

## POLICY FOR DETERMINING MATERIALITY FOR DISCLOSURES OF INFOSYS LIMITED

### A. INTRODUCTION

Equity shares of Infosys Limited (the “**Company**” or “**Infosys**”) are traded in India on the BSE Limited and the National Stock Exchange of India Limited. Infosys American Depositary Shares (“**ADSS**”) are traded on the New York Stock Exchange (“**NYSE**”).

The requirements under the Regulation 30 and other applicable regulations (if any) under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), rules of the U.S Securities and Exchange Commission (“**SEC**”), rules of NYSE and other relevant rules and statutes including circulars, clarifications, guidelines or other relevant regulatory guidance (by whatever name called) (hereinafter referred to as the “**Applicable Laws**”) have been considered while drafting this Policy for determining Materiality for Disclosures (the “**Policy**”).

The Policy applies in respect of disclosure of material events in relation to Infosys, its Subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management Personnel as required under Applicable Laws. This Policy is in addition to and does not derogate from other applicable policies of Infosys relating to disclosure of information from time to time.

### B. AUTHORISED PERSONS

The Company Secretary will be the custodian of the disclosure process. The contact details of the Company Secretary are: - A.G.S. Manikantha Email:- [investors@infosys.com](mailto:investors@infosys.com) and telephone:- 91 80 4116 7775

The Company's Key Managerial Personnel and Chief Legal Officer and Chief Compliance Officer (“**CLO**”) shall determine materiality of information/ events and dissemination of the same as covered by this Policy. The CLO or his/her designee, in each case, shall pre-approve, in consultation with Chief Executive Officer (“**CEO**”) and Chief Financial Officer (“**CFO**”), any deviation from the policies and procedures outlined in this Policy. The Company Secretary will be the single point of contact for the above signatories who are authorized to determine materiality and make distributions covered by this Policy.

The Senior Management Personnel and such other persons, as determined by the aforesaid authorized persons shall be relevant employees for the purpose of this Policy, to identify potential event or information pertaining to their functional roles and report the same to the aforesaid Authorized Persons. The manner and timing of communication, and the details to be communicated shall be as specified by Infosys from time to time.

Board of Directors, CEO, CFO, Key Managerial Personnel, Senior Management Personnel, Subsidiary and all other words not defined herein shall have the same meaning as assigned to those terms under the Listing Regulations, Companies Act, 2013 (“**Act**”) or any other applicable laws or regulations, as the case may be.

### C. MATERIALITY ASSESSMENT

1. Any information or event, whether positive or negative, should be regarded as “material” if it meets the qualitative and/ or quantitative criteria for materiality set out in this Policy, or is deemed to be material under the Applicable Laws. Materiality will be determined on a case-to-case basis depending on specific facts and circumstances relating to the information/event, and Applicable Laws.
2. In no case shall the definition of materiality be less expansive than those under US federal securities law or the Listing Regulations.
3. Events listed in Para A – Part A of Schedule III of Listing Regulations, shall be deemed to be material and shall be disclosed without application of materiality criteria.
4. Events/information listed in Para B – Part A of Schedule III of the Listing Regulations, shall be considered material if it satisfies the materiality criteria stated below:
  - I. Qualitative Criteria
    - (a) the omission of such event or information is likely to result in discontinuity or alteration of event or information already available publicly; or
    - (b) the omission of such event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
  - II. Quantitative Criteria

If the value or the expected impact in terms of value of such event or information exceeds the lower of the following:

- (a) two percent of turnover, as per the Company’s last audited annual consolidated financial statements;
- (b) two percent of net worth, as per the Company’s last audited annual consolidated financial statements, except in case the arithmetic value of the net worth is negative;
- (c) five percent of the average of absolute value of profit or loss after tax, as per the Company’s last three audited annual consolidated financial statements.

However, in certain instances, all of the three parameters specified above may not be relevant to an event. Applying the principle of *Reddendo Singula Singulis* (by assigning each one to each one) to the materiality provisions of Listing Regulations, it can be said that since there are separate thresholds of 2% of turnover, 2% of net worth and 5% of average PAT, each of such values can be applied individually and a particular threshold would be relevant and applicable depending on the nature of the event/ information being assessed. For instance, any event which has an impact on the turnover or profits of the Company can be considered material by comparing the value of such event/ information with 2% of the consolidated turnover or 5% of the average PAT respectively.

Accordingly, for every event / information the listed in Para B - Part A of Schedule III of the Listing Regulations, reference can be made to the [ISF note](#) or any other circular(s) , FAQ(s) issued by SEBI or Stock Exchanges from time to time.

5. Notwithstanding anything stated above, the Board of Directors of the Company may prescribe any other criteria, from time to time, to determine materiality of events/information

under this Policy. However, such criteria shall not dilute the requirements prescribed under the Listing Regulations.

#### **D. TIMELINES FOR DISCLOSURE**

The Company shall disclose all events or information within the timelines specified in the Applicable Laws.

#### **E. DISCLOSURE OF THE POLICY**

This Policy will be uploaded on the website of the Company.

#### **F. EVENTS / INFORMATION WITH RESPECT TO SUBSIDIARIES**

The Company shall disclose all events or information with respect to Subsidiaries as are required under Applicable Laws.

#### **G. VERIFICATION OF MARKET RUMOUR**

The Company shall confirm, deny or clarify, upon material price movement as may specified by stock exchanges/ SEBI, any reported event/ information in the mainstream media which is not general in nature and which indicates that rumour of an impending specific event/ information is circulating amongst the investing public within the timelines specified under law. The confirmation/ denial/ clarification shall be made as per regulation 30(11) of the Listing Regulations, as amended from time-to-time, circulars/ notifications issued by SEBI/ stock exchanges in this regard and in accordance with Industry Standard Note on verification of market rumours under Regulation 30(11) issued by Industry Standard Forum ('ISF').

The requirements under Regulation 30(11), in respect of confirmation/ denial/ clarification of market rumours, are only applicable to market rumours that are reported in the specified 'mainstream media'. It shall not be applicable to market rumours that are vague or general in nature.

Social media platforms are excluded from the ambit of mainstream media. Mainstream media shall cover (i) the specific news sources set out in the Industry Standard Note on verification of market rumours under Regulation 30(11) issued by ISF; and (ii) the list of English business/ financial news sources of the foreign jurisdiction identified by the Board of Directors, where the Company has material business operations.

For this purpose, the Company is considered to have material business operations in foreign jurisdiction, where it generates more than 5% of its consolidated annual revenue as per last audited financial statements.

Based on the above criteria, the Company is considered to have material business operations in the following foreign jurisdictions:

1. United States of America
2. United Kingdom
3. Germany
4. Australia

The Company shall track the specified news sources (both domestic and international) set out in the Industry Standard Note, as well as the following English business/ financial news source in the abovementioned foreign jurisdictions for the purpose of rumour verification.

- A. Wall Street Journal and Financial Times for United States of America;
- B. Financial Times for United Kingdom;
- C. Bloomberg and Reuters for Germany; and
- D. The Australian Financial Review and Sydney Morning Herald for Australia.

**H. LIMITATION, REVIEW AND AMENDMENT**

In the event of any conflict between the provisions of this Policy and of the Applicable Laws, the provisions of Applicable Laws shall prevail over this Policy. Any subsequent amendment / modification to the Applicable Laws shall automatically apply to this Policy.

The Board may review and amend this Policy from time to time, as may be deemed necessary.

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