



**NOTICE TO MEMBERS
[U/S 257 (1A) OF THE COMPANIES ACT, 1956]**

Notice is hereby given that the Company has received on May 31, 2013, a notice under Section 257 (1) of the Companies Act, 1956 (" the Act"), from a member, proposing the candidature of Mr. N R Narayana Murthy for election to the office of a Director in the ensuing Annual General Meeting of the Company, scheduled to be held on June 15, 2013 ("AGM"), or any adjournment thereof, together with a deposit of Rupees Five Hundred (Rs.500/-) as required under Section 257 of the Act.

The election of Mr. N R Narayana Murthy for the office of a Director will be taken up for the consideration of the members in the AGM, as part of the Special Business of the AGM, in the form of an ordinary resolution, as set forth below:

Special business

Item No. 10 – Appointment of N R Narayana Murthy as Director, liable to retire by rotation

To consider and, if thought fit, to pass with or without modification(s), the following as an ordinary resolution

"RESOLVED THAT, Mr. N R Narayana Murthy who was appointed as an Additional Director and who holds office until the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act 1956 proposing his candidature for the office of a Director be and is hereby appointed as a Director to retire by rotation.

Explanatory Statement under Section 173(2) of the Act

Mr. N R Narayana Murthy was appointed with effect from June 1, 2013, as an Additional Director of the Company pursuant to Section 260 of the Act, read with Article 114 of the Articles of Association of the Company.

In terms of the provisions of Section 260 of the Act, Mr. N R Narayana Murthy will hold office up to the date of the ensuing AGM. The Company has received a notice in writing from a member along with a deposit of Rs. 500 proposing the candidature of Mr. N R Narayana Murthy for the office of a Director of the Company pursuant to the provisions of Section 257 of the Act.

Mr. N R Narayana Murthy is not disqualified from being appointed as Director in terms of Section 274(1)(g) of the Act. The Company has received the requisite Form DD-A from Mr. N R Narayana Murthy in terms of the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003, confirming his eligibility for such appointment.

No Director except Mr. N R Narayana Murthy, to whom the resolution relates, is interested or concerned in the resolution.

Accordingly, the Company has given this Notice pursuant to the proviso to Section 257 (1A) of the Act in lieu of sending individual notices to each member.

By order of the Board

Place: Bangalore
Date : June 6, 2013

N R Ravikrishnan
Company Secretary

N. R. Narayana Murthy

Executive Chairman of the Board



Narayana Murthy is the Executive Chairman of Infosys Limited, a global software consulting company headquartered in Bangalore, India. He founded Infosys in 1981, served as the CEO during 1981-2002, as the Chairman and Chief Mentor during 1981-2011, and as the Chairman Emeritus during August 2011-May 2013. Under his leadership, Infosys was listed on NASDAQ in 1999.

Mr. Murthy articulated, designed and implemented the Global Delivery Model which has become the foundation for the huge success in IT services outsourcing from India. He has led key corporate governance initiatives in India. He is an IT advisor to several Asian countries.

He serves on the boards of Ford Foundation, Rhodes Trust, the Indian School of Business and the UN Foundation. He served as a member of the HSBC board between 2008 and 2012, Unilever board between 2007 and 2010, the Chairman of the International Institute of Information Technology, Bangalore between 2002 and 2012 and the Chairman of the Indian Institute of Management, Ahmedabad between 2002 and 2007. He has also served on the boards of Cornell University, Singapore Management University, INSEAD (Paris), Wharton School and the Graduate School of Business at Stanford University.

Mr. Murthy was listed as one among the “12 greatest entrepreneurs of our time” listed by the Fortune magazine in 2012. The Economist ranked him among the ten most-admired global business leaders in 2005. He has been awarded the Padma Vibhushan by the Government of India, the Legion d’honneur by the Government of France, and the CBE by the British government. He is the first Indian winner of Ernst and Young’s World Entrepreneur of the year award and the Max Schmidheiny Liberty prize. He has appeared in the rankings of businessmen and innovators published by BusinessWeek, Time, CNN, Fortune, India Today, Business Standard, Forbes and Financial Times. He is a Fellow of the Indian National Academy of Engineering and a foreign member of the US National Academy of Engineering. He was awarded the 2012 Hoover Medal and the James C. Morgan Global Humanitarian Award 2012 by The Tech Museum, California. He received the 2007 Ernst Weber Medal from the Institute of Electrical and Electronics Engineers, Inc., USA (IEEE). He has about 25 honorary doctorates from universities in India and abroad.