

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
Bengaluru- 560100

Dear Sir,

I, Parameshwar G. Hegde, Practicing Company Secretary, at # 34, "Ganesh Krupa", 1st Main Road, Gandhinagar, Bengaluru, 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 July 13, 2018 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to conduct of business through Postal Ballot by the shareholders on the resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, on the resolutions.
2. In accordance with the Notice of the Postal Ballot dated July 13, 2018, dispatched to the shareholders by prescribed modes during July 21 to July 23, 2018 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on July 24, 2018, the voting commenced on July 24, 2018 (at 9:00 hours) and ended on August 22, 2018 (at

17:00 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 17:13 hours on August 22, 2018 and the e-voting summary statement was downloaded from e-voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>).

3. The Equity Shareholders holding shares as on July 16, 2018, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
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 thereof. The voters were also scrutinized for the purpose of eliminating duplicate voting and 25 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 (Karvy), the Registrar & Share Transfer Agents of the Company.
5. My report on the results of the voting is based on the data downloaded from the National Securities Depository Limited (NSDL) and the votes cast through physical ballot forms received respectively in respect of the resolutions contained in the Notice of the Postal Ballot.
6. The result of the voting is as under:



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

Increase in authorized share capital to enable issue of bonus shares.

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	4,308	5,24,77,501	
b) Voted by electronic mode	8,496	1,47,38,73,719	
Total	12,804	152,63,51,220	94.64

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	15	1,027	
b) Voted by electronic mode	165	8,65,08,973	
Total	180	8,65,10,000	5.36

iii. **Invalid** votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
245	20,19,429

b) Resolution-2: Special Resolution

Alteration of Clause V of Memorandum of Association to effect the increase in the authorized share capital.

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	4,231	5,24,72,322	
b) Voted by electronic mode	8,524	154,32,98,849	
Total	12,755	1,59,57,71,171	98.93

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	18	1,288	
b) Voted by electronic mode	137	1,72,59,680	
Total	155	1,72,60,968	1.07

iii. **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
319	20,24,337

c) **Resolution-3: Ordinary Resolution**

Approval for the issue of bonus shares.

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	4,266	5,24,76,436	
b) Voted by electronic mode	8,621	155,02,68,485	
Total	12,887	1,60,27,44,921	99.37

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	17	1,150	
b) Voted by electronic mode	100	1,02,34,277	
Total	117	1,02,35,427	0.63

iii. **Invalid** votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
284	20,20,321

d) **Resolution-4: Ordinary Resolution**

Appointment of Michael Gibbs 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	4,155	5,24,50,632	
b) Voted by electronic mode	8,155	154,75,06,054	
Total	12,310	1,59,99,56,686	99.98

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	70	7,907	
b) Voted by electronic mode	439	3,78,640	
Total	509	3,86,547	0.02

iii. **Invalid** votes:


Total number of members whose votes declared invalid	Total number of votes cast by them
341	20,39,582

7. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) received will remain in my 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/person authorized by him for safe keeping.

Thanking you,

Yours faithfully,

Place: Bengaluru
Dated: August 23, 2018


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