

PARAMESHWAR G. HEGDE
B.A., M.Com., BGL., FCS

HEGDE & HEGDE

Company Secretaries

"Ganesha Krupa"

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Date: April 01, 2017

The Chairman,
Board of Directors
Infosys Limited
Electronics City
Bangalore - 560100

Dear Sir,

We are submitting herewith the Report of the Scrutinizer in respect of Postal Ballot conducted pursuant to Notice of Postal Ballot dated February 23, 2017. Original Reports (2 copies) are sent through Company Secretary.

Thanking you

Yours sincerely


P.G.Hegde

REPORT OF SCRUTINIZER

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9)
of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,
Board of Directors
Infosys Limited
CIN: L85110KA1981PLC013115
Electronics City, Hosur Road
Bangalore- 560100

Dear Sir,

I, Parameshwar G. Hegde, Practicing Company Secretary, at # 34, "GaneshKrupa", 1st Main Road, Gandhinagar, Bangalore, 560009, appointed as Scrutinizer by the Board of Directors of **Infosys Limited** (the Company) for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated February 23, 2017 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. In accordance with the Notice of the Postal Ballot dated February 23, 2017, dispatched to the shareholders by prescribed modes during February 27, 2017 to March 01, 2017 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on March 02, 2017, the voting commenced on March 02, 2017 (at 9:00 hours) and ended on March 31, 2017 (at 17:30 hours) for physical ballots and as well as for e-voting. The e-voting facility was provided by National Securities Depository Limited (NSDL). The votes were unblocked at around 17:40 hours on March 31, 2017 and the e-voting summary statement was downloaded from e-voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>).

2. The Equity Shareholders holding shares as on February 24, 2017, "cut off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
3. The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted "For" and "Against" and e-voting results downloaded from the e-voting website of the NSDL (<https://www.evoting.nsdl.com>) are being handed over to the Chairman.
4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company / R&TA and the authorizations / Power of attorney etc. lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting and 7 ballots were rejected on duplicate voting i.e. on e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Karvy Computershare Private Limited, Hyderabad, the Registrar & Share Transfer Agents of the Company.
5. The result of the voting is as under:

a) **Resolution-1: Ordinary Resolution**

Revision in compensation of U. B. Pravin Rao, Chief Operating Officer & Whole-time Director.

i. Voted **in favour** of the resolution:

| Number of members | | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|-------|--|---------------------------------------|
| a) Voted by physical ballot | 3,441 | 15,23,45,766 | |
| b) Voted by electronic mode | 4,956 | 77,25,68,144 | |
| Total | 8,397 | 92,49,13,910 | 67.45 |

ii. Voted **against** the resolution:

| Number of members | | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------|-------|---|---------------------------------------|
| a) Voted by physical ballot | 364 | 19,70,11,047 | |
| b) Voted by electronic mode | 2,262 | 24,92,52,087 | |
| Total | 2,626 | 44,62,63,134 | 32.55 |

iii. **Invalid** votes :

| Total number of members whose votes declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 168 | 47,701 |

b) **Resolution-2: Ordinary Resolution**

Appointment of D. N. Prahlad, as an Independent Director.

(i) Voted **in favour** of the resolution:

| Number of members | | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|--------|--|---------------------------------------|
| a) Voted by physical ballot | 3,547 | 43,20,58,172 | |
| b) Voted by electronic mode | 6,561 | 115,52,16,589 | |
| Total | 10,108 | 158,72,74,761 | 94.80 |

(ii) Voted **against** the resolution:

| Number of members | | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------|-----|---|---------------------------------------|
| a) Voted by physical ballot | 194 | 2,78,19,454 | |
| b) Voted by electronic mode | 706 | 5,92,21,782 | |
| Total | 900 | 8,70,41,236 | 5.20 |

(iii) **Invalid** votes :

| Total number of members whose votes declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 168 | 47,521 |

c) **Resolution-3: Special Resolution**

To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

| Number of members | | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|--------|--|---------------------------------------|
| c) Voted by physical ballot | 3,596 | 43,78,77,088 | |
| d) Voted by electronic mode | 6,993 | 119,81,51,483 | |
| Total | 10,589 | 163,60,28,571 | 96.61 |

(ii) Voted **against** the resolution:

| Number of members | | Number of votes cast against the resolution | % of total number of valid votes cast |
|-----------------------------|-----|---|---------------------------------------|
| c) Voted by physical ballot | 110 | 2,19,74,511 | |
| d) Voted by electronic mode | 365 | 3,53,89,879 | |
| Total | 475 | 5,73,64,390 | 3.39 |

(iii) **Invalid** votes :


| Total number of members whose votes declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 173 | 48,742 |

6. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place: Bangalore
Dated: April 01, 2017


Parameshwar G. Hegde
FCS 1325, CP No. 640
Scrutinizer