

PARAMESHWAR G. HEGDE

B.A., M.Com., BGL., FCS

HEGDE & HEGDE

Company Secretaries

"Ganesha Krupa"

34, 1st Main Road, Gandhinagar

Bangalore - 560 009.

☎ : 080 22267041, (R) 080 26589597

e-mail : hegdeandhegdecsg@gmail.com

REPORT OF SCRUTINIZER

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9)
of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,
Board of Directors
Infosys Limited
CIN: L85110KA1981PLC013115
Electronics City, Hosur Road
Bengaluru- 560100

Dear Sir,

I, Parameshwar G. Hegde, Practicing Company Secretary, at # 34, "Ganesh Krupa", 1st Main Road, Gandhinagar, Bangalore, 560009, appointed as Scrutinizer by the Board of Directors of **Infosys Limited** (the Company) for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated August 25, 2017 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the shareholders on the resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, on the resolutions.
2. In accordance with the Notice of the Postal Ballot dated August 25, 2017, dispatched to the shareholders by prescribed modes during September 06, 2017 to September 07, 2017 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on September 08, 2017, the voting commenced on September 08, 2017 (at 9:00 hours) and ended

Page 1 of 7



on October 07, 2017 (at 17:00 hours) for physical ballots and as well as for e-voting. The e-voting facility was provided by National Securities Depository Limited (NSDL). The votes were unblocked at around 17:05 hours on October 07, 2017 and the e-voting summary statement was downloaded from e-voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>).

3. The Equity Shareholders holding shares as on August 30, 2017, "cut off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company / R&TA and the authorizations / power of attorney etc. lodged thereof. The voters were also scrutinized for the purpose of eliminating duplicate voting and 15 ballots were rejected on duplicate voting i.e. on e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Karvy Computershare Private Limited, Hyderabad (Karvy), the Registrar & Share Transfer Agents of the Company.
5. My report on the results of the voting is based on the data downloaded from the National Securities Depository Limited (NSDL) and the votes cast through physical ballot forms received respectively in respect of the resolutions contained in the Notice of the Postal Ballot as processed and provided by Karvy.
6. The result of the voting is as under:



a) **Resolution-1: Special Resolution**

Approval for the Buy back of equity shares of the Company.

i. Voted **in favour** of the resolution:

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	4,873	40,83,65,600	
b) Voted by electronic mode	11,941	121,51,82,344	
Total	16,814	162,35,47,944	97.64

ii. Voted **against** the resolution:

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	197	1,98,04,154	
b) Voted by electronic mode	663	1,94,49,621	
Total	860	3,92,53,775	2.36

iii. **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
332	99,16,171



(Handwritten signature)

b) **Resolution-2: Ordinary Resolution**

Appointment of D. Sundaram as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	4,835	42,58,56,108	
b) Voted by electronic mode	11,605	122,67,47,483	
Total	16,440	165,26,03,591	99.57

(ii) Voted **against** the resolution:

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	80	22,71,558	
b) Voted by electronic mode	721	48,03,769	
Total	801	70,75,327	0.43

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
481	99,32,778



c) **Resolution-3: Ordinary Resolution**

Appointment of Nandan M. Nilekani as Non-Executive, Non-Independent Director.

(i) **Voted in favour** of the resolution:

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	4,918	42,41,60,031	
b) Voted by electronic mode	12,141	122,78,53,830	
Total	17,059	165,20,13,861	99.50

(ii) **Voted against** the resolution:

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	40	41,65,136	
b) Voted by electronic mode	369	40,77,593	
Total	409	82,42,729	0.50

(iii) **Invalid votes :**

Total number of members whose votes declared invalid	Total number of votes cast by them
441	99,27,702



d) **Resolution-4: Ordinary Resolution**

Appointment of U.B.Pravin Rao as Managing Director.

(i) Voted **in favour** of the resolution:

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	4,835	42,66,50,682	
b) Voted by electronic mode	11,538	119,78,83,836	
Total	16,373	162,45,34,518	99.61

(ii) Voted **against** the resolution:

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	74	17,29,672	
b) Voted by electronic mode	917	46,59,528	
Total	991	63,89,200	0.39

(iii) **Invalid votes :**

Total number of members whose votes declared Invalid	Total number of votes cast by them
489	99,34,381



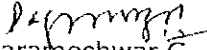
(Handwritten mark)

7. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Person authorized by the him for safe keeping.

Thanking you,

Yours faithfully,

Place: Bangalore
Dated: October 09, 2017


Parameshwar G. Hegde
FCS 1325, CP No. 640
Scrutinizer

