

# **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 Bombay Stock Exchange India Limited and the National Stock Exchange. Infosys American Depository Shares (“ADSs”) are traded on the New York Stock Exchange (“NYSE”).

The requirements under the Securities and Exchange Board of India Regulations, (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) , rules of the U.S Securities and Exchange Commission (“SEC”), rules of NYSE and other relevant rules and statutes have been considered while drafting this Policy for determining Materiality for Disclosures (the “Policy”)

The Policy applies in respect of disclosure of material events occurring within Infosys and its subsidiaries. This policy is in addition to, and does not derogate from, Infosys’ Corporate Policy Statement on Investor Relations which deals with dissemination of Unpublished Price Sensitive Information (also referred to as material non–public information).

## **B. AUTHORISED PERSONS**

The Company Secretary will be the custodian of the disclosure process.

The Company's Key Managerial Personnel and General Counsel and Chief Compliance Officer shall have the authority to make determination of materiality and distribution covered by this Policy with respect to the information disclosed about the Company. The General Counsel and Chief Compliance Officer or his/her designee, in each case, pre-approve in consultation with CEO and 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 contact details of the Company Secretary are:- A.G.S. Manikantha, Company Secretary, Email:- [investors@infosys.com](mailto:investors@infosys.com) and telephone:- 91 80 4116 7775.

Board of Directors, CEO, CFO, Key Managerial 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 or any other applicable laws or regulations, as the case may be.

## **C. MATERIALITY ASSESSMENT**

Information should be regarded as “material” if there is a substantial likelihood that a reasonable investor would consider such information important in making a decision to buy, sell, or hold a security or where such information is likely to have a significant effect on the market price of the security. Either positive or negative information may be material. In no case shall the definition of materiality be less expansive than those under US federal securities law.

Materiality must be determined on a case to case basis depending on specific facts and circumstances relating to the information/event. The approach for determining materiality will be both qualitative and quantitative criteria. which are outlined in this document.

Examples of information that would normally be regarded as “material” include the following, although the list is not exhaustive:

- Financial performance, financial condition, projections or forecasts;
- Known but unannounced future earnings or losses;
- Significant corporate events, such as a pending or proposed acquisition or joint venture;
- Plans to launch new products or product defects that have significant impact;
- Significant developments involving business relationships with customers, suppliers or other business partners;
- Changes in auditors as per statutory requirement or otherwise or auditor notification that the issuer may no longer rely on an audit report;
- Events regarding the Company's securities (such as repurchase plans, stock splits or changes in dividends, changes to the rights of security holders, public or private sales of additional securities or information related to any additional funding);
- Bankruptcies, receiverships or financial liquidity problems;
- Positive or negative developments in outstanding litigation, investigations or regulatory matters with significant impact on financial results;
- Any changes to the Company's Board of Directors or the Company's key managerial personnel and key agreements with them; or
- Any significant changes to the Company's capital structure

For the avoidance of doubt, events listed in Para A – Part A of Schedule III of Listing Regulations shall be disclosed` without application of the criteria listed below.

For the purpose of assessing whether a particular transaction or the amounts involved in that transaction are “material” the following information will also be considered, although the list is not exhaustive:

- The consideration involved in the transaction as a percentage of Infosys' annual revenue;
- The consideration involved in the transaction as a percentage of Infosys' fixed assets and as a percentage of Infosys' total assets;
- Whether the transaction is in the ordinary course of business;
- Whether a related party is involved in the transaction;
- Whether the transaction is an exit from, or entry into, a significant line of business
- Other qualitative factors relevant to a transaction.

#### **D. DISCLOSURE OF THE POLICY**

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

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

The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

## **F. LIMITATION AND AMENDMENT**

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.