

## Disclosures pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014

SEBI vide its notification dated October 28, 2014 had issued the Securities and Exchange Board of India (Share-based Employee Benefits) Regulations, 2014 ('SEBI Regulations') which replaced the SEBI ESOP Guidelines, 1999. The 2015 Plan: On March 31, 2016, pursuant to the approval by the shareholders through postal ballot, the Board of Infosys Limited (the Company) was authorized to introduce, offer, issue and allot share-based incentives to eligible employees of the Company and its subsidiaries under the 2015 Stock Incentive Compensation Plan (the 2015 Plan). The maximum number of shares under the 2015 plan shall not exceed 2,40,38,883 equity shares (this includes 1,12,23,576 equity shares which are held by the trust towards the 2011 Plan as at March 31, 2016). These instruments will vest over a period of 4 years and the company expects to grant the instruments under the 2015 Plan over the period of 4 to 7 years. The plan numbers mentioned above would further be adjusted for the September 2018 bonus issue.

The disclosures pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are detailed under:

Sl. No.	Particulars	Details
1	The board of directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations.	Refer to the Board's Report, page 44 of the Annual Report for FY 2019
2	Further, the following details, inter alia, shall be disclosed on the company's website and a web-link thereto shall be provided in the report of board of directors.	
A	Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.	Disclosed in Notes to Accounts - Note 2.10 to Standalone Financials for the year ended March 31, 2019, page 178 of the Annual Report. (Disclosures are provided in accordance with Ind AS 102-Share based payment)
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Indian Accounting Standard (Ind AS) 33 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time	Refer page 191 and page 259 of the Annual Report for disclosure of Diluted EPS at standalone and consolidated levels (Disclosures are provided in accordance with Ind AS 33- Earnings Per Share)
C	Details related to ESOS / RSU	
	(i) A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including	2015 plan
	(a) Date of shareholders' approval	March 31, 2016
	(b) Total number of options approved under ESOS	The maximum number of shares under the 2015 Plan shall not exceed 2,40,38,883 equity shares (this includes 1,12,23,576 equity shares which are held by the Infosys Limited Employees Welfare Trust ('the Trust') towards the 2011 Plan) as of March 31, 2016. The plan numbers mentioned above would further be adjusted for the September 2018 bonus issue.
	(c) Vesting requirements	These instruments will vest over a period of up to four years.

Sl. No.	Particulars	Details
	(d) Exercise price or pricing formula	The exercise price for the restricted stock units will be equal to the par value of the shares and the exercise price of stock options would be market price as on the date of the grant
	(e) Maximum term of options granted	Refer to Annexure 1 below
	(f) Source of shares(primary, secondary or combination)	Combination of primary and secondary
	(g) Variation in terms of options	Not applicable.
(ii)	Method used to account for ESOS - Intrinsic or fair value.	Fair value
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not applicable
(iv)	Option movement during the year (For each ESOS/ RSU):	
	Number of options outstanding at the beginning of the period	Refer to Annexure 1 below
	Number of options granted during the year	
	Number of options forfeited / lapsed during the year	
	Number of options vested during the year	
	Number of options exercised during the year	
	Number of shares arising as a result of exercise of options	
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	
	Loan repaid by the Trust during the year from exercise price received	
	Number of options outstanding at the end of the year	
	Number of options exercisable at the end of the year	
v	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Refer to Annexure 1 below

Sl. No.	Particulars	Details
vi	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to (a) senior managerial personnel; (b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and (c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Refer to Annexure 2 below
ii	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model; (b) the method used and the assumptions made to incorporate the effects of expected early exercise; (c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and (d) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	Refer to Annexure 1 below
D	Details related to ESPS	Not Applicable
E	Details related to SARs	Not Applicable
F	Details related to Cash settled incentive units	
	<p>During fiscal 2019, the Company granted 74,090 incentive units (adjusted for September 2018 bonus issue) (cash settled) to certain eligible employees at mid and senior levels under the 2015 Plan. As of March 31, 2019, the total number of incentive units outstanding was 1,77,454.</p> <p>During the year, none of the senior managerial personal has been granted with cash settled incentive units. There was no significant change in assumptions used in determining fair value of equity settled and cash settled stock incentive unit plans. Refer annexure 1 for assumptions related to equity settled plans, as the grants were made on the same dates for both equity and cash settled stock incentive plans.</p>	

Sl. No.	Particulars	Details
G	Details related to GEBS / RBS	Not Applicable
H	Details related to Trust	

(i) General information on schemes

Sl.No.	Particulars	Details
1	Name of the Trust	Infosys Employee Benefits Trust
2	Details of the Trustee(s)	Binod Rangadore Hampapur, Richard Lobo, and Sunil Kumar Dhareshwar
3	Amount of loan disbursed by company / any company in the group, during the year	NIL
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	NIL
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	NIL
6	Any other contribution made to the Trust during the year	NIL

(ii) Brief details of transactions in shares by the Trust

Sl.No.	Particulars	Number of shares
(a)	Number of shares held at the beginning of the year	1,07,01,956 <sup>(1)</sup>
(b)	Number of shares transferred to the employees / sold along with the purpose thereof – (these shares were transferred on exercise of RSUs) – before bonus issue	3,15,295
(c)	Addition on account of bonus issue- September 2018	1,03,86,661
(d)	Number of shares transferred to the employees / sold along with the purpose thereof – (these shares were transferred on exercise of RSUs)- after bonus issue	6,48,340 (adjusted for bonus, wherever applicable)
(e)	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Nil
(f)	Number of shares held at the end of the year – (a-b+c-d+e)	2,01,24,982 <sup>(1)</sup>

<sup>(1)</sup> Excludes 1,00,000 equity shares in the beginning of the year and 2,00,000 equity shares at the end of the year, held by the trust, which have been earmarked for welfare activities of the employees

Sl. No.	Particulars	Details
(iii)	In case of secondary acquisition of shares by the Trust - NIL	
	Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
	Held at the beginning of the year	NIL
	Acquired during the year	NIL
	Sold during the year	NIL
	Transferred to the employees during the year	NIL
	Held at the end of the year	NIL

## Annexure 1

### Disclosures related to equity settled plans

The activity in the 2015 Plan (formerly 2011 RSU Plan) for equity-settled share based payment transactions during the year ended March 31, 2019 is set out below:

Particulars	Year ended March 31, 2019	
	Shares arising out of options	Weighted average exercise price (₹)
<b>2015 Plan: RSU</b>		
Outstanding at the beginning	7,500,818	2.50
Granted	4,340,700	3.84
Exercised	1,864,510	2.50
Forfeited and expired	795,810	2.61
Outstanding at the end	9,181,198	3.13
Exercisable at the end	235,256	2.50
<b>2015 Plan: Employee Stock Options (ESOPs)</b>		
Outstanding at the beginning	1,933,826	493
Granted	-	-
Exercised	117,350	515
Forfeited and expired	193,300	521
Outstanding at the end	1,623,176	516
Exercisable at the end	698,500	517

Information in the table above is adjusted for September, 2018 bonus issue

RSUs and ESOPs vested during the year ended March 31, 2019 is 2,078,982 and 467,976, (adjusted for September, 2018 bonus issue) respectively.

During the year ended March 31, 2019 the Company has realized ₹3 crore by virtue of exercise of ADR RSUs and ESOPs.

No Option shall have a term in excess of ten <sup>(10)</sup> years measured from the Option grant date

During the year ended March 31, 2019 the weighted average share price of options exercised under the 2015 Plan on the date of exercise was ₹701

The following table summarizes information about equity settled RSUs and ESOPs outstanding as at March 31, 2019:

Range of exercise prices per share (₹)	Options outstanding		
	No. of shares arising out of options	Weighted average remaining contractual life	Weighted average exercise price (₹)
<b>2015 Plan:</b>			
0 - 5 (RSU)	9,181,198	1.70	3.13
450 - 600 (ESOP)	1,623,176	5.04	516
	10,804,374	2.20	80

Information in the table above is adjusted for September, 2018 bonus issue

The fair value of each equity settled award is estimated on the date of grant using the Black-Scholes-Merton model with the following assumptions

Particulars	For options granted in	
	Fiscal 2019 Equity Shares RSU-	Fiscal 2019 ADS RSU-
Weighted average share price (₹) / (\$- ADS) <sup>(1)</sup>	696	10.77
Exercise price (₹)/ (\$- ADS) <sup>(1)</sup>	3.31	0.06
Expected volatility (%)	21–25	22–26
Expected life of the option (years)	1–4	1–4
Expected dividends (%)	2.65	2.65
Risk-free interest rate (%)	7–8	2–3
Weighted average fair value as on grant date (₹) / (\$- ADS) <sup>(1)</sup>	648	10.03

<sup>(1)</sup> Adjusted for September 2018 bonus issue

The expected life of the RSU / ESOP is estimated based on the vesting term and contractual term of the RSU / ESOP, as well as expected exercise behaviour of the employee who receives the RSU / ESOP. Expected volatility during the expected term of the RSU / ESOP is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during a period equivalent to the expected term of the RSU / ESOP.

## Annexure 2

### Grants made during fiscal 2019 to senior managerial personnel

Name of Senior Managerial Personnel <sup>@</sup>	Designation	RSU*	Exercise price	ESOP	Exercise price	Category
U.B. Pravin Rao	COO &WTD	68,250	At par value	NIL	NIL	Indian shares
Inderpreet Sawhney	Group General Counsel and Chief Compliance Officer	43,600	At par value	NIL	NIL	ADR
Salil Parekh**	CEO & MD	2,60,130	At par value	NIL	NIL	Indian shares
Ravi Kumar S.	President, Deputy COO	141,500	At par value	NIL	NIL	ADR
Mohit Joshi	President	133,650	At par value	NIL	NIL	ADR
Krishnamurthy Shankar	Group Head – HR & Infosys Leadership Institute	24,400	At par value	NIL	NIL	Indian shares
A.G.S. Manikantha	Company Secretary	4,000	At par value	NIL	NIL	Indian shares

# Jayesh Sanghrajka was appointed as Interim Chief Financial Officer effective November 17, 2018. He resumed his responsibilities as Deputy Chief Financial Officer effective March 1, 2019; During this period when he was Interim Chief Financial Officer he was granted 24,950 RSUs during this period.

@ Refer to nomination and remuneration policy of Infosys for the definition of senior managerial personnel

\* Adjusted for September 2018 bonus issue wherever applicable.

\*\* Stock incentives granted to Salil Parekh, CEO and MD

Pursuant to the approval of the shareholders through a postal ballot on February 20, 2018, Salil Parekh (CEO & MD) is eligible to receive under the 2015 Plan:

- an annual grant of RSUs of fair value ₹3.25 crore which will vest over time in 3 equal annual installments upon completion of each year of service from the respective grant date
- a one-time grant of RSUs of fair value ₹9.75 crore which will vest over time in 2 equal annual installments upon completion of each year of service from the grant date and
- annual grant of performance based RSUs of fair value ₹13 crore which will vest after completion of three years the first of which concludes on March 31, 2021, subject to achievement of performance targets set by the Board or its committee.

The Board based on the recommendations of the Nomination and Remuneration committee approved on February 27, 2018, the annual time based grant for fiscal 2018 of 56,512 RSUs (adjusted for September 2018 bonus issue) and the one-time time based grant of 1,69,536 RSUs (adjusted for September 2018 bonus issue) The grants were made effective February 27, 2018.

Further, the Board, based on the recommendations of the Nomination and Remuneration Committee, granted 217,200 (adjusted for September 2018 bonus issue) performance based RSUs to Salil Parekh with an effective date of May 2, 2018. The grants would vest upon successful completion of three full fiscal years with the Company concluding on March 31, 2021 and will be determined based on achievement of certain performance targets for the said three-year period

The Board based on the recommendations of the Nomination and Remuneration committee approved on January 11, 2019, the annual time based grant for fiscal 2019 of 42,930 RSUs. The grants was made effective February 1, 2019.

Note: No employee was granted options (including cash settled) amounting to 5% or more of the total options granted during the year. Similarly, there was no grant (including cash settled) in the year that was equal to or exceeding 1% of the issued capital of the company.