



Infosys Limited

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January 22, 2014

To

The Members of Infosys Limited:

Abstract of terms of appointment of U. B. Pravin Rao as a Whole-time Director and Memorandum of Interest Pursuant to Section 302 of the Companies Act, 1956

The Board of Directors ('the Board') at the Meeting held on January 10, 2014 has, pursuant to the recommendation of the Nominations and Governance Committee and Management Development and Compensation Committee of the Board and subject to the approval of the Members of the Company, appointed U. B. Pravin Rao, as a Whole-time Director of the Company, for a period of five years with effect from January 10, 2014 and approved the remuneration payable to U. B. Pravin Rao.

In compliance with the requirements of Section 302 of the Companies Act, 1956, an abstract of the terms of the appointment and the remuneration payable to U. B. Pravin Rao, together with the Memorandum of Interest, are set out herein below:

Period of appointment:

Five years beginning January 10, 2014 and ending January 9, 2019, subject to the retirement policy applicable to the Board of Directors of the Company.

Remuneration:

1. Salary per month: ₹4,48,000 in the scale of ₹4,45,000 to ₹8,00,000 per month.
2. Bonus: Bonus up to a maximum of 20% of the salary, payable at such intervals, as may be decided by the Board.
3. Performance Bonus: Performance Bonus, payable at such intervals, as may be decided by the Board.
4. Long-term Bonus: U. B. Pravin Rao shall be entitled to participate in the Long-term Bonus Plan of the Company and shall receive payments under the Plan at such intervals as may be decided by the Board.

Perquisites and allowances:

1. Housing: Furnished / unfurnished residential accommodation or house rent allowance up to 10% of the salary in lieu thereof.
2. Medical reimbursement / allowance: As per the rules of the Company.
3. Leave travel concession / allowance: Up to a maximum of 5% of the salary and subject to the rules of the Company.
4. Club fees: Fees payable subject to a maximum of two clubs.
5. Provision for driver / driver's salary allowance: As per the rules of the Company.
6. Personal accident insurance: As per the rules of the Company.

The value of the perquisites will be valued as per Income Tax Rules, 1962.



Other benefits:

1. Earned / privilege leave: As per the rules of the Company.
2. Encashment of leave: As per the rules of the Company.
3. Company car and telephone: Use of the Company's car, chauffeur and telephone at the residence for official purposes, as per the rules of the Company.
4. Company's contribution to Provident Fund and Superannuation Fund: As per the rules of the Company.
5. Gratuity: As per the rules of the Company.

Note: For the purpose of Gratuity, Provident Fund, Superannuation and other like benefits, the service of U. B. Pravin Rao shall be considered from the date of joining the Company.

Minimum remuneration

Notwithstanding anything herein above stated where, in any financial year closing on and after March 31, 2014, the Company incurs a loss or its profits are inadequate, the Company shall pay to U. B. Pravin Rao the remuneration by way of salary, performance bonus and other allowances not exceeding the limits specified under Para 2 of Section II, Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

Other terms and conditions of the appointment

1. The agreement executed between the Company and U. B. Pravin Rao, may be terminated by either party by giving six months' notice in writing, of such termination.
2. If, at any time, U. B. Pravin Rao ceases to be the Director of the Company, he shall ipso-facto cease to be a Whole-time Director of the Company.
3. U. B. Pravin Rao shall perform such duties as may from time to time be entrusted to him by the Board, subject to the superintendence and control of the Board.
4. U. B. Pravin Rao shall not be entitled to any sitting fees for attending Board or Committee meetings thereof.
5. U. B. Pravin Rao shall be subject to retirement by rotation.

Memorandum of Interest

No other director, except U. B. Pravin Rao, who may be regarded as interested, as this relates to his appointment and remuneration, is concerned or interested in the appointment.

This abstract is being sent to members, as per the requirement of Section 302 of the Companies Act, 1956.

By order of the Board of Directors

For Infosys Limited



Parvatheesam K.
Chief Risk Officer & Company Secretary

Bangalore
January 22, 2014