

**CHARTER OF THE  
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE  
OF  
INFOSYS LIMITED**

**I. PURPOSE:**

The purpose of the Corporate Social Responsibility Committee (“the Committee”) of the Board of Directors (“the Board”) of Infosys Limited (“the Company”) shall be to assist the Board and the Company in fulfilling its corporate social responsibility (CSR). The Committee has overall responsibility of: (i) identifying the areas of CSR activities; (ii) recommending the amount of expenditure to be incurred on the identified “CSR activities” (which could include projects, programs or other permitted activities); (iii) implementing and monitoring the CSR policy from time to time; (iv) formulating a CSR annual action plan and recommending it to the Board (v) reviewing the Company’s initiatives and programs and (vi) coordinating with Infosys Foundation or such other agency(ies) in implementing programs and executing initiatives as per the CSR policy of the Company.

The purpose and responsibilities of the Committee shall include such other items / matters prescribed under applicable law or prescribed by the Board in compliance with applicable law from time to time.

The Committee is also responsible for reporting progress of various CSR initiatives and in making appropriate disclosures on a periodic basis.

**II. COMMITTEE MEMBERSHIP AND ORGANIZATION:**

The Committee shall be appointed by and will serve at the discretion of the Board. The Committee shall consist of no fewer than three (3) members with at least one (1) member being an independent director. The members of the Committee shall meet as provided in this Charter.

**III. MEETINGS AND QUORUM**

The committee shall meet at least four times a year. Two members present shall form the quorum for the meeting of the Committee. The Chairperson of Infosys Foundation will be a permanent invitee to all the meetings of the Committee.

**IV. COMMITTEE RESPONSIBILITIES AND AUTHORITY:**

- The Committee shall annually review the CSR Policy and associated frameworks, processes and practices of the Company and make appropriate recommendations to the Board.

- The Committee shall monitor if the Company is taking appropriate measures to ensure the successful implementation of CSR activities.
- The Committee shall identify the areas of CSR activities and recommend the amount of expenditure to be incurred on such activities.
- The Committee shall review the Company's initiatives and programs from time to time.
- The Committee will coordinate with Infosys Foundation or such other agency(ies) for implementing programs and executing initiatives as per the CSR policy and shall review the performance of Infosys Foundation or such other agency(ies) periodically.
- The Committee shall formulate and monitor the implementation of the CSR annual action plan, in accordance with the Company's CSR policy and provisions of applicable laws from time to time. The Committee shall recommend the CSR annual action plan and any modification(s) thereto during the financial year, for the approval of the Board from time to time.
- The CSR committee shall review the impact assessment report(s) (if any), and place them before the Board.
- The Committee shall monitor the identification and implementation of multi-year projects / programs ("Ongoing Projects"). The Committee shall recommend to the Board modifications, if any, for the smooth implementation of the Ongoing Projects within the overall legally permissible time period. The Committee may also recommend to the Board, after providing reasonable justification, that a CSR project or program that was not initially approved as a multi-year project be re-categorized as an Ongoing Project.
- The Committee shall examine the need (and any proposal) to engage any international organizations, as defined under applicable law, for designing, monitoring and evaluating the Company's CSR projects or programs as well as for capacity building of Infosys' personnel for CSR activities.
- The Committee shall oversee the process of joint CSR efforts in case of collaboration with other company(ies) to ensure that the Company can meet its reporting obligations in this regard.
- The Committee shall monitor the administrative overheads in pursuance of CSR activities or projects or programs so that they do not exceed the prescribed thresholds.
- The Committee shall formulate necessary monitoring mechanism to enable the Board to satisfy itself that the funds disbursed for CSR activities or projects or programs have been utilized for the purposes and in the manner as approved by it.

- Where the Company spends an amount in excess of its prescribed CSR expenditure during a financial year, the Committee may make a recommendation to the Board for setting off the excess amount spent against CSR spend of the financial year(s) following the year of excess spend.
- The Committee may form and delegate authority to sub-committees when appropriate.
- The Committee shall regularly report to the Board.
- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The Committee shall have access to any internal information necessary to fulfill its role. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

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