instance of one-time settlement with any bank or financial institution.

c. There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

Acknowledgements

We thank our clients, vendors, investors, bankers, employee volunteers and trustees of Infosys Foundation, Infosys Foundation USA and Infosys Science Foundation for their continued support during the year. We place on record our appreciation for the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, co-operation and support.

We thank the governments of various countries where we have our operations. We thank the Government of India, particularly the Ministry of Labour and Employment, the Ministry of Environment and Forests, the Ministry of New and Renewable Energy, the Ministry of Communications, the Ministry of Electronics and Information Technology (Dept of IT), the Ministry of Commerce and Industry, the Ministry of Finance, 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, Securities and Exchange Board of India (SEBI), various departments under the state governments and union territories, the Software Technology Parks (STPs) / Special Economic Zones (SEZs) – Bengaluru, Bhubaneswar, Chandigarh, Chennai, Delhi, Coimbatore , Gurugram, Hubballi, Hyderabad, Indore, Jaipur, Kolkata, Mangaluru, Mohali, Mumbai, Mysuru, Nagpur, Noida, Pune, Thiruvananthapuram, Ahmedabad, Guwahati, Visakhapatnam – and other government agencies for their support, and look forward to their continued support in the future. We also thank the US federal government, the U.S. Securities and Exchange Commission, the Internal Revenue Service, and various state governments, especially those of Indiana, Rhode Island, Connecticut, Texas, Arizona and North Carolina.

for and on behalf of the Board of Directors

Sd/-

Nandan M. Nilekani
Chairman
DIN: 00041245

Sd/-

Salil Parekh
Chief Executive Officer and Managing Director
DIN : 01876159

Bengaluru
April 17, 2025