

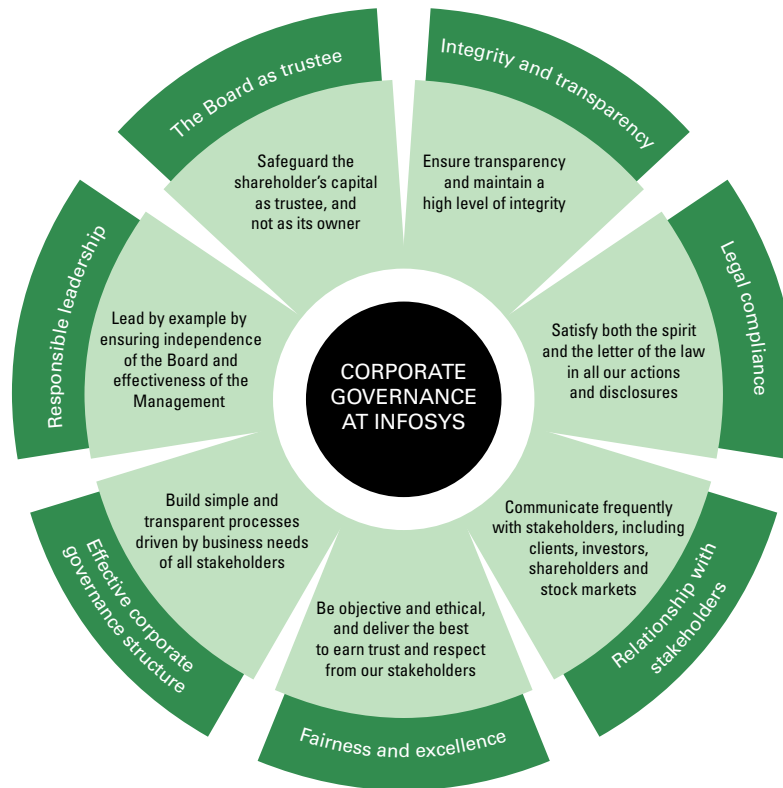
# Corporate governance report

## Our corporate governance philosophy

Our corporate governance is a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times.

## Corporate governance framework

Our corporate governance framework is guided by our core values – Client Value, Leadership by Example, Integrity and Transparency, Fairness and Excellence (C-LIFE) – and is based on the following principles:



We believe that an active, well-informed and independent board is necessary to ensure the highest standards of corporate governance. At Infosys, the Board is at the core of our corporate governance practice. The Board oversees the Management's functions and protects the long-term interests of our stakeholders.

As on March 31, 2018, the Board comprised nine members, of which six members are independent directors and one member is a non-executive, non-independent director. The non-executive, non-independent director is the Chairman of the Board. An independent director is the chairperson of each of the Board committees, namely audit, nomination and remuneration, stakeholders relationship, risk and strategy, finance and investment and corporate social responsibility (CSR) committees.

Our corporate governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as disclosures related to the leadership and governance of the Company.

## Compliance with global guidelines and standards

Infosys has been a front-runner in complying with global best practices in corporate governance. Starting with the landmark Cadbury Report in the UK in 1992, the enactment of the Sarbanes-Oxley Act, 2002, and the Consumer Protection Act, we have been following and complying with the best practices of corporate governance over the years.

SEBI has notified the Listing Regulations on September 2, 2015. The Listing Regulations have incorporated the principles for corporate governance in line with the Organisation for Economic Co-operation and Development (OECD) principles. The Listing Regulations also provide broad principles for periodic disclosures by listed entities in line with the International Organization of Securities Commissions (IOSCO) principles. We are in compliance with all the applicable requirements of the Listing Regulations.

SEBI had constituted a committee on June 2, 2017, under the Chairmanship of Uday Kotak, to address corporate governance gaps and to enhance long-term standards necessary to shape a strong and resilient governance apparatus for listed companies in India. SEBI, at its board meeting held on March 28, 2018, accepted several recommendations of the Kotak Committee with and without modifications along with timelines for implementation. We substantially comply with the recommendations of the Kotak Committee accepted by SEBI.

During the year, the Company was rated in the leadership category in a corporate governance study conducted jointly by BSE Limited (BSE) and the International Finance Corp (IFC), a member of the World Bank Group, and Institutional

Investors Advisory Services (IiAS), based on G20 / OECD principles which are globally accepted benchmarks for corporate governance.

We substantially comply with the Euroshareholders Corporate Governance Guidelines, 2000 and the recommendations of the Conference Board Commission on Public Trusts and Private Enterprises in the US. We also adhere to the United Nations Global Compact (UNGC) and the OECD principles.

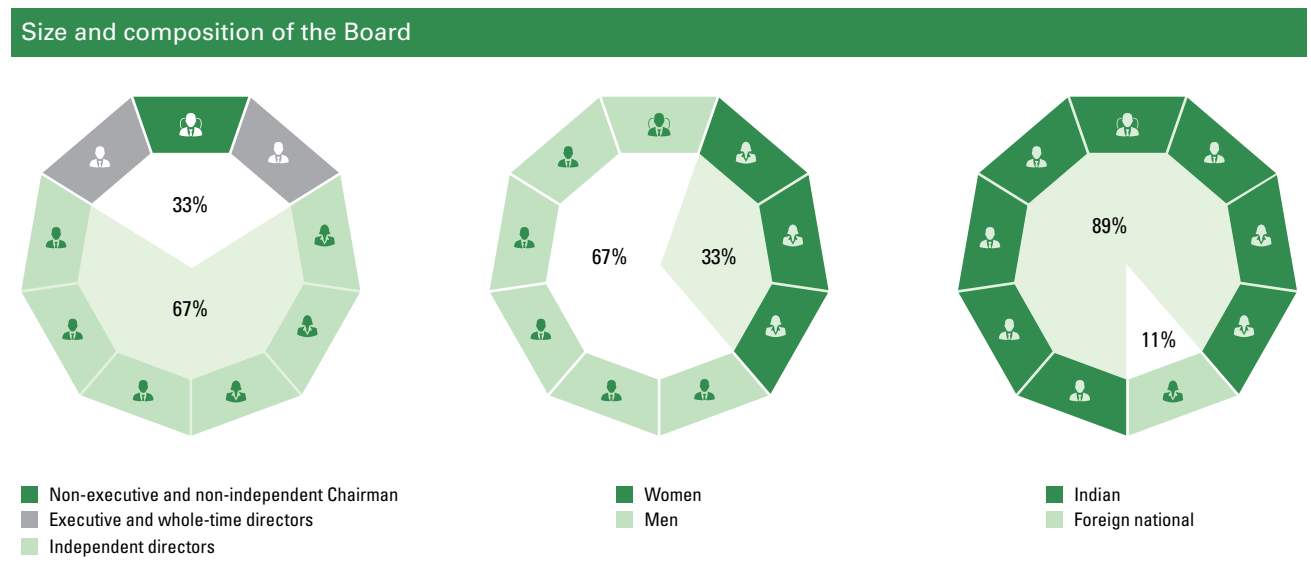
### Corporate governance guidelines

The Board has defined a set of corporate governance best practices and guidelines to help fulfill our corporate responsibility towards our stakeholders. These guidelines ensure that the Board will have the necessary authority and processes to review and evaluate our operations as and when required. Further, these guidelines allow the Board to make decisions that are independent of the Management. The Board may change these guidelines regularly to achieve our stated objectives. The guidelines can be accessed from our website, at <https://www.infosys.com/investors/corporate-governance/Documents/corporate-governance-guidelines.pdf>

## A. Board composition

### Size and composition of the Board

We believe that our Board needs to have an appropriate mix of executive, non-executive and independent directors to maintain its independence, and separate its functions of governance and management. Listing Regulations mandate that for a company with a non-executive chairman, who is a promoter, at least half of the Board should be independent directors. As on March 31, 2018, our Board comprised nine members, consisting of one non-executive, non-independent Chairman, two executive directors, and six independent directors. Independent directors constitute 67% of the Board's strength – more than the requirements of the Companies Act, 2013 and the Listing Regulations. Three out of nine members are women, making up 33% of the Board's strength. The Board periodically evaluates the need for change in its size and composition.



The average tenure of members on our Board is 2.6 years as of March 31, 2018. The average tenure of executive directors (whole-time directors) is 2.2 years, independent directors is 3.1 years and that of the non-executive, non-independent director is 0.6 years.

The average tenure of Board members in years as on March 31, 2018 was as follows :

Tenure on Board					Average tenure (in years)
Name of director	Original date of appointment	Tenure (in years) as on Mar 31, 2018	Term ending date	Subject to retirement by rotation	
<b>Non-executive and non-independent chairman</b>					Non-executive, non-independent chairman 0.6
Nandan M. Nilekani	Aug 24, 2017	0.6	NA	Yes	
<b>Executive / whole-time director</b>					Executive / Whole-time directors 2.2
Salil Parekh	Jan 02, 2018	0.2	Jan 01, 2023	Yes	
U.B. Pravin Rao <sup>(1)</sup>	Jan 10, 2014	4.2	Aug 17, 2022	Yes	
<b>Average tenure</b>		2.2			
<b>Independent director</b>					Independent directors 3.1
Kiran Mazumdar-Shaw	Jan 10, 2014	4.2	Mar 31, 2019	–	
Ravi Venkatesan <sup>(2)</sup>	Apr 15, 2011	7.0	Mar 31, 2019	–	
Roopa Kudva	Feb 04, 2015	3.2	Feb 03, 2020	–	
Dr. Punita Kumar-Sinha	Jan 14, 2016	2.2	Jan 13, 2021	–	
D.N. Prahlad	Oct 14, 2016	1.5	Oct 13, 2021	–	
D. Sundaram	Jul 14, 2017	0.7	Jul 13, 2022	–	
<b>Average tenure</b>		3.1			
					The Board 2.6

<sup>(1)</sup> Reappointed on August 18, 2017

<sup>(2)</sup> Reappointed on April 15, 2014

## Chairman of the Board

Nandan M. Nilekani is the Chairman effective August 24, 2017. R. Seshasayee resigned as Chairman effective August 24, 2017. Ravi Venkatesan was the Co-chairman between April 13, 2017 and August 24, 2017.

## Responsibilities of the Chairman, and the Chief Executive Officer and Managing Director

The Board, upon the recommendation of the nomination and remuneration committee, unanimously appointed Nandan M. Nilekani as the Chairman of the Board with effect from August 24, 2017 and Salil Parekh as the Chief Executive Officer and Managing Director (CEO & MD) with effect from January 2, 2018.

The responsibilities and authority of these officials are as follows :

The Chairman is the leader of the Board. As Chairman, he is responsible for fostering and promoting the integrity of the Board while nurturing a culture where the Board works harmoniously for the long-term benefit of the Company and all its stakeholders. The Chairman is primarily responsible for ensuring that the Board provides effective governance to the Company. In doing so, the Chairman will preside over meetings of the Board and of the shareholders of the Company. The Chairman will take a lead role in managing the Board and facilitate effective communication among directors. He is responsible for matters pertaining to governance, including the organization, composition and effectiveness of the Board and its committees, and the performance of individual directors in fulfilling their responsibilities. The Chairman will provide independent leadership to the Board, identify guidelines for the conduct and performance of directors, and oversee the management of the Board's

administrative activities, such as meetings, schedules, agenda, communication and documentation.

The Chairman will actively work with the nomination and remuneration committee to plan the composition of the Board and Board committees, induct directors to the Board, plan for director succession, participate in the Board effectiveness evaluation process and meet with individual directors to provide constructive feedback and advice.

The CEO & MD is responsible for corporate strategy, brand equity, planning, external contacts and all matters related to the management of the Company. He is also responsible for achieving annual and long-term business targets, maintaining awareness of both the external and the internal competitive landscape, opportunities for expansion, customers, markets, new industry developments and standards, and acquisitions for enhancing shareholder value and implementing the organization's vision, mission, and overall direction.

The CEO & MD acts as a link between the Board and the Management and is also responsible for leading and evaluating the work of other executive leaders including Chief Operating Officer (COO), presidents and executive vice presidents as per the organization structure.

## Lead Independent Director

The Board, at its meeting held on April 13, 2018, appointed Kiran Mazumdar-Shaw, chairperson of the nomination and remuneration committee and the CSR committee, as the Lead Independent Director. The role of the lead independent director is to provide leadership to the independent directors, liaise on behalf of the independent directors and ensure the Board's effectiveness to maintain high-quality governance of the organization and the effective functioning of the Board.

## Role of the Board of Directors

The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic direction to the Company. As trustees, the Board has fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth. The Board exercises its duties with care, skill and diligence, and exercises independent judgment. It sets strategic goals and seeks accountability for their fulfillment. It also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfills stakeholders' aspirations and societal expectations.

## Definition of independent directors

The Companies Act, 2013 and the Listing Regulations define an 'independent director' as a person who is not a promoter or employee or one of the key managerial personnel of the company or its subsidiaries. They also state that the person should not have a material pecuniary relationship or transactions with the company or its subsidiaries, apart from receiving remuneration as an independent director.

We abide by these definitions of independent director in addition to the definitions of an independent director as laid down in the New York Stock Exchange (NYSE) listed company manual and the Sarbanes-Oxley Act, and US securities laws by virtue of our listing on the NYSE in the US.

## Key Board qualifications, expertise and attributes

The Infosys Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its committees. The Board members are committed to ensuring that the Infosys Board is in compliance with the highest standards of corporate governance.

The table below summarizes the key qualifications, skills, and attributes which are taken into consideration while nominating candidates to serve on the Board.

Definitions of director qualifications	
Financial	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions
Gender, ethnic, national, or other diversity	Representation of gender, ethnic, geographic, cultural, or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide
Global business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities
Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth
Technology	A significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business models
Mergers and acquisitions	A history of leading growth through acquisitions and other business combinations, with the ability to assess 'build or buy' decisions, analyze the fit of a target with the Company's strategy and culture, accurately value transactions, and evaluate operational integration plans
Board service and governance	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices
Sales and marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation

## Board membership criteria

The nomination and remuneration committee works with the entire Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual members. Members are expected to possess the required qualifications, integrity, expertise and experience for the position. They should also possess deep expertise and insights in sectors / areas relevant to the Company, and ability to contribute to the Company's growth.

The age limit for a managing director / executive director is 60 years, while the age limit for an independent / non-executive director is 70 years. A director's term may be extended at the discretion of the committee beyond the age of 60 or 70 years with shareholders' approval by passing a special resolution, based on the explanatory statement annexed to the Notice for such motion indicating the justification for the extension of appointment beyond 60 or 70 years as the case may be.

Based on the disclosures received from all the independent directors and also in the opinion of the Board, the independent directors fulfill the conditions specified in Companies Act, 2013, NYSE listing manual and Listing Regulations and are independent of the Management.

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Key Board qualifications								
Name of director	Area of expertise							
	Financial	Diversity <sup>(1)</sup>	Global business	Leadership	Technology	Mergers and acquisitions	Board service and governance	Sales and marketing
<b>Nandan M. Nilekani</b> Chairman								
<b>Salil Parekh</b> Chief Executive Officer and Managing Director							-	
<b>U.B. Pravin Rao</b> Chief Operating Officer								
<b>Kiran Mazumdar-Shaw</b> Lead Independent Director					-			
<b>Ravi Venkatesan</b> Independent Director								
<b>Roopa Kudva</b> Independent Director					-			-
<b>Dr. Punita Kumar-Sinha</b> Independent Director					-			-
<b>D.N. Prahlad</b> Independent Director								
<b>D. Sundaram</b> Independent Director					-			-

<sup>(1)</sup> Gender, ethnic, nationality, and others

## Selection of new directors

The Board is responsible for the selection of new directors. The Board delegates the screening and selection process to the nomination and remuneration committee, which consists exclusively of independent directors. The committee, based on defined criteria, makes recommendations to the Board on the induction of new directors.

## Training of Board members

All new non-executive directors inducted to the Board are introduced to our Company culture through orientation sessions. Executive directors and senior management provide an overview of operations, and familiarize the new non-executive directors on matters related to our values and commitments. They are also introduced to the organization structure, services, Group structure and subsidiaries, constitution, Board procedures, matters reserved for the Board, major risks and risk management strategy. The details of familiarization program are also available on the Company's website at <https://www.infosys.com/investors/reports-filings/Documents/training-board-members2018.pdf>.

The Board's policy is to have separate meetings regularly with independent directors to update them on all business-related issues and new initiatives. At such meetings, the executive directors and other members of the senior management share points of view and leadership thoughts on relevant issues.

We also facilitate the continual educational requirements of our directors. Each director is entitled to a training fee of

US\$ 5,000 per year. Support is provided for independent directors if they choose to attend educational programs in the areas of Board / corporate governance.

Non-executive and independent directors of the Board are familiarized through various kinds of engagements such as:

**Deep dives and immersion sessions:** Deep dives and immersion sessions are conducted by senior executives on their respective business units. The business unit can be an industry vertical or a service offering unit. Key aspects that are covered in these sessions include:

- Industry / market and technology trends
- Competition
- The Company's performance
- Strategic bets and their progress
- Future outlook

**Strategy retreat:** As part of our annual strategy planning process, we organize a Management strategy retreat with the Board to deliberate on various topics related to strategic alternatives, progress of ongoing strategic initiatives, risks to strategy execution and the need for new strategic programs required to achieve the Company's long-term objectives. Cross-functional teams develop each strategic theme, and each team is mentored by one or more Board members. This serves the dual purpose of providing a platform for Board members to bring their expertise to the projects, while also providing an opportunity for them to understand detailed aspects of execution and challenges relating to the specific theme.

The above are specific mechanisms through which members of the Board are familiarized with the Company culture and operations. Apart from these, there could be additional meetings or sessions on demand on specific topics. All directors attend the familiarization programs as these are scheduled to coincide with the Board meeting calendar to give them an opportunity to attend.

The details of the training programs attended by Board members other than executive directors in fiscal 2018 are as follows:

Name of director	No. of training hours attended during fiscal 2018
Nandan M. Nilekani	11
Kiran Mazumdar-Shaw	12
Ravi Venkatesan	15
Roopa Kudva	15
Dr. Punita Kumar-Sinha	14
D.N. Prahlad	12
D. Sundaram	11
R. Seshasayee	3
Prof. Jeffrey S. Lehman	3
Prof. John W. Etchemendy	3
Total hours	99

Note: The training program for fiscal 2018 includes deep dive and immersion sessions on various topics such as cyber security, market trends on products and services, overview on regulations and disclosures, and strategy retreat.

## Membership term

The Board constantly evaluates the contribution of members and periodically shares updates with the shareholders about reappointments consistent with applicable statutes. The current law in India mandates that two-third of the non-independent directors be liable to retire by rotation every year, and one-third of them mandatorily retire by rotation, and qualifies the retiring members for reappointment. Executive directors are appointed by the shareholders for a maximum period of five years, but are eligible for reappointment upon completion of their term. An independent director shall hold office for a term of up to five consecutive years on the Board of the Company and will be eligible for reappointment on the passing of a special resolution by the shareholders.

## Board member evaluation

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the nomination and remuneration committee to lay down the evaluation criteria for the performance of the Chairman, the Board, Board committees, and executive / non-executive / independent directors through a peer evaluation, excluding the director being evaluated.

Independent directors have three key roles – governance, control and guidance. Some of the performance indicators, based on which the independent directors, are evaluated include:

- The ability to contribute to and monitor our corporate governance practices
- The ability to contribute by introducing international best practices to address business challenges and risks

- Active participation in long-term strategic planning
- Commitment to the fulfillment of a director's obligations and fiduciary responsibilities; these include participation in Board and committee meetings.

To improve the effectiveness of the Board and its committees, as well as that of each individual director, a formal and rigorous Board review is internally undertaken on an annual basis.

The Board had engaged Egon Zehnder, a leadership advisory firm on board matters, to conduct Board evaluation for fiscal 2018. The evaluation process focused on Board dynamics and softer aspects. The process involved independent discussions with all Board members.

The Board evaluation was completed for fiscal 2018, and the summary of findings and recommendations was discussed on April 12 and 13, 2018.

## Succession planning

The nomination and remuneration committee works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in the senior management. The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavor to introduce new perspectives while maintaining experience and continuity.

By integrating workforce planning with strategic business planning, the Company puts the necessary financial and human resources in place so that its objectives can be met.

Our Board includes nine directors with broad and diverse skills and viewpoints to aid the Company in advancing its strategy. In addition, promoting senior management within the organization fuels the ambitions of the talent force to earn future leadership roles.

## Board and executive leadership compensation policy

In order to adapt to the changing business context and the highly competitive environment that we operate in, our executive compensation philosophy has evolved to reward long-term sustainable performance. Our Executive Compensation Policy moves away from a predominantly cash-based compensation structure to a total rewards structure where a significant portion of the rewards is in the form of stock incentives. The details of executive leadership compensation is available at <https://www.infosys.com/investors/reports-filings/Documents/statement-executives-compensation2018.pdf>.

The nomination and remuneration committee determines and recommends to the Board the compensation payable to directors. All Board-level compensation is approved by the shareholders and disclosed separately in the financial statements. Remuneration for the executive directors comprises a fixed component and a variable component, including stock incentives. The committee makes a periodic appraisal of the performance of the executive directors based on a detailed performance matrix. The annual compensation of the executive directors is approved by the committee and placed before the shareholders at the shareholders' meeting / postal ballot.



The executive directors of the Company are entitled to an annual / half-yearly variable pay, including stock incentives, which is subject to the achievement of certain periodic milestones by the Company, as determined by the Board. The Board may reserve the authority to set such milestones on a GAAP or non-GAAP basis.

The compensation payable to the independent directors is limited to a fixed amount per year as determined and approved by the Board, the sum of which does not exceed 1% of net profits for the year, calculated as per the provisions of the Companies Act, 2013. The Board reviews the performance of independent directors on an annual basis.

In accordance with the Listing Regulations, no employee of the Company, including key managerial personnel or promoter, may enter into an agreement for himself, or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit-sharing in connection with dealings in the securities of the Company, unless it has been approved by a majority of the shareholders by way of an ordinary resolution. In such general meeting, those persons who are affected by such resolutions shall abstain from voting.

## Remuneration to directors in fiscal 2018

in ₹ crore

Name of director	Fixed salary			Bonus / incentives / variable pay	Perquisites on account of stock options exercised <sup>(1)</sup>	Commission	Total
	Base salary (A)	Retiral benefits (B)	Total fixed salary (A+B)				
<b>Non-executive, non-independent director</b>							
Nandan M. Nilekani <sup>(2)</sup>	–	–	–	–	–	–	–
<b>Executive directors</b>							
Salil Parekh <sup>(3)(4)</sup>	1.41	0.09	1.50	<sup>(5)</sup> 2.48	–	–	3.98
U.B. Pravin Rao <sup>(6)</sup>	4.23	0.18	4.41	3.81	<sup>(7)</sup> –	–	8.22
Dr. Vishal Sikka <sup>(8)(9)</sup>	4.62	0.18	4.80	1.34	<sup>(10)</sup> 6.78	–	12.92
<b>Independent directors</b>							
Kiran Mazumdar-Shaw	–	–	–	–	–	1.00	1.00
Ravi Venkatesan	–	–	–	–	–	1.43	1.43
Roopa Kudva	–	–	–	–	–	0.97	0.97
Dr. Punita Kumar-Sinha	–	–	–	–	–	1.33	1.33
D.N. Prahlad	–	–	–	–	–	0.95	0.95
D. Sundaram <sup>(11)</sup>	–	–	–	–	–	0.70	0.70
R. Seshasayee <sup>(12)</sup>	–	–	–	–	–	0.84	0.84
Prof. Jeffrey S. Lehman <sup>(12)</sup>	–	–	–	–	–	0.89	0.89
Prof. John W. Etchemendy <sup>(12)</sup>	–	–	–	–	–	0.60	0.60

Notes: The details in the above table are on accrual basis. For details on the number of equity shares held by the directors, refer to *Annexure 6* to the *Board's report*.

<sup>(1)</sup> In accordance with the definition of perquisites under the Income-tax Act, 1961, the remuneration includes the value of stock incentives only on those shares that have been exercised during the period. Accordingly, the value of stock incentives granted during the period is not included. The number of stock incentives granted in fiscal 2018 is mentioned in the notes below.

<sup>(2)</sup> Appointed as Chairman effective August 24, 2017. He voluntarily chose not to receive any remuneration for his services rendered to the Company.

<sup>(3)</sup> Appointed as Chief Executive Officer and Managing Director effective January 2, 2018. The appointment is for a term of five years with effect from January 2, 2018 to January 1, 2023 and the remuneration is approved by shareholders vide a postal ballot concluded on February 20, 2018.

<sup>(4)</sup> Pursuant to the approval of the shareholders through a postal ballot on February 20, 2018, Salil Parekh is eligible to receive the following under the 2015 Plan,

- an annual grant of RSUs of fair value ₹3.25 crore which will vest over time in three 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 two equal annual installments upon completion of each year of service from the grant date, and
- an 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 28,256 RSUs and a one-time, time-based grant of 84,768 RSUs. The grants were made effective February 27, 2018.

<sup>(5)</sup> Includes variable pay for the period from January 2, 2018 to March 31, 2018 is paid at an amount equal to 100% of target variable pay.

<sup>(6)</sup> Appointed as Interim Chief Executive Officer and Managing Director effective August 18, 2017. Subsequently, on January 2, 2018, re-designated as Chief Operating Officer and Whole-time Director. The salary remains unchanged on the appointment and redesignation.

- (7) On March 31, 2017, the shareholders vide a postal ballot approved a revision in the salary of U.B. Pravin Rao, COO and Whole-time Director, effective November 1, 2016. Based on fiscal 2016 performance, the nomination and remuneration committee, at its meeting held on October 14, 2016, recommended a grant of 27,250 RSUs and 43,000 ESOPs, amounting to ₹4 crore to U.B. Pravin Rao, under the 2015 Plan and the same was approved by the shareholders through a postal ballot on March 31, 2017. These RSUs and ESOPs were granted effective May 2, 2017.
- (8) Resigned as Chief Executive Officer and Managing Director effective August 18, 2017 and as Executive Vice Chairman effective August 24, 2017.
- (9) Includes US\$0.25 million (approximately ₹1.60 crore) and US\$0.21 million (approximately ₹1.34 crore) as part of 90 days base pay in lieu of notice and variable pay, respectively, for fiscal 2018 on account of resignation.
- (10) Perquisite value of stock incentives on account of exercise of 70,772 RSUs. Consequent to his resignation from the Company on August 24, 2017, the unvested stock incentives (time-based and performance-based awards) granted to him were forfeited.
- (11) Appointed effective July 14, 2017.
- (12) Resigned effective August 24, 2017

## Non-executive / independent directors' remuneration (commission)

Shareholders, at the 34th Annual General Meeting (AGM) held on June 22, 2015, approved a sum not exceeding 1% of the net profits of the Company per annum calculated in accordance with the provisions of Section 198 of the Act, to be paid and distributed among some or all of the directors of the Company (other than the Managing Director and whole-time directors) in a manner decided by the Board. This payment will be made with respect to the profits of the Company for each year.

We have paid ₹8.71 crore to our independent directors for the year ended March 31, 2018. Nandan M. Nilekani, Chairman, voluntarily chose not to receive any remuneration for his services rendered to the Company. Additionally, independent directors are also reimbursed for expenses incurred in performance of official duties. The aggregate amount was arrived at using the following criteria :

Particulars	in ₹ crore	in US\$
Fixed Board fee	0.49	75,000
Board / committee attendance fee <sup>(1)</sup>	0.16	25,000
Non-executive chairman fee	0.98	1,50,000
Chairperson – audit committee	0.20	30,000
Members – audit committee	0.13	20,000
Chairperson – other committees	0.13	20,000
Members – other committees	0.07	10,000
Travel fee (per meeting) <sup>(2)</sup>	0.07	10,000
Incidental fees (per meeting) <sup>(3)</sup>	0.01	1,000

Notes: 1 US\$ = ₹65.18 as on March 31, 2018

- (1) The Company normally has five regular Board meetings in a year. Independent directors are expected to attend the four quarterly Board meetings and the AGM.
- (2) For directors based overseas, the travel fee shown is per Board meeting. This is based on the fact that additional travel time of two days will have to be accommodated for independent directors to attend Board meetings in India.
- (3) For directors based overseas, incidental fees shown is per Board meeting. This fee is paid to non-executive directors for expenses incurred during their travel to attend Board meetings in India.

The Board believes that the above compensation structure is commensurate with global best practices in terms of remunerating non-executive / independent directors of a company of similar size, and adequately compensates for the time and contribution made by our non-executive / independent directors.

## Employment agreements with executive directors

### Salil Parekh, Chief Executive Officer and Managing Director

The Company entered into an executive employment agreement with Salil Parekh effective January 2, 2018. The agreement is available on our website, at <https://www.infosys.com/investors/reports-filings/Documents/CEO-executive-employment-agreement2018.pdf>. The shareholders approved the appointment and key terms of the agreement with Salil Parekh as CEO & MD, vide a postal ballot concluded on February 20, 2018. The postal ballot notice is available on our website, at <https://www.infosys.com/investors/Documents/postal-ballot-jan2018.pdf>

### U.B. Pravin Rao, Chief Operating Officer and Whole-time Director

The Company entered into an executive employment agreement with U.B. Pravin Rao effective November 1, 2016. The agreement is available on our website, at <https://www.infosys.com/investors/reports-filings/Documents/COO-executive-employment-agreement2018.pdf>. The shareholders approved the revised terms of agreement with U.B. Pravin Rao vide a postal ballot concluded on March 31, 2017. The postal ballot notice is available on our website, at <https://www.infosys.com/investors/Documents/postal-ballot-notice-feb2017.pdf>.

Further, upon the resignation of Dr. Vishal Sikka, the Board appointed U.B. Pravin Rao, as Interim Chief Executive Officer and Managing Director at its meeting held on August 18, 2017. However, there was no change in the remuneration and terms of the employment agreement. With the appointment of Salil Parekh as Chief Executive Officer and Managing Director, the Board, at its meeting held on December 2, 2017, re-designated U.B. Pravin Rao as Chief Operating Officer and Whole-time Director with effect from January 2, 2018. His re-designation was also approved by the shareholders through a postal ballot concluded on February 20, 2018. The postal ballot notice is available on our website, at <https://www.infosys.com/investors/Documents/postal-ballot-jan2018.pdf>

## Indemnification and mutual release agreements

We have also entered into agreements to indemnify our directors and officers for claims brought against them to the fullest extent permitted under applicable law. These agreements, among other things, indemnify our directors and officers for certain expenses, judgments, fines and settlement amounts



incurred by any such person in any action or proceeding, including any action by or in the right of Infosys Limited, arising out of such persons' services as our director or officer, expenses in relation to public relation consultation if required. The agreements for mutual release of claims were entered by the Company with R. Seshasayee, Prof. Jeffrey Lehman and Prof. John Etchemendy at the time of their resignations from the Board. A separation agreement was entered with Dr. Vishal Sikka at the time of his resignation which includes mutual release and non-disparagement obligation.

### Memberships in other boards

An executive director may, with the prior consent of the Chairman of the Board, serve on the Board of two other

business entities, provided that such business entities are not in direct competition with our operations. Executive directors are also allowed to serve on the boards of corporate or government bodies whose interests are germane to the future of the IT and software business or the key economic institutions of the nation, or whose prime objective is to benefit society.

Independent directors are not expected to serve on the boards of competing companies. There are no other limitations except those imposed by law and good corporate governance practices.

The composition of the Board, and directorships held, as on March 31, 2018 are as follows:

Name of the director	Designation	Age	India-listed companies <sup>(1)</sup>	All companies around the world <sup>(2)</sup>	Committee memberships <sup>(3)</sup>	Chairperson of committees <sup>(3)</sup>
<b>Non-executive, non-independent director</b>						
Nandan M. Nilekani		62	1	5	–	–
<b>Whole-time directors</b>						
Salil Parekh	Chief Executive Officer and Managing Director	53	1	1	–	–
U.B. Pravin Rao	Chief Operating Officer and Whole-time Director	56	1	2	–	–
<b>Independent directors</b>						
Kiran Mazumdar-Shaw <sup>(4)</sup>	Lead Independent Director	65	6	16	3	–
Ravi Venkatesan	Independent Director	55	2	2	1	1
Roopa Kudva	Independent Director	54	1	3	3	–
Dr. Punita Kumar-Sinha	Independent Director	55	6	10	6	2
D.N. Prahlad	Independent Director	62	1	7	–	1
D. Sundaram	Independent Director	65	4	8	3	4

Notes: There are no *inter-se* relationships between our Board members.

<sup>(1)</sup> Including directorship in Infosys Limited

<sup>(2)</sup> Directorship in companies around the world (listed, unlisted and private limited companies), including Infosys Limited and its subsidiaries

<sup>(3)</sup> As required by Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure includes membership / chairpersonship of the audit committee and stakeholders relationship committee in Indian public companies (listed and unlisted).

<sup>(4)</sup> Appointed as Lead Independent Director effective April 13, 2018

## B. Board meetings




### Scheduling and selection of agenda items for Board meetings

The dates of Board meetings for the next fiscal are decided in advance and published in the Annual Report as part of *Shareholder information*. The non-executive Chairman of the Board and the Company Secretary draft the agenda for each meeting, along with explanatory notes, in consultation with the CEO & MD, and distribute these in advance to the directors. Every Board member can suggest the inclusion of additional items in the agenda. The Board meets at least once a quarter to review the quarterly results and other items on the agenda, and also on the occasion of the AGM. Additional meetings are held when necessary. Independent directors are expected to attend at least four Board meetings in a year.

However, with the Board being represented by independent directors from various parts of the world, it may not be possible for each one of them to be physically present at all meetings. Hence, we provide video / teleconferencing facilities to enable their participation. Committees of the Board usually meet the day before the Board meeting, or whenever the need arises for transacting business. The Board members are expected to rigorously prepare for, attend and participate in Board and applicable committee meetings. Each member is expected to ensure their other current and planned future commitments do not materially interfere with their responsibilities with us. During the year ended March 31, 2018, 11 Board meetings were held. These were held on April 12-13, 2017; June 24, 2017; July 13-14, 2017; August 3, 2017; August 18, 2017; August 19, 2017; August 24, 2017; August 25, 2017; October 23-24, 2017; December 2, 2017; January 11-12, 2018.

## Attendance of directors during fiscal 2018

Board meeting and AGM attendance of directors during 2017-18																
Name of director	AGM June 24, 2017	Board meeting number											Held during tenure (A)	Attended (B)	% of attendance (B / A)	
		1	2	3	4	5	6	7	8	9	10	11				
Nandan M. Nilekani <sup>(1)</sup>	–	–	–	–	–	–	–	–	–	–	–	–	–	5	5	100
Salil Parekh <sup>(2)</sup>	–	–	–	–	–	–	–	–	–	–	–	–	–	1	1	100
U.B. Pravin Rao <sup>(3)</sup>	–	–	–	–	–	–	–	–	–	–	–	–	–	11	10	91
Kiran Mazumdar-Shaw <sup>(5)</sup>	–	–	–	–	–	–	–	–	–	–	–	–	–	11	9	82
Ravi Venkatesan <sup>(4)</sup>	–	–	–	–	–	–	–	–	–	–	–	–	–	11	10	91
Roopa Kudva	–	–	–	–	–	–	–	–	–	–	–	–	–	11	9	82
Dr. Punita Kumar-Sinha	–	–	–	–	–	–	–	–	–	–	–	–	–	11	10	91
D.N. Prahlad	–	–	–	–	–	–	–	–	–	–	–	–	–	11	11	100
D. Sundaram <sup>(6)</sup>	–	–	–	–	–	–	–	–	–	–	–	–	–	9	9	100
R. Seshasayee <sup>(7)</sup>	–	–	–	–	–	–	–	–	–	–	–	–	–	7	6	86
Dr. Vishal Sikka <sup>(8)</sup>	–	–	–	–	–	–	–	–	–	–	–	–	–	7	5	71
Prof. Jeffrey S. Lehman <sup>(9)</sup>	–	–	–	–	–	–	–	–	–	–	–	–	–	7	4	57
Prof. John W. Etchemendy <sup>(9)</sup>	–	–	–	–	–	–	–	–	–	–	–	–	–	7	6	86

 Attended in person / through video conference  
  Leave of absence  
  Attended through audio conference (not counted for quorum and for calculating % of attendance)

<sup>(1)</sup> Appointed as non-executive, non-independent director and Chairman of the Board effective August 24, 2017

<sup>(2)</sup> Appointed as CEO & MD effective January 2, 2018

<sup>(3)</sup> Appointed as Interim CEO & MD effective August 18, 2017 and re-designated as COO and Whole-time Director effective January 2, 2018

<sup>(4)</sup> Appointed as Co-Chairman of the Board effective April 13, 2017 and resigned as Co-Chairman of the Board effective August 24, 2017

<sup>(5)</sup> Appointed as Lead Independent Director effective April 13, 2018

<sup>(6)</sup> Appointed as independent director effective July 14, 2017

<sup>(7)</sup> Resigned as Chairman and independent director effective August 24, 2017

<sup>(8)</sup> Resigned as CEO & MD effective August 18, 2017 and as director and executive vice chairman effective August 24, 2017

<sup>(9)</sup> Resigned as independent directors effective August 24, 2017

### Availability of information to Board members

The Board has unrestricted access to all Company-related information, including that of our employees. At Board meetings, managers and representatives who can provide additional insights into the items being discussed are invited. Information is provided to the Board members on a continuous basis for their review, inputs and approval periodically. Strategic and operating plans are presented to the Board in addition to the quarterly and annual financial statements. Specific cases of acquisitions, important managerial decisions, material positive / negative developments and statutory matters are presented to the committees of the Board and later, with the recommendation of the committees, to the Board for its approval. As a process, information to directors is submitted along with the agenda well in advance of Board meetings. Inputs and feedback of Board members are taken and considered while preparing the agenda and documents for the Board meetings. Deep dive and immersion sessions are conducted by senior executives in their respective business units. At these meetings, directors can provide their inputs and suggestions on various strategic and operational matters.

### Meeting of independent directors

Schedule IV of the Companies Act, 2013 and the Rules thereunder mandate that the independent directors of the Company hold at least one meeting in a year, without the attendance of non-independent directors and members of the Management.

































Even before the Companies Act, 2013 came into effect, our Board's policy mandated quarterly meetings attended exclusively by the independent directors. At such meetings, the independent directors discuss, among other matters, the performance of the Company and risks faced by it, the flow of information to the Board, competition, strategy, leadership strengths and weaknesses, governance, compliance, Board movements, human resource matters and performance of the executive members of the Board, including the Chairman.



### Materially significant related party transactions

There have been no materially significant related party transactions, monetary transactions or relationships between the Company and its directors, the Management, subsidiaries or relatives, except for those disclosed in the Board's report. Detailed information on materially significant related party transactions is enclosed as *Annexure 2* to the *Board's report*.

## C. Board committees

The Board, as on March 31, 2018, had six committees: audit committee, corporate social responsibility (CSR) committee, nomination and remuneration committee, risk and strategy committee, stakeholders relationship committee and finance and investment committee. All committees except the CSR committee consist entirely of independent directors.

Board and committee composition							
Name of director	Board	Audit committee	Risk and strategy committee	Nomination and remuneration committee	Stakeholders relationship committee	Corporate social responsibility committee	Finance and investment committee <sup>(1)</sup>
Nandan M. Nilekani							
Salil Parekh							
U.B. Pravin Rao							
Kiran Mazumdar-Shaw							
Ravi Venkatesan							
Roopa Kudva							
Dr. Punita Kumar-Sinha							
D.N. Prahlad							
D. Sundaram							
<b>Total no. of members</b>	<b>9</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>3</b>	<b>4</b>	<b>4</b>

 Chairperson  Member

<sup>(1)</sup> Dissolved effective April 13, 2018.

Note: The committee of directors, constituted on April 13, 2017, was dissolved effective January 12, 2018.

The Board, in order to execute the buyback procedures, had on August 19, 2017 formed the buyback committee comprising three directors, CFO, Deputy CFO, Group General Counsel and Company Secretary as members of the committee.

The Board, in consultation with the nomination and remuneration committee, is responsible for assigning and fixing terms of service for committee members. It delegates these powers to the nomination and remuneration committee.

The non-executive chairman of the Board, in consultation with the Company Secretary and the committee chairperson, determines the frequency and duration of the committee meetings. Normally, all the committees meet four times a year. The recommendations of the committees are submitted to the Board for approval. During the year, all recommendations of the committees were approved by the Board.

The quorum for meetings is the higher of two members or one-third of the total number of members of the committee.

### 1. Audit committee

Our audit committee comprised four independent directors as on March 31, 2018:

- D. Sundaram, *Chairperson and Financial Expert*
- Roopa Kudva
- Ravi Venkatesan
- Dr. Punita Kumar-Sinha

D. Sundaram was appointed as member of the committee effective July 14, 2017 and Chairperson of the committee effective October 24, 2017.

Dr. Punita Kumar-Sinha was appointed as a member of the committee effective July 14, 2017.

Roopa Kudva ceased to be Chairperson of the committee effective October 24, 2017 but continued as a member of the committee.

Ravi Venkatesan ceased to be a member of the committee effective July 14, 2017 and was re-appointed as a member of the committee effective October 24, 2017.

Prof. Jeffrey S. Lehman. and R. Seshasayee ceased to be members of the committee effective August 24, 2017.

The Company Secretary acts as the secretary to the audit committee.

The primary objective of the audit committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The committee oversees the work carried out in the financial reporting process by the Management, the internal auditors and the independent auditors, and notes the processes and safeguards employed by each of them. The audit committee is responsible to select, evaluate and, where appropriate, replace the independent auditors in accordance with the law. All possible measures are taken by the committee to ensure the objectivity and independence of the independent auditors.

In India, we are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). We are also listed on the NYSE, Euronext Paris and Euronext London. In India, Regulation 18 of the Listing Regulations and in the US, the Blue Ribbon Committee set up by the U.S. Securities and Exchange Commission (SEC) mandate that listed companies adopt an appropriate audit committee

charter. The audit committee charter containing exhaustive terms of reference was amended on April 13, 2018 and is available on our website, at [https://www.infosys.com/investors/](https://www.infosys.com/investors/corporate-governance/Documents/audit-committee-charter.pdf)

[corporate-governance/Documents/audit-committee-charter.pdf](https://www.infosys.com/investors/corporate-governance/Documents/audit-committee-charter.pdf). The Board accepted all recommendations made by the audit committee during the year.

### Audit committee attendance

The audit committee held seven meetings during the year ended March 31, 2018. These were held on April 12, 2017, July 12 & 13, 2017, August 18, 2017, August 24, 2017, October 23 & 24, 2017, January 11 & 12, 2018 and March 16, 2018. The attendance details of the audit committee meetings are as follows:

Audit committee meeting										
Name of director	Committee meeting number							Held during tenure (A)	Attended (B)	% of attendance (B / A)
	1	2	3	4	5	6	7			
D. Sundaram	-	-						5	5	100
Roopa Kudva								7	6	86
Ravi Venkatesan			-	-	-			4	4	100
Dr. Punita Kumar-Sinha	-	-						5	5	100
Prof. Jeffrey S. Lehman					-	-	-	4	3	75
R. Seshasayee					-	-	-	4	4	100

Attended in person / through video conference   
 Leave of absence   
 Attended through audio conference (not counted for quorum and for calculating % of attendance)

### Audit committee report for the year ended March 31, 2018

The audit committee is guided by the charter adopted by the Board, available on the Company's website, at <https://www.infosys.com/investors/corporate-governance/Documents/audit-committee-charter.pdf>. The charter is reviewed annually and was last amended on April 13, 2018 to keep it relevant to the current composition and functions of the committee.

The audit committee helps the Board monitor the Management's financial reporting process, and ensure that the disclosures are not only accurate and timely, but follow the highest levels of transparency, integrity and quality of financial reporting. The committee also oversees the work of the internal and the independent auditors, and reviews the processes and safeguards employed by them. The audit committee is responsible for recommending selection, evaluation and, where appropriate, replacement of the independent auditors in accordance with the law. It recommends to the Board the remuneration and terms of appointment of the internal, secretarial and independent auditors. All possible measures are taken by the committee to ensure the objectivity and independence of the independent auditors. In addition, the committee reviews the policies, processes and controls relating to the valuation of undertakings or assets of the Company that are carried out as and when required.

The committee is comprised solely of independent directors and fulfills the requirements of audit committee charter, as well as Section 149 of the Companies Act, 2013, Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and NYSE guidelines. The committee complies with the SEBI Listing Regulations, NYSE Euronext London and Euronext Paris exchange rules relating to its composition, independence of its members, disclosures relating to non-independent members, financial expertise of members and the audit committee charter. To carry out its responsibilities

efficiently and transparently, the committee relies on the Management's financial expertise, and that of the internal and the independent auditors. The Management is responsible for the Company's internal control over financial reporting and the financial reporting process. The independent auditors are responsible for performing an independent audit of the Company's financial statements in accordance with the Generally Accepted Auditing Principles and for issuing a report based on the audit.

The audit committee met seven times and also held several meetings throughout the year over telephone calls for timely resolution of issues during fiscal 2018. The Management shared the Company's financial statements, prepared in accordance with the Indian Accounting Standards (Ind AS) as specified under the Companies Act, 2013, read with the relevant rules thereunder and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board, with the committee. The committee held discussions with the auditors (whenever necessary, without any member of the Management being present) regarding the Company's audited financial statements and sought the auditors' judgment about the quality and applicability of the accounting principles, the reasonableness of significant judgment and the adequacy of disclosures in the financial statements. The Committee also reviewed with independent auditors the nature and scope of audit coverage, to ascertain adequacy and appropriateness. They also reviewed the management discussion and analysis of financial condition and results of operations.

The committee also discussed with the auditors the matters required by Public Company Accounting Oversight Board (PCAOB) Auditing Standard 1301, as adopted by the PCAOB in Rule 3200. Besides discussing the overall scope and plan for the internal audit, and requirements of SEC, SEBI and other regulatory bodies, the committee also reviewed

the adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs. As part of continuous improvements, a revision to the Code of Conduct and Ethics was recommended to the Board and was duly approved. The Committee also reviewed the other financial policies including the Treasury Policy, covering instruments and foreign currency hedges. The committee, on a periodic basis, reviewed the process adopted by the Management on impairment of assets including financial assets and goodwill.

The committee granted omnibus approval for the related party transactions proposed to be entered into by the Company during fiscal 2018. On a periodic basis, the committee reviewed and approved transactions of the Company with related parties and recommended the Board for approval as and when necessary.

During the year, the Committee reviewed and approved the Capital Allocation policy and recommended to the Board for adoption.

The committee monitored and reviewed investigations of the whistleblower complaints received during the year.

During the year, the committee also recommended the Board to submit a settlement application with SEBI for matters pertaining to severance agreement with the Company's former CFO.

The committee also recommended the Board to delist the Company's American Depositary Receipts from Euronext London and Paris.

The Board dissolved the Finance and Investment Committee and deliberated that the roles and responsibilities of the Finance and Investment Committee will be overseen by the audit committee, effective April 13, 2018.

Based on its discussion with the Management and the auditors, and a review of the representations of the Management and the report of the auditors, the committee has recommended the following to the Board :

- The audited financial statements of Infosys Limited prepared in accordance with Ind AS for the year ended March 31, 2018 be accepted by the Board as a true and fair statement of the financial status of the Company.
- The audited consolidated financial statements of Infosys Limited and its subsidiaries prepared in accordance with Ind AS for the year ended March 31, 2018 be accepted by the Board as a true and fair statement of the financial status of the Group.
- The audited consolidated financial statements of Infosys Limited and its subsidiaries prepared in Indian rupee in accordance with IFRS for the quarter and year ended March 31, 2018 be accepted by the Board as a true and fair statement of the financial status of the Group.

- The audited consolidated financial statements of Infosys Limited and its subsidiaries prepared in US dollar in accordance with IFRS for the year ended March 31, 2018, upon adoption by this committee, be accepted by the Board as a true and fair statement of the financial status of the Group and included in the Company's Annual Report on Form 20-F, to be filed with the US Securities and Exchange Commission (SEC).
- Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration number 117366 W/W 100018) ('Deloitte') was appointed as the statutory auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 36th AGM held on June 24, 2017, till the conclusion of the 41st AGM to be held in 2022, subject to ratification by shareholders at the general meeting or as may be necessitated by the Act from time to time. The first year of audit was of the financial statements for the year ending March 31, 2018, which included the audit of the quarterly financial statements for the year. Accordingly, the committee recommended the appointment of Deloitte to be placed before the shareholders for ratification.
- The appointment of Ernst & Young LLP as the internal auditors of the Company for the year ended March 31, 2019, to review various operations of the Company.
- The committee will be issuing a letter in line with Recommendation No. 9 of the Blue Ribbon Committee on audit committee effectiveness, to be provided in the financial statements prepared in accordance with IFRS in the Annual Report on Form 20-F.
- The appointment of Parameshwar G. Hegde of Hegde & Hegde, Company Secretaries, as secretarial auditor for the year ending March 31, 2019 to conduct the secretarial audit as prescribed under Section 204 and other applicable sections of the Companies Act, 2013.

Relying on its review and the discussions with the Management and the independent auditors, the committee believes that the Company's financial statements are fairly presented in conformity with Ind AS and IFRS, and that there is no significant deficiency or material weakness in the Company's internal control over financial reporting.

In conclusion, the committee is sufficiently satisfied that it has complied with its responsibilities as outlined in the audit committee charter.

Sd/-

Bengaluru  
April 13, 2018

D. Sundaram  
Chairperson



## 2. Corporate social responsibility (CSR) committee

Our CSR committee comprises three independent directors and the COO and Whole-time Director as members as on March 31, 2018:

- Kiran Mazumdar-Shaw, *Chairperson*
- U.B. Pravin Rao
- Roopa Kudva
- Dr. Punita Kumar-Sinha

Kiran Mazumdar-Shaw was appointed as Chairperson of the committee effective August 26, 2017.

U.B. Pravin Rao and Roopa Kudva were appointed as members of the committee effective August 26, 2017.

Dr. Punita Kumar-Sinha was appointed as a member of the committee effective October 24, 2017.

R. Seshasayee ceased to be Chairperson of the committee effective August 24, 2017.

Dr. Vishal Sikka ceased to be a member effective August 24, 2017.

Prof. John W. Etchemendy was appointed as a member of the committee effective July 14, 2017 and ceased to be a member effective August 24, 2017.

While aiming to generate maximum profit for our shareholders through the year, we also focus on our social and environmental responsibilities to fulfill the needs and expectations of the communities around us. Our CSR is not limited to philanthropy, but encompasses holistic community development, institution-building and sustainability-related initiatives.

The CSR committee was set up to formulate and monitor the CSR policy of the Company. The CSR committee adopted a policy that outlines the Company's objective of catalyzing economic development that positively improves the quality of life for the society, and aims to be a responsible corporate citizen and create positive impact through its activities on the environment, communities and stakeholders.

The CSR committee is also responsible for overseeing the activities / functioning of the Infosys Foundation and Infosys Foundation USA in identifying the areas of CSR activities, programs and execution of initiatives as per pre-defined guidelines. The Foundations, in turn, guide the CSR committee in reporting the progress of deployed initiatives, and making appropriate disclosures (internal / external) on a periodic basis.

The CSR committee charter and the CSR policy of the Company are available on our website, at <http://www.infosys.com/investors/corporate-governance/Pages/policies.aspx>.

### CSR committee attendance

The committee held four meetings during the year ended March 31, 2018. These were held on April 12, 2017, July 13, 2017, October 19, 2017 and January 3, 2018. The attendance details of the committee meetings are as follows:

CSR committee meeting							
Name of director	Committee meeting number				Held during tenure (A)	Attended (B)	% of attendance (B / A)
	1	2	3	4			
Kiran Mazumdar-Shaw					4	4	100
U.B. Pravin Rao	-	-			2	2	100
Roopa Kudva	-	-			2	1	50
Dr. Punita Kumar-Sinha	-	-	-		1	1	100
R. Seshasayee			-	-	2	2	100
Dr. Vishal Sikka			-	-	2	2	100

Attended in person / through video conference    Attended through audio conference (not counted for quorum and for calculating % of attendance)

### CSR committee report for the year ended March 31, 2018

The CSR report, as required under the Companies Act, 2013 for the year ended March 31, 2018 is attached as *Annexure 7* to the *Board's report*.

The committee on a periodic basis reviewed and approved the budget and disbursement for Infosys Foundation and Infosys Foundation USA.

### 3. Nomination and remuneration committee

Our nomination and remuneration committee comprised four independent directors as on March 31, 2018:

- Kiran Mazumdar-Shaw, *Chairperson*
- D.N. Prahlad
- Ravi Venkatesan
- D. Sundaram

Kiran Mazumdar-Shaw was appointed as Chairperson, while Ravi Venkatesan and D. Sundaram were appointed as members of the committee effective July 14, 2017.

R. Seshasayee ceased to be member of the committee effective July 14, 2017.

Prof. Jeffrey S. Lehman ceased to be Chairperson of the committee effective July 14, 2017 and ceased to be a member of the committee effective August 24, 2017.

Prof. John W. Etchemendy ceased to be a member of the committee effective August 24, 2017.

The purpose of the committee is to screen and review individuals qualified to serve as executive directors, non-executive directors and independent directors, consistent with criteria approved by the Board, and to recommend, for approval by the Board, nominees for election at the AGM. It also designs, benchmarks and continuously reviews the compensation program for the Board and the CEO & MD against the achievement of measurable performance goals. The committee also reviews and approves senior executive compensation to ensure it is competitive in the global markets in which we operate to attract and retain the best talent.

The committee makes recommendations to the Board on candidates for (i) nomination for election or re-election by the shareholders; and (ii) any Board vacancies that are to be filled. It may act on its own in identifying potential candidates,

inside or outside the Company, or may act upon proposals submitted by the Chairman of the Board. The committee annually reviews and approves for the CEO & MD, the executive directors and executive officers: (a) the annual base salary; (b) the annual incentive bonus including the specific performance-based goals and amount; (c) equity compensation; (d) employment agreements, severance arrangements, and change in control agreements / provisions; and (e) any other benefits, compensation or arrangements.

It reviews and discusses all matters pertaining to candidates and evaluates the candidates, and coordinates and oversees the annual self-evaluation of the Board and of individual directors. It also reviews the performance of all the executive directors on a periodic basis or at such intervals as may be necessary on the basis of the detailed performance parameters set for each executive director at the beginning of the year. The committee may also regularly evaluate the usefulness of such performance parameters, and make necessary amendments.

The committee charter and policy are available on our website, at <https://www.infosys.com/investors/corporate-governance/Pages/policies.aspx>.

### Nomination and remuneration committee attendance

The committee held eight meetings during the year ended March 31, 2018. These were held on April 12, 2017, July 13 & 14, 2017, August 18, 2017, August 24, 2017, August 25, 2017, October 23, 2017, November 22, 2017 and January 11, 2018. The attendance details of the committee meetings are as follows:

Nomination and remuneration committee												
Name of director	Committee meeting number								Held during tenure (A)	Attended (B)	% of attendance (B / A)	
	1	2	3	4	5	6	7	8				
Kiran Mazumdar-Shaw									8	6	75	
D.N. Prahlad									8	8	100	
Ravi Venkatesan	-								7	6	86	
D. Sundaram	-								7	6	86	
R. Seshasayee		-	-	-	-	-	-	-	1	1	100	
Prof. Jeffrey S. Lehman					-	-	-	-	4	3	75	
Prof. John W. Etchemendy					-	-	-	-	4	4	100	

Attended in person / through video conference    Leave of absence    Attended through audio conference (not counted for quorum and for calculating % of attendance)

### Nomination and remuneration committee report for the year ended March 31, 2018

The committee oversees key processes through which the Company recruits new members to its Board, and also the processes through which the Company recruits, motivates and retains outstanding senior management and oversees the Company's overall approach to human resources management.

During the year, the committee nominated Nandan M. Nilekani as the non-executive, non-independent director and Chairman of the Board, D. Sundaram as an independent director and Salil Parekh as the Chief Executive Officer and Managing Director. The committee also recommended the terms and conditions for the CEO's appointment. Director

profiles are available on the Company's website, at <https://www.infosys.com/about/management-profiles/Pages/index.aspx>.

The committee recommended the appointment of Egon Zehnder to assist in evaluating the members of the Board, its committees, and the Board as a whole. Accordingly, the exercise was completed during the financial year ending March 31, 2018. The outcome was shared and discussed with the committee and the Board.

Following the provisions of the Companies Act, 2013, U.B. Pravin Rao will retire at the ensuing AGM. The committee considered his performance and recommended that shareholders approve the necessary resolution for his reappointment.

As part of the ongoing process, the committee reviewed the composition and structure of Board committees. It suggested certain changes to the composition of the committees from time to time. Further, the committee recommended the dissolution of the committee of directors with effect from January 12, 2018, and the dissolution of the finance and investment committee with effect from April 13, 2018. The roles and responsibilities of the finance and investment committee will be included as part of the audit committee charter.

The committee designated Inderpreet Sawhney, Group General Counsel as an executive officer and key managerial personnel under Ind AS 24 for the purpose of reporting under SEC rules.

The committee also reviewed the existing tenure of all its directors and criteria for the appointment of directors, undertook a review of the succession plans for key leadership positions, and helped to shape and monitor the development plans of key leadership personnel. Substantial focus was placed on improving the overall diversity of the workforce and enhancing employee engagement through real-time feedback from employees.

Stock incentives were approved and granted to eligible employees of the Company and subsidiaries during the year with a view to attracting and retaining the best talent, encouraging employees to align individual performance with the Company objectives, promoting increased participation by them in the growth of the Company, and aligning with shareholder value creation.

The committee reviewed various initiatives undertaken by the Company to ensure the safety, security and wellbeing of employees, as well as their overall development through learning programs and on-the-job training. The committee also gave broad directions to guide the overall leadership development plans of the Company.

The committee identified ongoing training and education programs to ensure that the non-executive directors are

provided with adequate information regarding the business, the industry, and their legal responsibilities and duties.

Sd/-

Bengaluru  
April 12, 2018

Kiran Mazumdar-Shaw  
Chairperson

#### 4. Risk and strategy committee

Our risk and strategy committee comprised four independent directors as on March 31, 2018:

- D.N. Prahlad, *Chairperson*
- D. Sundaram
- Kiran Mazumdar-Shaw
- Ravi Venkatesan

D.N. Prahlad was appointed as Chairperson of the committee effective July 14, 2017 and consequently, Ravi Venkatesan ceased to be the Chairperson but continued as a member.

D. Sundaram was appointed as a member of the committee effective July 14, 2017.

Dr. Punita Kumar-Sinha and Roopa Kudva ceased to be members of the committee effective July 14, 2017.

Prof. John W. Etchemendy ceased to be a member effective August 24, 2017.

The purpose of the risk and strategy committee is to assist the Board in fulfilling its responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and environmental risks. The risk and strategy committee has the overall responsibility of monitoring and approving the risk policies and associated practices of the Company. It is also responsible for reviewing and approving risk disclosure statements in public documents or disclosures.

The risk and strategy committee charter is available on our website, at <https://www.infosys.com/investors/corporate-governance/Documents/risk-management-committee-charter.pdf>. Further, the risk and strategy framework of the Company is part of the *Risk Management Report* section of the Annual Report.

#### Risk and strategy committee attendance

The risk and strategy committee held four meetings during the year ended March 31, 2018. These were held on April 12, 2017, July 13, 2017, October 23, 2017, and January 11, 2018. The attendance details of the risk and strategy committee meetings are as follows:

Risk and strategy committee							
Name of director	Committee meeting number				Held during tenure (A)	Attended (B)	% of attendance (B / A)
	1	2	3	4			
D.N. Prahlad					4	4	100
D. Sundaram	-	-			2	2	100
Kiran Mazumdar-Shaw					4	4	100
Ravi Venkatesan					4	4	100
Roopa Kudva			-	-	2	2	100
Dr. Punita Kumar-Sinha			-	-	2	2	100
Prof. John W. Etchemendy			-	-	2	2	100

Attended in person / through video conference

## Risk and strategy committee report for the year ended March 31, 2018

The risk and strategy committee reviewed the Company's progress on strategy execution, its risk management practices and activities on a quarterly basis. This included a review of strategic programs for the achievement of short and long-term business objectives covering growth, profitability, business model, talent, leadership and operational excellence of various business units. The committee reviewed the top strategic, operational and compliance risks associated with achieving these business objectives, and the actions taken to address these risks. The committee performed these reviews using the Company's enterprise risk management framework, the corporate strategy execution scorecard and trend lines of top risks.

In accordance with the scheduled annual calendar, the committee reviewed strategy and risk management in the areas of momentum of new services, software, automation, US talent localization, cyber security, employee engagement, critical project risks including GSTN project, insourcing trends, leadership development, shareholder concerns, service delivery risks, cost optimization, and immigration regulation risk. The members of the committee conducted deep dive exercises in the above areas through the year.

Further, the committee reviewed the Company's enterprise risk management framework, processes used to identify top strategic, operational and compliance-related risks, trend lines of top risks in terms of impact, likelihood of occurrence, potential exposure and progress of mitigation actions. The committee prioritized the critical risk areas and refreshed its approach towards risk mitigation.

The committee shared regular updates with the Board regarding all aspects of strategy and risk management. While acknowledging the competitive and dynamic nature of the business environment, and based on the information made available to it, the committee believes that the Infosys risk framework, along with risk assessment, monitoring,

mitigation and reporting practices, is adequate to effectively manage the foreseeable material risks.

In conclusion, the committee is sufficiently satisfied that it has complied with its responsibilities as outlined in the risk and strategy committee charter.

Sd/-

Bengaluru  
April 12, 2018

D.N. Prahlad  
Chairperson

## 5. Stakeholders relationship committee

The stakeholders relationship committee has the mandate to review and redress stakeholder grievances.

Our stakeholders relationship committee comprised three independent directors as on March 31, 2018:

- Ravi Venkatesan, *Chairperson*
- Roopa Kudva
- Dr. Punita Kumar-Sinha

Ravi Venkatesan was appointed as Chairperson of the committee effective July 14, 2017.

Roopa Kudva and Dr. Punita Kumar-Sinha were appointed as members of the committee effective July 14, 2017.

Kiran Mazumdar-Shaw was appointed as a member of the committee effective July 14, 2017 and ceased to be a member effective October 24, 2017.

D.N. Prahlad ceased to be a member of the committee effective July 14, 2017.

Prof. John W. Etchemendy ceased to be a member of the committee effective July 14, 2017.

Prof. Jeffrey S. Lehman ceased to be Chairperson of the committee effective July 14, 2017.

The Board has appointed A.G.S. Manikantha, Company Secretary, as the Compliance Officer, as required under the Listing Regulations, with effect from December 1, 2015 and the Nodal Officer for the purpose of IEPF Regulations.

## Stakeholders relationship committee attendance

The stakeholders relationship committee held four meetings during the year ended March 31, 2018. These were held on April 13, 2017, July 14, 2017, October 23, 2017 and January 11, 2018. The attendance details of the stakeholders relationship committee meetings are as follows:

Stakeholders relationship committee							
Name of director	Committee meeting number				Held during tenure (A)	Attended (B)	% of attendance (B / A)
	1	2	3	4			
Ravi Venkatesan					4	4	100
Roopa Kudva	-				3	2	67
Dr. Punita Kumar-Sinha	-				3	3	100
Kiran Mazumdar-Shaw	-			-	2	2	100
Prof. John W. Etchemendy		-	-	-	1	1	100
D.N. Prahlad		-	-	-	1	0	0
Prof. Jeffrey S. Lehman			-	-	2	2	100

Attended in person / through video conference    Leave of absence

## Stakeholders relationship committee report for the year ended March 31, 2018

The committee assists the Board and the Company in maintaining healthy relationships with all stakeholders. The committee oversees the mechanisms for redressing grievances and complaints from stakeholders including shareholders, debenture holders, other security holders, vendors, customers, employees and others.

During the year, the committee reviewed reports on environment, health and safety. They also took note of the vendor partner satisfaction survey conducted by a third-party consultant and took note of updates on the various sustainability initiatives undertaken by the Company.

During the year, the Company initiated a shareholder consultation process. The specific focus of the consultation was to obtain feedback on the Company's corporate governance practices, in relation to Board composition, executive compensation structure and Capital Allocation Policy. The process involved interaction with a cross section of investors, which included direct interactions with certain institutional investors and telephonic interviews with others. The outcome of the consultation was presented by the committee and was taken on record by the Board on January 11, 2018. The committee considers the views expressed by the investors as crucial feedback for the Board, for effective corporate governance and to continue aligning itself with global best practices.

During the year, the committee also took note of the unclaimed equity shares transferred to the Investor Education and Protection Fund (IEPF) pursuant to the IEPF Rules.

The charter of the committee as adopted by the Board is available on the Company's website, at <https://www.infosys.com/investors/corporate-governance/Documents/stakeholders-relationshipcommittee.pdf>.

The committee expresses satisfaction with the Company's performance in dealing with investor grievances and its share transfer system.

The committee is sufficiently satisfied that it has complied with its responsibilities as outlined in the committee charter. The details of the complaints resolved during the year ended March 31, 2018 are as follows:

Nature of complaints	Received	Resolved	Pending
Dividend / Annual Report related	1,286	1,286	Nil
Buyback queries	12,349	12,349	Nil

It has also been noted that the shareholding in dematerialized mode as on March 31, 2018 was 99.82% (99.81% as of March 31, 2017).

Sd/-

Bengaluru  
April 12, 2018

Ravi Venkatesan  
Chairperson

## 6. Finance and investment committee

The Board had constituted the finance and investment committee to assist it in overseeing acquisitions and investments made by the Company and provide oversight on key investment policies of the Company.

The finance and investment committee comprised four independent directors as on March 31, 2018:

- Dr. Punita Kumar-Sinha, *Chairperson*
- Kiran Mazumdar-Shaw
- Roopa Kudva
- D.N. Prahlad

D.N. Prahlad was appointed as a member of the committee effective July 14, 2017.

Ravi Venkatesan ceased to be a member of the committee effective July 14, 2017.

Prof. John W. Etchemendy ceased to be a member effective August 24, 2017.

The Board dissolved the finance and investment committee effective April 13, 2018 and delegated its roles and responsibilities to the audit committee.

## Finance and investment committee attendance

The finance and investment committee held four meetings during the fiscal ended March 31, 2018. The meetings were held on April 12, 2017, July 13, 2017, October 23, 2017 and January 11, 2018. The attendance details of the finance and investment committee meetings are as follows:

Finance and investment committee							
Name of director	Committee meeting number				Held during tenure (A)	Attended (B)	% of attendance (B / A)
	1	2	3	4			
Dr. Punita Kumar-Sinha					4	4	100
Kiran Mazumdar-Shaw					4	4	100
Roopa Kudva					4	3	75
D.N. Prahlad	-	-			2	2	100
Ravi Venkatesan			-	-	2	2	100
Prof. John W. Etchemendy			-	-	2	2	100

Attended in person / through video conference    Leave of absence



## Finance and investment committee report for the year ended March 31, 2018

During the year, the finance and investment committee discussed, reviewed and approved the overall acquisition and investment strategy of the Company in terms of business objectives, capital allocation and focus areas for investments and acquisitions. The committee was updated on the acquisitions that were in the pipeline, the evaluation framework for mergers and acquisitions, post-merger integration, risk mitigation, strategic benefits and financial returns. The committee reviewed and approved the objectives of the Infosys Innovation Fund. The committee was updated on the status of engagement with investee companies and the returns of the fund.

The committee also considered and approved the proposals for acquisitions and investments up to a certain threshold as approved by the Board.

Furthermore, the treasury policy of the Company was also discussed and approved by the committee.

The committee took stock of its overall effectiveness and updated the Board on the deliberations and decisions made during the year.

The committee periodically approved the purchase and sale of investments as well as fair-value changes in the value of investments.

The committee had direct access and open communications with the senior leaders of the Company.

Sd/-

Bengaluru  
April 12, 2018

Dr. Punita Kumar-Sinha  
*Chairperson*

## Committee of directors

The committee of directors was constituted effective April 13, 2017 to periodically review the execution of strategies, and to support the Management with inputs in navigating the Company's transformational journey.

The committee comprised R. Seshasayee as chairperson, and Ravi Venkatesan and D.N. Prahlad as members. Consequent to the resignation of R. Seshasayee, Ravi Venkatesan was appointed as the chairperson effective August 26, 2017.

The committee held periodic meetings during the year to review execution of strategy and key initiatives.

The committee was formed to support and advise the Management in executing the Company's strategy. With the appointment of Salil Parekh as the CEO & MD, the Board, at its meeting held on January 12, 2018, dissolved the committee.

## D. Management review and responsibility

### Formal evaluation of officers

The nomination and remuneration committee of the Board approves the compensation and benefits for all executive Board members. A committee headed by our CEO & MD reviews, evaluates and decides the annual compensation of senior executives.

## Board interaction with clients, employees, institutional investors, the government and the media

The Chairman, the CEO & MD, the COO, the CFO, the Presidents, the Deputy CFO, and investors relations team represent the Company in interactions with investors, the media and various governments. In addition, the CEO & MD, the COO, the CFO and the Presidents manage interactions with clients and employees. The other authorized media spokespersons for business specific matters include the Presidents and Heads of HR.

## E. Shareholders

### Disclosures regarding the appointment or reappointment of directors

As per the provisions of the Companies Act, 2013, U.B. Pravin Rao will retire at the ensuing AGM and being eligible, seek reappointment. The Board, based on its evaluation, has recommended his reappointment.

The Companies Act, 2013 provides for the appointment of independent directors. Sub-section (10) of Section 149 of the Companies Act, 2013 (effective April 1, 2014) provides that independent directors shall hold office for a term of up to five consecutive years on the board of a company, and shall be eligible for reappointment on the passing of a special resolution by the shareholders of the Company. Accordingly, all independent directors were appointed by the shareholders either at the general meeting or through a postal ballot as required under Section 149(10).

Further, Section 149(11) states that no independent director shall be eligible to serve on the Board for more than two consecutive terms of five years. Section 149(13) states that the provisions of retirement by rotation, as defined in sub sections (6) and (7) of Section 152 of the Act, shall not apply to such independent directors. None of the independent directors will retire at the ensuing AGM.

### Communication to the shareholders

The quarterly report, along with additional information and official news releases, are posted on our website, at <https://www.infosys.com/investors/reports-filings/>. The reports contain select financial data extracted from the audited consolidated financial statements under the IFRS (INR), and unaudited condensed consolidated financial statements under the IFRS (USD). Moreover, the quarterly / annual results and official news releases are generally published in *The Economic Times*, *The Times of India*, *Business Standard*, *Business Line*, *Financial Express* and *Prajavani* (a regional daily published from Bengaluru). Quarterly and annual financial statements, along with segmental information, are also posted on our website, at <https://www.infosys.com/investors/reports-filings/>. Earnings calls with analysts and investors are broadcast live on our website and their transcripts are also published on the website. The proceedings of the AGM are webcast live for shareholders across the world. The AGM presentations, transcripts and video archives are available on our website, at <https://www.infosys.com/investors/reports-filings/>.

Further, Form 20-F, to be filed with the SEC, also contains detailed disclosures and is available on our website, at <https://www.infosys.com/investors/reports-filings/annual-report/Pages/index.aspx>.

The shareholders can access the details of corporate governance policies, Board committee charters, Memorandum and Articles of Association, financial information, shareholding information, details of unclaimed dividend and shares transferred / liable to transfer to IEPF, etc on the Company's website. The shareholders can also visit [www.sec.gov](http://www.sec.gov) where the investors can view statutory filings of the Company with the Securities and Exchange Commission, USA.

Other information such as press releases, stock exchange disclosures and presentations made to investors and analysts etc. are regularly updated on the Company's website.

### Investor grievance and share transfer system

We have a Board-level stakeholders relationship committee to examine and redress complaints by shareholders and investors. The status of complaints and share transfers is reported to the entire Board. The details of shares transferred and the nature of complaints are provided in the *Shareholder information* section of the Annual Report. For shares transferred in physical form, the Company provides adequate notice to the seller before registering the transfer of shares. The stakeholders relationship committee will meet as often as required to approve share transfers. For matters regarding shares transferred in physical form, share certificates, dividends, and change of address, shareholders should communicate with Karvy Computershare Private Limited, our registrar and share transfer agent. Their address is published in the *Shareholder information* section of the Annual Report.

Share transactions are simpler and faster in electronic form. After a confirmation of a sale / purchase transaction from the broker, shareholders should approach the depository participant with a request to debit or credit the account for the transaction. The depository participant will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register the transfer.

### Details of non-compliance

No penalty has been imposed by any stock exchange, SEBI or SEC, nor has there been any instance of non-compliance with any legal requirements, or on matters relating to the capital market over the last three years.

### SEBI settlement application

The Company has submitted a settlement application on December 5, 2017 with SEBI. The settlement application pertains to matters relating to the severance agreement entered into with Rajiv Bansal, the Company's former CFO, in October 2015. Through the settlement process, the Company wants to resolve allegations relating to the Company not seeking prior and separate approval of the nomination and remuneration committee and the audit committee in relation to the severance agreement entered into with Rajiv Bansal; and in relation to disclosures pertaining to the said severance agreement, cessation of payments and initiation of arbitration

under the severance agreement. The settlement application process is based on an undertaking that the Company will neither admit nor deny the finding of fact or conclusion of law. The Company will provide an update upon the conclusion of the settlement process.

### Auditors' certificate on corporate governance

As required by Schedule V of the Listing Regulations, the Auditors' certificate on corporate governance is enclosed as *Annexure 4* to the *Board's report*.

In addition to getting certified by the auditors, we have also voluntarily engaged a Practicing Company Secretary to audit us on corporate governance and issue a report.

### CEO and CFO certification

As required by the Listing Regulations, the *CEO and CFO certification* is provided in this Annual Report.

### Code of conduct

In compliance with Regulation 26(3) of the Listing Regulations and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct and Ethics ('the Code'). In January 2018, the Company amended the Code. The Code is applicable to the members of the Board, the executive officers and all employees of the Company and its subsidiaries. The amended Code is available on our website, at <https://www.infosys.com/investors/corporate-governance/Documents/CodeofConduct.pdf>.

All members of the Board, the executive officers and senior officers have affirmed compliance to the Code as on March 31, 2018.

A declaration to this effect, signed by the CEO & MD and the CFO, forms part of the CEO and CFO certification.

### Establishment of vigil / whistleblower mechanism

The Company has established a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of our Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism, and allows direct access to the chairperson of the audit committee in exceptional cases.

### Prevention of insider trading

The Company has adopted an insider trading policy to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This policy also includes practices and procedures for fair disclosure of unpublished price-sensitive information, initial and continual disclosure. The Company has automated the declarations and disclosures to identified designated employees, and the Board reviews the policy on a need basis. The policy is available on our website, at <https://www.infosys.com/investors/corporate-governance/Documents/insider-trading-policy.pdf>.

## General body meetings / postal ballots

The details of the last three Annual and / or Extraordinary General Meetings are as follows :

Year ended	Date and time	Venue	Special resolution passed	Web link for webcast / transcripts
March 31, 2017	June 24, 2017 at 3 p.m. IST	Christ University Auditorium, Hosur Road, Bengaluru, India	None	<a href="https://www.infosys.com/investors/news-events/annual-general-meeting/2017/">https://www.infosys.com/investors/news-events/annual-general-meeting/2017/</a>
March 31, 2016	June 18, 2016 at 3 p.m. IST	Christ University Auditorium, Hosur Road, Bengaluru, India	None	<a href="https://www.infosys.com/investors/news-events/annual-general-meeting/2016/">https://www.infosys.com/investors/news-events/annual-general-meeting/2016/</a>
March 31, 2015	June 22, 2015 at 3 p.m. IST	Christ University Auditorium, Hosur Road, Bengaluru, India	Purchase of the healthcare business from Infosys Public Services, Inc.	<a href="https://www.infosys.com/investors/news-events/annual-general-meeting/2015/">https://www.infosys.com/investors/news-events/annual-general-meeting/2015/</a>

### Postal ballot

During the previous three years, the Company approached the shareholders through postal ballot. The details of the postal ballot for the last three years are as follows :

Date of Postal Ballot Notice : January 3, 2018

Voting period : January 22, 2018 to February 20, 2018

Date of declaration of result : February 22, 2018

Date of approval : February 20, 2018

Name of the resolution	Type of resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Appointment of Salil Parekh as Chief Executive Officer and Managing Director	Ordinary	157,94,08,811	154,71,96,182	98	3,22,12,629	2
Re-designation of U.B. Pravin Rao as Chief Operating Officer and Whole-time Director	Ordinary	157,93,63,514	157,90,81,990	100	2,81,524	0

Date of Postal Ballot Notice : August 25, 2017

Voting period : September 8, 2017 to October 7, 2017

Date of declaration of result : October 9, 2017

Date of approval : October 7, 2017

Name of the resolution	Type of resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Approval for the buyback of equity shares of the Company	Special	166,28,01,719	162,35,47,944	98	3,92,53,775	2
Appointment of D. Sundaram as an independent director	Ordinary	165,96,78,918	165,26,03,591	100	70,75,327	0
Appointment of Nandan M. Nilekani as non-executive, non-independent director	Ordinary	166,02,56,590	165,20,13,861	100	82,42,729	0
Appointment of U.B. Pravin Rao as Managing Director	Ordinary	163,09,23,718	162,45,34,518	100	63,89,200	0

Date of Postal Ballot Notice: February 23, 2017  
Date of declaration of result: April 1, 2017

Voting period: March 2, 2017 to March 31, 2017  
Date of approval: March 31, 2017

Name of the resolution	Type of resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Revision in compensation of U.B. Pravin Rao, COO & Whole-time Director	Ordinary	137,12,24,745	92,49,13,910	67	44,62,63,134	33
Appointment of D.N. Prahlad as an independent director	Ordinary	167,43,63,518	158,72,74,761	95	8,70,41,236	05
To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013	Special	169,34,41,703	163,60,28,571	97	5,73,64,390	03

Date of Postal Ballot Notice: February 24, 2016  
Date of declaration of result: April 1, 2016

Voting period: March 2, 2016 to March 31, 2016  
Date of approval: March 31, 2016

Name of the resolution	Type of resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Approval of the 2015 Stock Incentive Compensation Plan and grant of stock incentives to eligible employees of the Company under the plan	Special	165,29,05,091	128,68,89,953	78	36,60,15,138	22
Approval of the 2015 Stock Incentive Compensation Plan and grant of stock incentives to eligible employees of the Company's subsidiaries under the plan	Special	168,34,47,465	128,51,57,246	76	39,82,90,219	24
Reappointment of Prof. Jeffrey S. Lehman, as an independent director	Special	167,99,54,463	142,84,20,139	85	25,15,34,324	15
Appointment of Dr. Punita Kumar-Sinha as an independent director	Ordinary	142,83,80,842	131,12,96,516	92	11,70,84,326	8
Reappointment of Dr. Vishal Sikka as CEO & MD	Ordinary	143,07,68,573	141,25,89,586	99	1,81,78,987	1

Date of Postal Ballot Notice: April 24, 2015  
Date of declaration of result: June 4, 2015

Voting period: May 5, 2015 to June 3, 2015  
Date of approval: June 4, 2015

Name of the resolution	Type of resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Increase in authorized share capital	Ordinary	80,43,28,358	72,40,12,049	90.01	17,59,832	0.22
Alteration of the Capital Clause of the Memorandum of Association	Special	80,43,04,819	72,39,56,209	90.01	17,65,073	0.22
Approval for the issue of bonus shares	Special	80,43,53,942	72,59,81,795	90.26	39,327	–
Transfer of business of Finacle to the Company's subsidiary, EdgeVerve Systems Limited	Special	80,12,64,425	71,91,16,849	89.75	38,09,305	0.48
Transfer of business of Edge Services to the Company's subsidiary, EdgeVerve Systems Limited	Special	80,43,30,233	72,28,20,643	89.87	31,70,965	0.39

Parameshwar G. Hegde of Hegde & Hegde, Company Secretaries, was appointed as the scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

## Procedure for postal ballot

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting (e-voting) facility, in addition to physical ballot, to all its members. For this purpose, the Company has engaged the services of NSDL.

Postal ballot notices and forms are dispatched, along with postage-prepaid business reply envelopes to registered members / beneficiaries. The same notice is sent by email to members who have opted for receiving communication through the electronic mode. The Company also publishes a notice in the newspaper declaring the details and requirements as mandated by the Act and applicable rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members who want to exercise their votes by physical postal ballot are requested to return the forms, duly completed and signed, to the scrutinizer on or before the close of the voting period. Those using the e-voting option are requested to vote before the close of business hours on the last date of e-voting.

The scrutinizer completes his scrutiny and submits his report to the Chairman, and the consolidated results of the voting are announced by the Chairman / authorized officer. The results are also displayed on the Company website, [www.infosys.com](http://www.infosys.com), besides being communicated to the stock exchanges, depository and registrar and share transfer agent. The last date for the receipt of postal ballot forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## Remote e-voting and ballot voting at the AGM

To allow the shareholders to vote on the resolutions proposed at the AGM, the Company has arranged for a remote e-voting facility. The Company has engaged NSDL to provide e-voting facility to all the members. Members whose names appear on the register of members as on June 16, 2018 shall be eligible to participate in the e-voting.

The facility for voting through ballot will also be made available at the AGM, and the members who have not already cast their vote by remote e-voting can exercise their vote at the AGM.

## F. Compliance with the corporate governance codes

We have always believed in maximum fiscal transparency, and benchmarked our disclosures against a host of national and international guidelines and regulations. Some of the notable ones among them are as follows:

**SEBI Listing Regulations:** The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') prescribe various corporate governance recommendations in line with the corporate governance committee constituted by SEBI under the chairmanship of N.R. Narayana Murthy, which had issued two sets of mandatory and non-mandatory recommendations. These recommendations were eventually incorporated in Clause 49 of the Listing Agreement, and the revised Clause 49 was made effective October 1, 2014. Further, the Listing Regulations,

which came into effect in September 2015, has incorporated these recommendations. We comply with the corporate governance requirements under the Listing Regulations.

## Compliance with discretionary requirements

The Company has also ensured the implementation of non-mandatory items such as:

- Separate posts of Chairman, and CEO & MD, with the provision for reimbursement of expenses in the performance of official duties. The Company has provided a separate office within the Company premises to non-executive Chairperson.
- Unmodified audit opinions / reporting
- The internal auditor reporting directly to the audit committee.
- The Listing Regulation mandate the appointment of at least one independent director of the listed parent company on the boards of unlisted material subsidiary companies in India. Infosys has voluntarily appointed one independent director in most of its non-material subsidiary companies.

**Corporate Governance Voluntary Guidelines, 2009:** The Corporate Governance Voluntary Guidelines, 2009, of the Ministry of Corporate Affairs (MCA), Government of India encourage the use of better practices through voluntary adoption. These guidelines broadly focus on areas such as the Board and its responsibilities, functions, roles and responsibilities of the audit committee, appointment of auditors, compliance with secretarial standards, and a mechanism for whistleblower support. We comply with the Corporate Governance Voluntary Guidelines.

**Naresh Chandra Committee:** Following instances of irregularities involving auditors in the US and India, the Government of India constituted a high-level committee under the chairmanship of Naresh Chandra in 2002 to examine the auditor-company relationship and to regulate the role of auditors. Chapters 2, 3 and 4 of the Naresh Chandra Committee report are relevant to us. We comply with these recommendations.

**Kumar Mangalam Birla Committee:** SEBI appointed a committee under the chairmanship of Kumar Mangalam Birla in 1999 to promote and raise the standards of corporate governance. The recommendations of the committee were adopted in 2000. We comply with these recommendations.

**Euroshareholders Corporate Governance Guidelines 2000:** The guidelines issued by Euroshareholders, the confederation of European shareholders associations, are based on the general principles of corporate governance issued by the Organization for Economic Cooperation and Development (OECD) in 1999, but are more specific and detailed. Subject to the statutory regulations in force in India, we comply with these recommendations.

**Conference Board Commission on Public Trust and Private Enterprises in the US:** We substantially comply with the findings and recommendations of the commission, which primarily addressed three key areas – executive compensation, corporate governance, and audit and accounting issues.



**OECD Principles of Corporate Governance:** The OECD principles on corporate governance were first released in 1999 and revised in 2014, and continue to be periodically reviewed. We comply with the recommendations of the OECD.

**United Nations Global Compact:** The United Nations Global Compact (UNGC) is a strategic policy initiative for businesses that are committed to aligning their operations and strategies with its 10 principles which cover human rights, labor, environment and corruption. We have been a signatory to the UNGC since 2001 and have consistently adopted these principles in our corporate governance framework. The UNGC incorporates a transparency and accountability policy known as the Communication on Progress (COP). As a signatory to the UNGC, we report our progress to UNGC's COP every year. UNGC also recommends standard tools for reporting

organizations on the COP such as the Global Reporting Initiative (GRI) and the Carbon Disclosure Project (CDP) frameworks. We follow the GRI G4 reporting guidelines for our sustainability reporting and are a signatory to the CDP.

**Kotak Committee:** SEBI had constituted a committee on June 2, 2017, under the Chairmanship of Uday Kotak, to address corporate governance gaps and to enhance long-term standards necessary to shape a strong and resilient governance apparatus for listed companies in India. SEBI, in its board meeting held on March 28, 2018, accepted several recommendations of the Kotak Committee with and without modifications along with timelines for implementation. We substantially comply with the recommendations of the Kotak Committee accepted by SEBI.