

**CHARTER FOR THE
STAKEHOLDERS RELATIONSHIP COMMITTEE
OF
INFOSYS LIMITED**

I. PURPOSE:

The purpose of the Stakeholders Relationship Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Infosys Limited (the “**Company**”) shall be to assist the Board and the Company to oversee the various aspects of interests of Stakeholders of the Company. The term “**Stakeholder**” shall include shareholders, debenture holders and other security holders.

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

The primary objective of the Committee is to consider and resolve the security holders’ concern or complaints. The Committee shall monitor and review the investor service standards of the Company. The Committee shall take steps to develop an understanding of the views of shareholders about the Company, either through direct face-to-face interaction, analysts’ briefings or survey of shareholders. The Committee shall oversee and review the engagement and communication plan with shareholders and ensure that the views / concerns of the shareholders are highlighted to the Board at appropriate time and that the steps are taken to address such concerns.

II. COMMITTEE MEMBERSHIP AND ORGANIZATION:

The Committee shall be appointed by and will serve at the discretion of the Board. At least three directors, with one being an independent director, shall be members of the Committee. The Chairperson of the Committee shall be a non-executive director. The Chairperson of the Committee, shall be present at the annual general meetings of the Company to answer queries of the security holders. The Company Secretary acts as the Secretary to the Committee.

The members of the Committee shall meet as provided in this Charter.

III. MEETINGS AND QUORUM:

The Committee shall meet at least once in a financial year. Either two members or one third of the members of the committee, whichever is greater shall form the quorum for the meeting of the Committee.

IV. COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- The Committee shall consider and oversee the implementation of the objectives stated in this Charter.
- The Committee shall resolve complaints related to transfer/transmission of shares, non-receipt of annual report and non-receipt of declared dividends, general meetings, approve issue of new/duplicate certificates and new certificates on split/consolidation/renewal etc., approve transfer/transmission, dematerialization and re-materialization of equity shares in a timely manner and oversee the performance of the Register and Transfer Agents and recommend measures for overall improvement in the quality of investor services.
- The Committee shall review the measures taken for effective exercise of voting rights by shareholders.
- The Committee shall review the adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- The Committee shall review various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company
- The Committee shall perform any other function required under the (i) Listed Company Manual of the New York Stock Exchange (ii) rules of the Securities and Exchange Commission (iii) Indian Companies Act, 2013 and rules framed thereunder (iv) the equity listing agreement entered into between Infosys and the Indian stock exchanges on which its equity shares are listed or by the Board and (v) SEBI regulations, or any other applicable law from time to time.
- The Committee shall periodically provide updates to the Board.
- The Committee may consult with other committees of the Board, if required, while discharging its responsibilities.
- The Committee shall monitor and review on an annual basis the Company's performance in dealing with Stakeholder grievances.
- The Committee shall review the updates from Investor Relations department on a periodic basis.
- The Committee shall review and reassess the adequacy of this Charter periodically 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 appoint, remove, obtain advice and assistance from internal or external legal, accounting or other advisors.

V. LIMITATION, REVIEW AND AMENDMENT

In the event of any conflict between the provisions of this charter and of the applicable law, the provisions of applicable law shall prevail over this charter. Any subsequent amendment / modification to the applicable law shall automatically apply to this charter.

The Committee may review this charter periodically and recommend amendments for the Board's approval from time to time, as may be deemed necessary.