

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Infosys Limited
 2. Quarter ending - 31-Mar-2020

I. Composition of Board of Directors

Name of the Director	DIN	Category	Sub Category	Initial Date of Appointment	Date of re - Appointment	Date of Cessation	Tenure (months)	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Nandan Nilekani	00041245	C, NED		24-Aug-2017				1	0	0	0	
Salil Parekh	01876159	ED	CEO-MD	02-Jan-2018				1	0	0	0	
Kiran Mazumdar-Shaw	00347229	ID		01-Apr-2014	01-Apr-2019		72	5	2	1	1	RC, NRC, CSR
U.B. Pravin Rao	06782450	ED		10-Jan-2014				1	0	1	0	CSR, SC
Dr. Punita Kumar-Sinha	05229262	ID		14-Jan-2016			51	4	4	7	2	AC, SC, CSR

D.N. Prahlad	0050 4146	ID		14-Oct-2016			42	1	1	1	0	SC,RC,NRC
D. Sundaram	0001 6304	ID		14-Jul-2017			33	5	4	8	5	AC,RC,NRC
Michael Nelson Gibbs	0817 7291	ID		13-Jul-2018			21	1	1	2	0	RC,AC
Roopa Kudva	0000 1766	ID		04-Feb-2015		03-Feb-2020	60	-	-	-	-	-

Company Remarks	The memberships count will also include the count in which the director is a Chairperson.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

II. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	D. Sundaram	ID	Chairperson	14-Jul-2017	
2	Dr. Punita Kumar-Sinha	ID	Member	14-Jul-2017	
3	Michael Nelson Gibbs	ID	Member	04-Feb-2020	
4	Roopa Kudva	ID	Member	24-Apr-2015	03-Feb-2020

Company Remarks	Mr. D. Sundaram was appointed as a Member of Audit committee on 14-Jul-2017 and later became the chairperson of the committee on 24-Oct-2017
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Whether Permanent chairperson appointed	Yes
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b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dr. Punita Kumar-Sinha	ID	Chairperson	14-Jul-2017	
2	D.N. Prahlad	ID	Member	21-May-2018	
3	U.B Pravin Rao	ED	Member	04-Feb-2020	
4	Roopa Kudva	ID	---	14-Jul-2017	03-Feb-2020

Company Remarks	Dr. Punita Kumar-Sinha was appointed as a member of Stakeholders Relationship Committee on 14-Jul-2017 and later became the chairperson of the committee on 04-Feb-2020
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	D.N. Prahlad	ID	Chairperson	09-Mar-2017	
2	Michael Nelson Gibbs	ID	Member	13-Jul-2018	
3	D. Sundaram	ID	Member	14-Jul-2017	
4	Kiran Mazumdar-Shaw	ID	Member	01-Apr-2014	

Company Remarks	Mr. D.N. Prahlad was appointed as a member of Risk Management committee on 09-Mar-2017 and later became the chairperson of the committee on 14-Jul-2017
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Kiran Mazumdar-Shaw	ID	Chairperson	01-Apr-2014	
2	D.N. Prahlad	ID	Member	13-Jan-2017	
3	D. Sundaram	ID	Member	14-Jul-2017	

Company Remarks	Kiran Mazumdar-Shaw was appointed as a member of Nomination & Remuneration committee on 01-Apr-2014 and later became the chairperson of the committee on 14-Jul-2017
Whether Permanent chairperson appointed	Yes

e. Corporate Social Responsibility Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Kiran Mazumdar-Shaw	ID	Chairperson	15-Apr-2014	
2	U.B. Pravin Rao	ED	Member	26-Aug-2017	
3	Dr. Punita Kumar-Sinha	ID	Member	24-Oct-2017	
4	Roopa Kudva	ID	Member	26-Aug-2017	03-Feb-2020

Company Remarks	Kiran Mazumdar-Shaw was appointed as a member of Corporate Social Responsibility committee on 15-Apr-2014 and later became the chairperson of the committee on 26-Aug-2017
Whether Permanent chairperson appointed	Yes

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
11-Oct-19	10-Jan-20	Yes	9	6
06-Nov-19	10-Feb-20	Yes	8	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	64

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	10-Oct-2019	09-Jan-2020	Yes	3	3
Audit Committee		03-Mar-2020	Yes	3	3
Stakeholders Relationship Committee	10-Oct-2019	09-Jan-2020	Yes	3	3
Risk Management Committee	10-Oct-2019	09-Jan-2020	Yes	4	4

Nomination & Remuneration Committee	10-Oct-2019	09-Jan-2020	Yes	3	3
Corporate Social Responsibility Committee	10-Oct-2019	09-Jan-2020	Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

Annexure I		
V. Related Party Transactions		
Sr. No	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Annexure II		
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)		
I. Disclosure on website in terms of Listing Regulations		
Sr. No	Item	Compliance status (Yes/No/NA)
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	Yes
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
11	email address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	NA
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
16	New name and the old name of the listed entity	NA
17	Advertisements as per regulation 47 (1)	Yes

18	Credit rating or revision in credit rating obtained	Yes
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
21	Materiality Policy as per Regulation 30	Yes
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
23	It is certified that these contents on the website of the listed entity are correct	Yes

Annexure 1		
VI. Affirmations		
Sr. No.	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes

5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure II			
II. Annual Affirmations			
Sr. No	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes

8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
23	Meeting of Risk Management Committee	21(3A)	Yes
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes

29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes*
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	Yes
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
*The Company does not have any unlisted material subsidiaries			

Annexure II		
III. Affirmations		
Sr. No	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

This report was placed before the Board of Directors in their meeting held on April 20, 2020

Name : A.G.S Manikantha
Designation : Company Secretary