



**REPORT OF SCRUTINIZER**

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies  
(Management and Administration) Rules, 2014]*

To,

**The Chairman**  
**Infosys Limited,**  
Address: 44, Infosys Avenue, Electronics City,  
Hosur Road, Bengaluru-560100

Dear Sir,

**Sub:** Scrutinizer's Report on postal ballot through remote e-voting in respect of  
passing of resolution set-out in the notice dated February 28, 2023

I, B Hemanth, Partner of Hemanth, Holla & Co. have been appointed as the Scrutinizer by the Board of Directors of the Infosys Limited pursuant to Section 108 and Section 110 of the Companies Act 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purposes of scrutinizing the postal ballot through e-voting in respect of the below stated resolution as proposed in the Postal Ballot Notice dated February 28, 2023, and I submit my report as under:

**1. Management Responsibility**

The management is responsible for ensuring compliance under the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Rule 20 and 22 Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of postal ballot through remote e-voting.





The Postal Ballot Notice dated February 28, 2023, along with explanatory statement setting out material facts under Section 102 of the Act was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories.

**2. Scrutiniser's Responsibility**

My responsibility as the Scrutinizer of the voting process, is restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Postal Ballot Notice, based on the reports generated from the E-voting system provided by National Securities Depository Limited ("NSDL") the service provider.

The Company had availed the e-voting facility offered by NSDL for conducting e-voting by electronic means.

**3. "Cut-off Date"**

The shareholders of the Company holding shares as on the cut-off date of February 24, 2023, were entitled to vote on the resolution as contained in the postal ballot notice.

**4. Postal Ballot Process**

- i. In accordance with the Postal Ballot Notice and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014, the Postal ballot through e-voting commenced at 9.00 A.M IST on March 02, 2023, and ended on March 31, 2023, 5.00 P.M IST, and the e-voting module was blocked by NSDL thereafter.
- ii. The Votes cast under e-voting were thereafter unblocked and downloaded on March 31, 2023, at 5.10 P.M. from the portal of NSDL, and was witnessed by two witnesses, Ms. Swathi Holla and Ms. S Nagajyothi, who are not in the employment of the Company and / or the NSDL. They have signed below in confirmation of the same.

Swathi Holla

S Nagajyothi





- iii. I have scrutinized and reviewed the remote e-voting based on the data downloaded from the NSDL e-voting system, at <https://www.evoting.nsdl.com>.

#### 5. Postal Ballot Result

I now submit my report as under on the results of the remote e-voting in respect of the Special Resolution:

##### Resolution No. 1 - As a Special Resolution

##### Approval for Appointment of Govind Vaidiram Iyer (DIN: 00169343) as an Independent Director of the Company

- (i) Voting "in favour" of resolution

Number of Members	Number of votes cast by them(shares)	% of total number of valid votes cast
12,228	3,18,39,27,125	98.34%

- (ii) Voting "against" the resolution

Number of Members	Number of votes cast by them(shares)	% of total number of valid votes cast
555	5,37,43,463	1.66%

- (iii) Invalid Votes:

Number of Members	Number of votes cast by them(shares)	% of total number of valid votes cast
0	0	0





## 6. Custody of Records

All electronic data and relevant records of e-voting have been handed over to the Company Secretary for safe keeping.

Based on the above information, you may kindly announce the results.

Thanking You  
Yours faithfully,

For **Hemanth, Holla & Co.**  
FRN: P2021KR087700  
Peer Review No. 2604/2022

The stamp is circular with a double border. The outer border contains the text 'COMPANY SECRETARY' at the bottom and 'B' at the top. The inner border contains 'FCS No. 6374' and 'CP No. 6519'.

B Hemanth  
Partner  
FCS: 6374 CP No: 6519  
Scrutinizer

UDIN: F006374E000002942

Date: April 01, 2023  
Place: Bengaluru