

## 32ND ANNUAL GENERAL MEETING

June 15, 2013

### **N.R. Narayana Murthy**

I welcome everyone of our dear shareholders to this 32nd Annual General Meeting. Before we start the main proceedings of the day, as is our practice, I would request my colleagues seated on the dais to introduce themselves; we will go from the left, we will finish that side, then we will go from this side in the back row and then my friend Niladri Prasad, who is hosting this meeting in Bombay, will introduce himself via video conference and then we will move forward.

### **Jeff Lehman**

I am Jeff Lehman, an Independent Director.

### **David Boyles**

I am David Boyles, Independent Director from Australia.

### **Srinath Batni**

My name is Srinath Batni – Executive Member of the Board, responsible for quality assurance, information system, information security, technology, infrastructure. Thank you.

### **Omkar Goswami**

Omkar Goswami – Independent Director.

### **V. Balakrishnan**

Balakrishnan – Member of the Board.

### **Rajiv Bansal**

Rajiv Bansal, Chief Financial Officer.

### **SD Shibulal**

SD Shibulal – Chief Executive Officer.

### **KV Kamath**

KV Kamath – Member of the Board.

### **N.R. Narayana Murthy**

I am Narayana Murthy an Additional Director and Chairman Designate Executive Chairman Designate who will be either confirmed or rejected by the shareholders.

### **Kris Krishnan**

S. Gopalakrishnan – Executive Vice Chairman.

### **Deepak Satwalekar**

Deepak Satwalekar – Member of the board.

### **R. Seshasayee**

R. Seshasayee – Independent Director.

**Ravi Venkatesan**

Ravi Venkatesan – Independent Director.

**Ann Fudge**

Ann Fudge – Independent Director.

**Ashok Vemuri**

Ashok Vemuri – Member of the board.

**BG Srinivas**

BG Srinivas – Member of the board.

**Leo Puri**

Leo Puri – Independent Director to be confirmed at this board meeting AGM.

**Ravi Krishnan**

Ravi Krishnan – Company Secretary.

**Srikantan Murthy**

Srikantan Murthy – Group Head Human Resource Development.

**Ramadas Kamath**

Ramadas Kamath – Head Infrastructure.

**Sanjay Purohit**

Sanjay Purohit – Head Platform Products and Solutions.

**Murli Krishna**

Murli Krishna – Head Computer and Communications Division.

**Deepak Patki**

Deepak Patki, Head Acquisitions Corporate Finance.

**Ganapathy Subramanian**

Ganapathy Subramanian– Head Strategy and Planning.

**MD Ranganath**

MD Ranganath – Chief Risk Officer.

**Jayesh Sanghrajka**

Jayesh Sanghrajka– Finance Controller.

**Nandita Gurjar**

Nandita Gurjar – Head Education and Research.

**Pravin Rao**

Pravin Rao – I Head Retail CPG, Logistics and Life Sciences.

**Chandrashekar Kakal**

Chandrashekar Kakal – Member of Executive Council and Head of Business IT Services.

**Niladri Prasad**

Good Afternoon from Mumbai, this is Niladri from Finance.

**Narayana Murthy**

Well, I am extremely grateful to the board and every Infosian for giving me this opportunity, this calling was sudden, unexpected and most unusual. As I said before, Infosys is my middle child. Therefore, I have put aside my plans in progress and accepted this request by the board to take up this responsibility. We all know that Mr. KV Kamath has been the chairman of the company, for the entire period from April 1, 2012 to 31<sup>st</sup> March, 2014, therefore I believe that it is appropriate for me to invite Mr. KV Kamath to conduct this annual general meeting and also deliver the Chairman's speech to the members. Therefore, with your consent, may I request Mr. KV Kamath to chair this annual general meeting.

**K.V. Kamath**

Thank you Mr Murthy, We have 383 members present in person and 86 by proxy to conduct the proceedings of this meeting. Quorum being present. I call this meeting to order. The registry of directors shareholding is kept open near the registration counter, it is available for inspection by members. Registry of proxys is also available for inspection near the registration counter. With the consent of the members, I take the notice convening the meeting as read. Thank you. I will now proceed to deliver my speech.

Dear Shareholders, I am happy to welcome all of you to the 32<sup>nd</sup> Annual General Meeting of your Company. Your deep and abiding trust in us has enabled us to continuously improve our performance. I thank you for your support on behalf of every Infosian and we hope to receive the same encouragement in the days to come. I am delighted that we have with us today N. R. Narayana Murthy, our founder who has consented to be the Executive Chairman. I am sure he would guide the Company in what are interesting times.

The Board has been since the last few quarters, conscious of and discussing the challenges that the industry faces, the challenges of an inflexion point in the technology business, several markets which are still soft, development which could impact operating models in some of our major markets and at a company level the challenge of responding to all of these developments. The Board also kept in mind the interest of all stakeholders, particularly shareholders, large and small, who asked for strengthening of the executive leadership during this challenging time. The board had formal dialogue with Mr. Murthy, on May the 4<sup>th</sup>, which is on record in this context. Thereafter, it was a process of continuing the dialogue with Mr. Murthy and he has accepted to lead the company which culminated in the board meeting on June 1<sup>st</sup>, where Mr. Murthy assumed the role of Executive Chairman. I must say that while we were doing this process, we have continuously had legal advice that the process was appropriate and was right. I am saying this because there is some speculation in various context whether due process was followed or not, and I would like to assure the shareholders, all due process complying with all laws was followed at all points in time. And I thank Mr. Murthy for agreeing to our request to take charge of this company as Executive Chairman at this point in time. Murthy's entrepreneurial and leadership record and his long experience as a technology pioneer makes him eminently qualified to lead the company and provide strategic direction at this point in time. Mr. Murthy has always been proactive in his leadership. And he has been one of the key figures in shaping the future of our industry. We assure that we would again see Infosys which is proactive in everything it does and is an industry leader. On behalf of all of us, I would like to thank Murthy for agreed to come back to Infosys as an Additional

Director and Executive Chairman w.e.f. June 1<sup>st</sup> 2013. His appointment confirming him as Director liable to retire by rotation is placed before you for approval today.

As you are aware, in accordance with the retirement policy of the company's board Deepak Satwalekar will retire from the board with effect from November 13 2013 and David Boyles will retire, with effect from January 17 2014. Satwalekar and Boyle as you all are aware have served on the Board for more than a decade and have contributed immensely to the company's success. On your behalf I would like to place on record our deep sense of appreciation for the services rendered by them during the tenure as board members. Their thought leadership in the area of the finance, risk management, governance have been extremely valuable. The Board has inducted Leo Puri as an Additional Director with effect from April 11<sup>th</sup> 2013 and his appointment confirming him as a Director liable to retire by rotation is placed before you for approval.

I would at this point of time like to put some things in context. Revised clause 49 came into effect from 31<sup>st</sup> December, 2005 which sets the best practice of terms 9-years to Directors both Deepak Satwalekar and Omkar Goswami who come up for re-election in this board meeting are well within the term requirements under clause 49. I am sure you will agree that the term has to be viewed prospective from the date of December 31, 2005 and it would be ill-conceived to look at this date as a grandfather date from the date of their joining. I am saying this again as on this topic too there has been some talk as it were whether this election, their coming up for reelection is appropriate in term of the term limit. The company believes that we are correct in assuming that the date is a perspective date from 31<sup>st</sup> December, 2005 they are well within their term and company is well within its rights to put them up for reelection at this board. You would also note that we have certain other directors coming up for reelection at this board meeting which will take up at the right time. In the year under review, the global economic climate has posed challenges to your company and our response at times has fallen short. We have ended fiscal 2013 with a growth of 19.6% in rupee terms and 5.8% in US dollar terms. In rupee terms our annual consolidated revenues under IFRS reporting system stood at roughly Rs. 40,352 crores and profit after tax was roughly Rs. 9,421 crores. Your company along with its subsidiaries added 235 new clients during the year under view. As part of our business strategy we acquired Lodestone Holding AG. We also listed our ADS on the NYSE Euro Next and became the first Indian IT company to trade on NYSE Euro Next ,London and Paris . Your subsidiary companies continue to perform well ,with Infosys BPO Ltd. emerging as one of the top companies in the BPO space ,with operations in 6 centers in India and 17 centers in the rest of the world.

We are pleased to announce a final dividend of Rs. 27 per share with the interim dividend of Rs. 15 per share. We have paid a total dividend of Rs. 42 per share for a year. We have ended the year under review with about Rs. 23,958 crores of liquid assets including cash and cash equivalents, current investment in available for sale financial assets and tax free bonds.

The number of awards and recognitions were bestowed on us this fiscal. Infosys was placed in the top spot globally for our corporate governance practices ,by IR Global Rankings. IRGR is the most comprehensive technical ranking system for investor relation website ,corporate governance practices and financial disclosure procedures. The 14<sup>th</sup> annual addition of IRGR this year saw the participation of more than 280 companies from 45 countries. We were placed in the second spot for our financial disclosure policies. In the regional rankings in India IRGR ranked Infosys first in three categories, Corporate Governance Practices, Financial Disclosure Procedures and Investor Relation Websites.

Among the other awards and recognitions our Cloud ecosystem hub won the 2012 Golden Peacock award for the most innovative product and or service. NASSCOM awarded the business innovation award to Infosys Edge the trade mark product. We are named a 2013 computer world honors laureate in recognition for use of information technology to promote and advance public welfare, benefit society and business and change the world for the better. Our Enterprise Mobility Services were rated highly by analysts and received a leader rating in the forrester wave. Enterprise mobility services, Q1 2013 report. We were ranked 2<sup>nd</sup> in 2012 Global Outsourcing 100 list compiled annually by the international association of outsourcing professionals for our performance across all four survey assessment categories. namely, size and growth, customer preferences, organizational competencies and management capabilities. Infosys BPO won the "Award for innovation in learning" at the Best learning & Development awards 2012, the Golden Peacock Hr excellence award 2012 and the award for institution Building at the Asia Pacific HRM congress awards held in 2012.

Employees are the soul of your company and our performance has been driven by the commitment and perseverance. On your behalf and on behalf of the board of directors, I would like to thank them on yet another year of achievements. We also place on record our appreciation for clients, vendor partners, investor and bankers for their continued support. We thank the Government of India - particularly the Ministry of Communication and Information Technology, the Ministry of Commerce, the Ministry of Finance, Customs and Excise Departments, Income Tax Department, Reserve Bank of India, Software Technology Parks in Bangalore, Bhubaneswar, Chandigarh, Chennai, Hyderabad, Jaipur, Mangalore, Mysore, New Delhi, Pune and Trivandrum, the State Governments and other government agencies for their cooperation and look forward to their continued support in the future. We also thank the authorities in Australia, Canada, China, Czech Republic, Eastern Europe, Japan, Mauritius, Mexico, Thailand and UK and the US for the help they have extended towards us. Finally we thank the trustees of the Infosys foundation for sparing their valuable time and energy for the Foundation's activities and for their mentorship and encouragement. Thank you.

I request Mr. SD Shibulal – CEO and MD to make a presentation about operations review 2012-'13

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### **S.D. Shibulal**

It is a great pleasure for me to be here. Let me once again welcome all of you to the 32<sup>nd</sup> Annual General Body meeting. In the next 15 minutes or so I will give you a business update for FY-'13. Before I start, let me remind all of you of the Safe Harbour clause. Let me start with the performance snap shot for the past 3-years. We have sustained our growth momentum despite several challenges. Revenues in FY-'13 was \$7.398bn compared with \$6.041bn 3-years back. Our PAT went up to \$1.725 bn, operating profits went to \$1.909bn from \$1.779 bn in FY11. EPS also went up to \$3.02 from \$2.62 in FY-'11 but FY-'13 was definitely a challenging year for us. Year-on-year, we grew 19.6% in rupee terms but we only grew 5.8% in US dollar terms. We started out the year by giving a guidance of 8 to 10%, in volume terms we grew 8.8% but in dollar terms we grew only 4.5%. Now in absolute terms this might look okay but, however, it was below our own expectation as well as the industry's expectations. Now during the same period, the operating margin also declined from 28.8% to 25.8%. Employee attrition has gone up marginally from 14.7% to 16.3% even though 16.3% includes involuntary attrition during the year FY13 which was definitely higher than FY11. Clearly it was a

challenging year for us in many aspects. Now the challenges were not only external it was also internal during this period. The external challenges are well known macroeconomic volatility, client confidence, turmoil in the financial industry. Internally FY-'13, was the first full year of execution of our new strategic direction, what we call, "Building Tomorrow's Enterprise or Infosys 3.0." We had gone through a major transformation at the end of FY12. Almost into FY13, we had created a new structure, new leadership and a new set of processes entering into FY13. Now, this kind of transformation creates transformational turbulence. FY13 was also the first year of investment for this new strategic direction. However, standing here, we are very confident of our strategic direction in "Infosys 3.0" or what we call "Building Tomorrow's Enterprise." We clearly believe that it will enable us to achieve long-term sustainable high quality growth. Despite the short term challenges we continue to move ahead with our execution of Infosys 3.0. Early indicators are definitely encouraging and extremely positive. Under Infosys 3.0, in broad sense, we have three offerings

BITS, CSI and PPS – The first one is Business and IT Operations; second is Consulting and Systems Integration; third one is Products and Platforms. First one is our core business, second is Consulting and Systems Integration which is meant to give us higher revenue productivity. And the third one Products and Platforms is meant to create non-linearity between effort and revenue. Our BITS business, the business that IT operations business is our largest offering, it gives us 63% of our revenue.

During the year, we have won many large outsourcing deals. I think more than 15 deals, somewhere between \$1.5-2 bn of total contract value. Many of these deals are extremely innovative, they are creative as multi-tower deals at the intersection of some of our services like infrastructure, independent validation, or business process management. For example, during the year, we launched Infrastructure Testing as a new service offering which is a combination of remote infrastructure management and independent validation. Some of the good examples of our wins during the year was Brit Insurance and Harley-Davidson. Harley is a good deal to talk about. In fact, with that deal we have taken over people, process and technology. We have taken over the assets using an ecosystem partner. We have built a new development centre in Milwaukee to support this opportunity. During the year we also built a partnership with IPsoft and autonomics-led IT operations collaboration to create higher value for our clients.

It is always interesting to hear what your clients say about you. Now, let us hear from one of our esteemed clients AstraZeneca. "We help them drive strategic business objectives through our unique collaborative approach under the business and IT operations space." AstraZeneca as you may know is a leading global pharmaceuticals company with a turnover of \$33 bn and operates in 100 countries across the globe.

### **AstraZeneca Speaker**

AstraZeneca is a big global pharma company. We have a turnover in excess of \$33 bn a year. We have about 57,000 employees and it does not change and we operate in over 100 countries globally. Within six to seven years, and we AstraZeneca, we started the relationship with some ERP work and that has moved through some outsourced AM and middleware outsourcing and we are also now evolving into the BPO space and some co-creation activities as well. One of them is for our new regulatory compliance platform and we are working with Infosys on that. And we are also talking about our sourcing platform as well to see if we can make that more attractive through working with Infosys. We would regard Infosys as a very technically strong organization, a very good operational excellence, a very good delivery which

is obviously being great, because that helped which is a normal delivery of services. But I think where we see some real uniqueness around them is the ability to work outside of the contract and to collaborate with others and they have a very mature approach in terms of how they do that. And they always look to put the problem at the heart and to work with others to help sources. So we find that extremely helpful. Infosys work very closely with us and they do really nice job of not just understanding our approach, it is making sure that they interact so they do understand. And I think that is very helpful because it was then come forward with ideas that they can see, maybe in even adjacent areas through they work in which would help us meet those objectives and priorities. Like many organizations who are really grappling with how we land innovation within our organization, and I think working with organizations like Infosys who have at the core their embedded system will really help us to unlock it in a broader context within our own organization. Our expectation is that by working together and by helping to solve problems and by showing that we can deliver value to the overall business together that will be the opportunity to continue to grow the relationship. I would say Infosys is a very mature organization that has operational excellence at its heart.”

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### **S.D. Shibulal**

So that is about Business and IT Operations. The next largest offering which we have is Consulting and Systems Integration. That is our second largest offering. We derive 31.4% of our revenue from this space. We have close to 31,000 consultants working in Consulting and Systems Integration. During the year, we acquired Lodestone Holding. We strengthened our presence in the SAP consulting space through this acquisition. We also strengthen our presence in Continental Europe through this acquisition. With Lodestone, we added 750 new consultants into our fold. We have won a number of transformational deals during FY13.

Again, let us hear from one of our esteemed clients, Ricoh. Ricoh is a global leader in Imaging Solutions and Industrial Products, operates in 200 countries. We partnered with Ricoh in a critical integration project during FY13.

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### **Ricoh Vice President**

I am the Vice President for Enterprise Solutions at Ricoh Americas. I basically handle and manage all the applications, organizations as such, so for our internal as well as some of our customer facing applications. When Ricoh acquired, I call back in late, that was in '08, the main imperative there was expanding the infrastructure that we have had in US, Canada and Europe. We had two different sets of ERP Systems. So, that is where we brought Infosys in more from systems integration standpoint.

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### **Ricoh Speaker**

I have been in the IT industry for a number of years and have had the honor or challenge or privilege of participating in conversions. With the Infosys team, this was one of the most error-free on target, on-time, on budget conversions that I ever participated in. They brought a very solid approach again with very intense knowledge of Oracle but also in-depth business knowledge of Ricoh and what our business clients were expecting, they were somewhat one step ahead of both myself and the business which led to a perfect

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implementation, perfect conversion. I was running probably 30 to 40% overplan every month and I was trending in that direction without any Indian site after I sat down with the Infosys management team we understood what was in front of us, what needed to be done, rationalize the resource load I was able to come in 10% under budget for that period of time.

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### **Ricoh Speaker**

The Infosys expertise on that we kind of freely dependent on before what to come up with the framework. So they will have an unbiased look at all of our systems. So bringing that framework, I think that was the value that Infosys did.

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### **Ricoh Speaker**

In addition to Infosys enabling me to hit my budget during the Ricoh stabilization our most recent numbers for the rice project have indicated that we are a 100% on plan, which clearly indicates to me that this was well thought-out, well executed on both the part of Infosys and Ricoh.

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### **S.D. Shibulal**

Now let us move onto our third offering, which is Products, Platform and Services. As I said this offering is meant to create non-linearity between effort and revenue. We have launched this offering only in the last 15 months. The flagship product under this offering of course is Finacle, which has been with us for the last 15 years. We have seen excellent traction in this space. We have booked \$684 mn of total contract value over the last one year and three months. Now this business is very different from the services business. Consulting and system integration, the revenue realization period for a contract is approximately 15 to 18 months. In business and IT operations, large outsourcing deals are realized between three to five years whereas in products and platform especially in platform space you realize the revenue over a period of 8 to 10 years, at the same time this is annuity based revenue. This is intellectual property based revenue as well as sticky business. During the year we filed 97 new unique patents for us to create intellectual property. We derived 5.7% of our revenue from products and platforms during FY13. As I said Finacle is our flagship product, serves 49,000 branches in 168 banks across 81 countries. In fact 13% to 14% of world's bank population that is people who are using banks touched Finacle. Our platforms are branded as Infosys Edge. Our Infosys Edge Suite won the Business Innovation Award from NASSCOM during the year. We launched four new offerings in FY13, all of which have been received extremely well by our clients. Hudson, a leading international talent company, implemented TalentEdge – our platform for talent management with great success. Let us now hear from the CFO on how TalentEdge raised them to a world class organization.

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## CFO-Hudson

Hudson is a global international talent company, so really what that means is that we provide a whole range of talent solutions for our clients across the world. We are listed on the NASDAQ in New York and we have offices across North America, across UK and Europe and of course here in Asia Pac. The solution we implemented with Infosys is really a market leading payroll billing and time catching system. It does a number of things for Hudson. It provides a solid ERP based payroll transaction engine and also billing engine for our clients. For the TalentEdge platform has helped Hudson deliver a number of achievements, firstly in terms of ensuring that our finance and IT functions are very efficient from an external benchmarking perspective. Our IT function is now world-class in terms of benchmarks and costs per employee. Our Finance function is better than peer group in terms of the cost of the function. So from a support perspective, we are in very good shape.

From a user perspective, for our contractors and clients, we have a very strong track record now of 100% on-time delivery of pays, 99.8% accuracy with a user interface that is market leading for both clients and contractors. So we have combined the efficiency of the TalentEdge platform with a leading experience for our contractors and clients.

Thirdly, we have been able to variabilize our cost base so the cost of our transaction processing now much more closely correlates to our revenue trends. Our revenue goes up, our costs go up but when our revenue comes down, so does the cost and that has been a very important achievement and outcome for this solution.

Today I have Hudson front office staff telling me that we should be presenting our payroll solution as a differentiator in the market. So coming from a place where payroll was a drag on the growth of the organization to a place where I have directors of the organization saying we should be marketing it as a differentiator is a great journey and a great testament to what both teams have achieved.

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## S.D. Shibulal

That completes our three offerings. I will now take you through some of the operational highlights for the year.

During the year we added 285 new clients, net addition of 100. Our business predominantly came from repeat business that means in FY13 97.8% of our business came from clients who were with us before FY13. In fact many of our clients have been with us for 10 years, 15 years. This is a clear testament of the trust and confidence our clients place on Infosys. Our million dollar client increased by 49 to 448. Our revenue per client marginally declined but this is predominantly because of an infusion of a very large number of clients from Lodestone because of the acquisition. Utilization remains as a concern. Our utilization has gone down from 75.6% previous year to 73% during the year. The main reason is the fact that we have honored every single offer we had given to the campus due for joining during the year. And that has led to a drop in our utilization. Our attrition, as I said, increased from 14.7% to 16.3% and 16.3% includes involuntary attrition

in FY13. Our family continues to grow. Today we have 155,000 people, that is as at the end of March and people from 100 nationalities are working for Infosys. Our efforts are wildly appreciated by our stakeholders. We were ranked amongst the top 25 performers in the Caring for Climate Initiative by United Nations Global Compact. Our global internship program Instep received the National Council for Work Experience Award second year in a row in FY13. We were voted an innovation leader in KPMG's 2012 Global Technology Innovation Survey

In 1981 we founded Infosys with a vision to build a globally respected corporation. With that we promised to fulfill our commitments to all our stakeholders. Even today we are true to our promise. Last fiscal, the North Karnataka flood relief program completed construction of 2262 houses at a cost of Rs. 30 crores. This project was a result of a partnership between Infosys Foundation and the Government of Karnataka to help the victims of the devastating floods in 2009. Under the Parishudh initiative we completed the construction of 10,000 toilets across Karnataka. Our efforts were not limited to only India. The Infosys US Foundation helped support it the New York City Science Education Initiative.

With this I am almost at the end of my presentation. To summarize FY14 has been a year of muted growths. Our performance has been below expectation, both our own and of the industry, while the operating environment was volatile several of our challenges were Infosys specific. We have taken corrective measures and committed to taking them in the future as and when required. We are confident that our strategy building tomorrow's enterprise is a right strategy. It will enable us to achieve our aspiration of long term, sustainable, high quality growth. As we enter another financial year we look forward to receiving a continued trust and confidence. Thank you very much.

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### **K.V. Kamath**

I now request Mr. Rajiv Bansal – Chief Financial Officer to make a presentation on the financial performance for the year.

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### **Rajiv Bansal**

Infosys is rapidly approaching a new and exciting journey. As said by Mr. Kamath and Mr. Shibulal this journey is a challenging one. Yet, it is filled with opportunities for your organization. The volatility in the market continues. The economic challenges are plenty and this would certainly influence the spending patterns of our clients. In every challenge looms large an opportunity, which is there to be exploited and tapped. We have been game changers in the past and I firmly believe that we have the ability to continue to be so in future. With this firm belief I would now take you through the financial updates for the financial year 2012-2013.

Our revenue during the year grew 19.6% to Rs. 40,352 crores, net profit grew 13.3%. We added 235 clients during the year. We added 37,036 employees during the year. During the year we also acquired Lodestone, a European consulting company in October 2012. We recommended a final dividend of Rs. 27 per share, which along with interim dividend

adds to Rs. 42 for the year to Rs. 2412 crores. Our cash and cash equivalents stand at Rs. 23,958 crores as of March 2013. We listed on NYSE and also on Euronext London and Paris. As Mr. Kamath was mentioning, we received globally #1 in Corporate Governance Practices from IRGR and also we were ranked first in the three categories in regional ranking in India. During the year, as I said, our revenues grew 19.6% to Rs. 40,352 crores, our gross profit grew 8.2% at Rs. 15,072 crores. Our EPS for the year grew 13.3% to Rs. 164.87.

If you look at the growth we grew across all geographies and segments. Our manufacturing grew 28.2% during the year and retail and CPG grew 24.8%. Energy utilities, communication continues to be a little slower than the company average at 12.4%. Among geography segment, in spite of the Euro Zone crisis did exceedingly well, it grew 16.2% during the year. Also because of the fact that we acquired Lodestone during the year otherwise there was an all-round growth across all geography segments.

During the year our volumes grew at 8.8% both onsite and offshore – onsite at 9.2% and offshore at 8.6%. During the year our realized revenue per capita dropped by almost 3%. In spite of his drop, our per capita realized revenue is still highest among the competition. Our revenue by currency is almost similar as FY12. There has been a lot of volatility in the currency markets. If you look at the average rate of USD vis-à-vis INR, the INR depreciated by 13.4% during the financial year and on a period end basis it changed at 6.7%. I am very happy to say that in spite of this kind of volatility our hedging policies have ensured that there has been a minimal impact on our bottom line during the year.

If you look at the balance sheet, at Rs. 46,351 crores balance sheet, more than 50% of it is in cash and cash equivalence and we continue to be debt free. Rs. 36,114 crores of retail earnings in a Rs. 46,000 crore balance sheet. Our receivables continue to be under control. 72% of our receivables are less than 30 days outstanding and our days of sales receivables outstanding is at 64 days which continues to be same as previous year. We continue to balance liquidity and return. Our return on capital employed is at healthy 37.3%. Our return on invested capital is a 64.9% and dividend payout ratio continues to be at 29.9%. We have a policy of up to 30%.

If you look at subsidiaries – our subsidiaries have done reasonably well during the year. There have been all-round growth. BPO grew 43.5% during the year at a PAT of 17.8%. It is probably the maximum profits in any BPO company in India. IPS 207% growth, Mexico 31% growth, China 14.9% growth, Brazil had a 88% growth. So our subsidiaries have done good growth. I think they are still in the investment phase so they continued to have some investments have to be made, but I think there are new engines of growth for us. Also during the year Australia subsidiary was much back into the Infosys Limited and that is the reason you see a drop in the revenues of Australia because that has got considered in IL. Thank you very much.

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## **K.V. Kamath**

Members may please note that we have commenced serving high-tea in the refreshment area. We have now come to the formal proceedings of the meeting. Before we proceed, I am pleased to bring to the notice of the members of the company, volunteer to drive out the business as set forth in the notice to a non-mandatory ballot conducted on the internet.

Members may please note the company is not required transact the items of business as set forth in notice period ballot on the internet by either the company's act in 1956 or any other law currently in force. Non mandatory ballot is not a substitute for an annual general meeting or an alternate method to exercise the voting rights. The process has been opted to enable shareholders who are unable to attend the meeting in person to convey their voting preferences to the company. We received report from the scrutinizers who declare the results for ballot at the beginning of each item of business. I now request Mr. N R Ravikrishnan, Company Secretary to read the auditor's report.

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## **N R Ravikrishnan**

Independent Auditor's Report. To the members of Infosys Limited. Report on the Financial Statements. We have audited the accompanying financial statements of Infosys Limited, the company, which comprises a balance sheet as March 31, 2013. The statement of Profit & Loss account and the cash flow statement for the year then ended on a summary of significant accounting policies in another exploratory statements. Management responsibility for the financial statements. Management responsibility for the preparation of these financial statements give a true and fair view of the financial performance and cash flows of the company in accordance with the accounting standards referred to in sections of Section 3(c) of Section 211 of the Company's Act 1956. This responsibility includes a design implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement that gives a true and fair view and a free for material statements whether a due to fraud or error.

Auditor's responsibility – our responsibility is to express an opinion in this financial statement based on our audit. We conducted our audited in accordance to the standards or accounting issued by the Institute of Chartered Accountants of India. Those standards require that we comply with particular requirements and plan and perform the audit and try and reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanation given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in confirming the accounting principles generally accepted in India. In case of balance sheet, of the state of affairs of the Company Act as of March 31, 2013, in case of statement of profit and loss account, of the profit for the year ended on that date; and in case of cash flow statement, of the cash flows for the year ended on that date.

**Report on other legal and statutory requirements:**

As required by the companies audit report order, 2003 the Order, as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order. As required by section 227(3) of the Act, we report that we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit, in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books; the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts; in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Company's Act, 1956; and on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the other directors are disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Thank you.

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**K.V. Kamath**

We now come to item #1 of the notice eruption of accounts. The balance sheet, statement of profit & loss account, director's report and auditor's report for the year-ended March 31, 2013 are already with the members. I now declare the results for the non-mandatory ballot on item #1.

Holders of 10,31,47,119 equity shares are awarded in favor of the resolution and holders of 48 equity shares awarded against the resolution. If any member wishes to ask any questions pertaining to this item, he or she may do so. Please restrict your questions only to matters relating to the adoption of accounts. Any other questions of a general nature will be taken up at the end of this meeting.

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**Questioner**

Dividend has given Rs. 42 net profit 30% only. Tata Consultancy Services they are giving net profit 90% to dividend. Hero Motors net profit 90% to dividend. Colgate Palmolive net profit 90%. So another pharmaceutical company, chemicals net profit 90%. Why Infosys is not giving net profit 90%? Please construct this. It is a good performance company. Net profit you have to give 90% dividend. Bonus also is due, 1:1. Hindu Business Lines Newspaper, business history they are publishing the table, Business Line. Company Name, Book Closure and what is the percentage of bonus, 1:1 or 2:1 or 1:2 like that they are publishing. They are not publishing the Infosys bonus. Please look after this. DP Karvy Consultancy is high drawback. Why cannot you appoint Bangalore Stock Exchange Financial Services? It is good one. You please appoint local agency.

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**K Sadanand Shastri**

My name is K Sadanand Shastri, number is 30354599. IT Pitamaha, Vishveshwarya of IT industries, Vishvamanava Mr. Narayana Murthy special namaskara and welcome to you sir. I am not boosting or praising here or exaggerating anything. Whatever I am expressing here it is a hidden fact of this report. Sir it is a global industry, not a government organization. Here there is no age bar but only the efficiency, ability, intelligence, capacity, brilliance, practice and these are all the tools and here six of the development of the company. Sir, with very much distress I am expressing here investors have become the victims all these two years. During 2011 in the same dais I had expressed it, predicting certain things I told this. It is published in the papers and TV media also that is no Murthy, no Infosys. Infosys is Mr. Murthy. Wherever we see the emblem of this Infosys we see the face of Mr. Murthy. It is true, practically proved and the resolutions are moved sir. In these years you have taught us many things, patience and self-sufficiency and hard work. We are proud that you have entered the textbook also of the students. We have read in the paper our Murthy sir, his information and other things is being the text of the textbooks. We are confident that we will get from you right, straight, bright future. We are safe now. We are breathing. So it is my sincere request to my shareholders not to give room for the recurrence of these things. Sir, coming to the report in page no. 5 i.e. social innovation in disaster management, here one thing is said the solar power devices. There is still a lot to extract from the sun, solar energy. We have to extract it. That is company can do in the forthcoming years. Coming to Page #4 that is the "Year at a Glance" after seeing all this, there is a positive growth in all the fields including purchases, sales under their profit. But however, it is very difficult to assess the rate of growth compared to the 2011 it is not depicted here. But anyway that is the dividend, what it is declared 42 is somehow small. Last year 47 it was declared.

But however, the company could have maintained the same status quo in the interest of the image of the company, not for the shareholders sir. One thing is here very much we should appreciate the debt column it is nil. One thing that I want to express again during the last 2011, I had expected the same thing, whatever maybe the situation, however maybe the situation, is the founder-director of our Murthy sir, let his photo let me clear here afterwards in this report there is no photo we can see in this one at least in future that is continuing. Sir, in Page "Community Development" company has done everything and they are taking care of the poor people and some of the villages also have been given a light and physically handicapped have been provided with employment but still the company has to do I think so, that is a lot of physically handicapped are turning beggars in the general public. The company cannot do directly but they can help that NGOs like Bharat Vikas Parishad where they are taking care of these physically handicapped that is company can do something. Thank you very much sir.

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**Chetan Bisa**

I came from Mumbai. As environment and trend changes, company make adopting software program. In the same way, company should change the corporate management policy. Company should increase the dividend payout ratio from 30% to 50%. Before 30

years, there was a demand of heavy body actor 90 Kg weight like Dharmendra. But nowadays there is a demand of light weight body, 60 Kg weight like Aamir Khan. There was a demand of heavy body actress of 75 Kg like Nitu Singh. But now it is there is a demand of light body actress of 55 Kg zero figure Kareena Kapoor. You have change according to the fashion change. The more you spend the more you will earn. In physiology science, the more you donate the blood, the more you create the first blood in your body. In botany science, the more you cut tree, the more the tree will grow. I have given robot, technically it means early warning before one year, that company should declare Rs.40 ordinary regular dividend and Rs.40 special dividend, but by not declaring Rs.40 as a special dividend, sir as fall by Rs.620 in a single day on April 12, 2012. So to avoid such huge losses, company should declare Rs.50 ordinary dividend and Rs.50 special dividend next year. Company has already gone into the devil and deep sea in the present period. In the present period, the companies have cut all revenue and capital expenditure except dividend payment. This sentence is very important, in financial management first principle everybody should learn this, when company growth rate is less than interest rate company should pay highest possible dividend. Payment of dividend is appropriation of the money from company pocket to shareholders pocket. It is not application of money. Mr. Narayana Murthy is one of the honest person in this world, like Australian cricketer Mr. Don Bradman. I am sure you will succeed in this venture by following this policy. Secondly, the company has received income tax notice of Rs.1,088 crores for fiscal year 2005 and 2008 and 575 crores for 2009. It is contingent liability and it should appear in the balance sheet as a footnote. Please see, it is written in very tiny small letter. It should be written in normal bold letter. So it should avoid the misunderstanding. As per IT Amendment Act 2012, now resident company can make application for advance ruling. So in future before entering into transaction, company should take advance ruling to avoid such type of the income tax notice. Share market is so sensitive that by announcing even single income tax notice received by company, share price may fall by Rs.100-200. So, in future, company should take for every such type of the transaction advance ruling before taking any transaction. Thank you very much.

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### **Tamalkumar Mazumdar**

Myself, Tamalkumar Mazumdar, I am an equity shareholder from Kolkata. I have some queries relating to audited accounts and other matters. We are really happy that you returned back as the executive chairman of the company for the next 5 years. In an interview with Business Today, January 29, you said that there is a saying in the home and mind that grandparents should speak only when they are asked to. Otherwise, they will not be welcome in the home. We are all grateful to the board for taking such a decision to bring back the grandparent of Indian software industry, to strengthen the company that has slipped to #3 in the Indian IT since you left in August 2011. But sir, I have a strong objection regarding that the company gave additional information about your appointment because I think Narayana Murthy needs no introduction, most of the Indians knew him as an icon and a visionary. Then I am at a loss to understand why additional information which is not mandatory, has given along with the resolution. Is it for the foreign investors sir? Keeping up salaries by some of the directors got headlines in the media. I simply want to mention here that Mr. Shibulal or Mr. Gopalakrishnan together received a salary of Rs. 1.3 crores during 2012-13 whereas promoter group with holding of 9.21 crores shares received Rs. 138.13 crores as interim dividend and we will receive

Rs. 248.63 crores as final dividend. So keeping up salaries is not at all a big deal to them. Sir, another disturbing feature is the allegation of insider trading. We are really in pain to read headlines like the insiders make quick buck on Infosys gets clear, louder or did the market know Murthy was returning to Infosys. SEBI also entered in the arena. We do not want to know the truth, but we want an assurance from you that stringent action will be taken in case any insider found guilty. I have noted from additional information that top 10 clients contributed 24.6% of the company's revenue during 2012-13 which in my opinion is really high. Whether company strategy of increasing client base and thereby reducing the risk of depending on a few large clients started bearing fruit? I want to know your viewpoint in this respect. Another cause of concern is the increase of attrition rate from 14.7% to 16.3% during 2012-13. I comparison with TCS attrition rate was 10.6% during the same period 2012-13. Whether this huge attrition is impacting senior, middle level leadership in Infosys? The company announced 8% salary hike for the year 2013-14. And I simply want to know what will be the impacts on our accounts. If media reports are to be believed, then effect will be 1.5% to 2% of the revenue during next 2013-14. Business models like Cloud Computing and other pay-for-use models are beginning to get traction in most industries. This could result in demand compression for traditional IT services pricing pressures. I want to know your thinking in this respect. And I also want to know what is the present status of investment from US\$100 million bond in the area of innovative idea which Mr. Shibulal mentioned in a report to the shareholders, whether the company allotted. Your revenue from Indian operations is a mere 2.1% of the consolidated revenue. And it is also not doing well. Its segmental operation income growth was at (16.9)% during 2012-13. In comparison, TCS has a revenue of 4,890 crores and which comes to 7.76% of the total revenue during 2012-13. Would you share your thinking in this respect also with us? During the year, goodwill increased by a massive 1,153 crores, mainly on account of excess purchase consideration paid over assets value of Lodestone Holdings AG, amounting to 977 crores. It has a closing balance of 2,244 crores as on March 31, 2013. There was no booking of impairment loss. The subsidiaries like McCamish Systems LLC showed its inability to meet the target. As a result, Infosys BPO Limited reversed its liability by 57.57 crores. McCamish takeover added 227 crores to goodwill. Whether the management is testing goodwill for impairment annually or more frequently there are indications for impairment, I want to know your viewpoint in this respect also. I want to bring to your notice that in Page #92 of the "additional information," the company under nature of expenses showed 629 crores as "software packages" for own use, whereas in Page #93, under same head, the company showed 626 crores. What is the reason for such difference? I noted that the company valued its brand as 68,386 crores. It is in Page 136, 137 of the "additional information." Evaluating several factors such as leadership, ability, market global reach, trend, etc. as a scale of 1 to 100, materially based on information available which the shareholders are not privy to. Brand valuation can carry widely depending who is doing the valuation. During 2007 Brand Finance estimated the brand value of Coca-Cola at US\$43 bn, whereas Interbrand valued it at \$67 bn during the same year. So I simply hope that in future in addition to in-house valuation, there should be a valuation by the third-party. I want to know your viewpoint with respect of this. Sir, the company has a cash and cash equivalents of 23,958 crores as on March 31, 2013. For the last couple of years, neither the company went for big ticket acquisitions nor distributed it among its shareholders. It simply increased other income for company. As you return back with new vigor and vision, whether we expect big ticket acquisitions in the near future, I want to know your viewpoint in this regard also. After rejection of class suit against our company and settlement arrived by TCS without admitting wrongdoing, do you believe that Indian IT need to guard against it by keeping a

separate provision for this? Another thing is, it is nice to note that the company made an expenditure of 913 crores which is 2.5% of our total revenue for R&D against TCS expenses of 777 crores, which comes to 1.23% of total turnover. In this connection, I want to know, whether the company management has any proposal to value its 87 patents in monetary terms? Lastly, I want to conclude by quoting from two stalwarts of Indian software industry. First, TCS story by S. Ramadorai. Ramadorai said, "By the way now that I am older and wiser, I know the hidden message my kite has had for me, I have learnt never to be afraid of opposition by keeping in mind that a kite rises against and not with the wind." And secondly, from your statement, "We have all at some point eaten the fruit from trees that we did not plant in the fullness of time when it is our turn to give we must in turn plant gardens that we will never eat the fruit which will benefit the generations to come." Thank you all for patient hearing."

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### **K. Narayan**

Before I make my observations of balance sheet, may I request the chairman to give the clarification as a stakeholder, am I not entitle for getting notice for this meeting, I did not receive. Before last week, while reading the newspaper I came across that today Infosys will be holding the AGM I have to request my son to send an e-mail to get it. Last year also, this happened. Mr. Secretary, do you not feel that you have failed in your duty to give the meeting notice to the members who are responsible for your continuation of service, I take this as infringement of right of the shareholder.

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### **K.V. Kamath**

I apologize on behalf of the company. I think every shareholder needs to get the notice. I am sure executive team will look into this and to me this is very serious thing and Shibu we need to look into this. Thank you sir.

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### **K. Narayan**

I am sorry, if I have hurt the feelings of the secretary. In spite of his other principle executive officer, whatever his office does reflects the entire managing committee which they should not feel ashamed and international reputate company like ours should not cut a sorry figure, please ensure that such things are not repeated. Now, coming to the observation of the balance sheet which I had to take with extra effort. The revenue went up by 29%, the EBITDA went up by 25% and the net income by 34%. I thought our shareholders will be happy, but unfortunately this is not the result of Infosys, this is the result of TCS. With the same capital of the Infosys capital is 287 crores, but the TCS capital is 292 crores, why the net income of Infosys as per Page #4, 9 crores increase compared to the last year, I think things are going from bad to worse and as our earlier member while his talk mentioned Narayana Murthy minus Infosys I think is a very poor performance on the part of the board. Of course whether it is the chairman or the Chief

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Executive Officer or the other members were repeating whatever is stated in the balance sheet. I would have been happy if they had mentioned some positive notes, business means uncertainty, internal and external threats are there taking them as a challenge and opportunity that is the with the same amount of capital if TCS could achieve 34% increase in the net profit why our company have increased the net profit only by a marginal 6% compared to next year's sir that is last year it was 8,470 crore as per page number 41 and this year it is 9,116 crore. I think business is not going in a proper direction. And the next observation and most important is regarding the Page #40, cash and equivalent, as per this Page #40, it is stated that last year I mentioned this and I dwelt upon this it will lengthy also because any business which fails to use its resources properly, definitely affects the profitability heli swami, neevu illi irtakanthavru, hechchu jana vyaparastharu, nimma hattiaru saavira rupayi idre, inooru rupayeena nimma jobinalli ittukondre nimage yaaradaroo labha kodtaru, illa; namma hattira iratakkantha duddanna naavu upayogisikollodru jothege businessnalli current account holders, bank, athava financial institution indha OD tagolthare, adhu enu adhu is it a sin to borrow money from banks or financial institutions, of course I am happy that this company policy is debt free, okay. But our own resources; you are holding 20,406 crores cash even even ondu percent lekkadha prakaradalli sahita eradarinda, mooru saavira koti rupayi labha bartaaidyalla, daya maadi uttara koda beku adakke, bahala mukhyavadantha vicharavanna prasthapa maadta iddini, neevugalu, kotyaanthara rupayanna invest madira bahudu, aadare nammantha small investors confidence level increase aagabegadre avarige olleya returns barabeku, Infosys, eradu, eradu varshakke ondu sarti bonus koduthe anta hale jana e company anna poojusthaidaru, aaru varshano, elu varshano aagide swami, neevu bonus declare maadi, innu elu varsha aadru kodakke aagalla antha nanna bhavane, innu nimma kharchina baggey, adannu prasthapa maadale beku, 41 ne pagenalli helthira, revenue 38,980 koti antha, hage adara bahala mukyavathantha kharchu enu idhe, aa total expenditure 26,706 enide, adara 75% ondu, ondu item employee benefit expenditure, 19,932 crores. What is there contribution? When you are paying fat salary Infosys tanna employees ge ivattina paper nalli nodide, ivatto, nenna paper nallo, 8% hike is salaries madidira, maadi, santhosha, but should they not contribute to the growth of the company? Shareholders hecchina laabhamsha tandu kododaralli avara hecchina shrama enu ide, adu kaantaa illa, daya maadi, aa itemna swalpa control maadi, nodi idhe vicharada bagge, TCS adara total expenditure 46, 077 koti nalli, 24, 039 andre, nammadu enu idhe, sumaar 75% avaru bari ondu 35% manage madta idare, so this is an area of concern. I think employees are not properly contributing and whoever is responsible for that please see that they are given proper task and they should be made accountable for this. And another major concern of mine is regarding the recruitment, I was happy and I was mentioning many a times, hey Infosys shareholder aagi, namma Infosys ge, employment hudukkondru barovru sankye the application received earlier was exceeding 8 lakh. But last year I mean during this current year, as per your record you have mentioned 3,79,000 applicants are received. Ardhakardha jana asakti illa, ivattina employees enu idare, avaru they want to work in a better atmosphere Infosys atmosphere chennagi ide, aadre, alli avarige remunerative athvaa challenging job more than the remuneration they want independent charge, naanu inthadina achieve madirthakkantha ondu hemme, athava Maslow enu helthare, self-actualization atmosphere create maada beku, bari sambala jaasti kottare barodilla jana. After meeting certain basic parameters or the needs one likes to meet the self-actualization level meet aagatakkantha ondu challenging atmosphere anna daya maadi create maadi, nodi, neeve helo prakaradalli job offer is 27,303 but the reported is 22,019. Infosys nalli kelasa sikkutte antha offer maadidrali 5000 jana report maadikollalilla helidre nijavaglu idu yochane

maadatakkantha vichara alva swami and correspondingly TCS has visited 616 institution in India for the recruitment of 37,613 people; where is 22,000 where is 37,000? And 288 in other countries they have visited. Of course you were also mentioning that from 100 countries you are making appointment, which is not sufficient because Infosys depends on employees. Illi hanakkintha hechaagi buddhi shakthi athava knowledge adhe main capital, aa knowledge anna attract madatakkantha ondu parisara athva environment daya maadi create maada beku and connected to this is attrition. Last year, 14.7% ee varsha 16.3% aagi ide, varsha dinda, varshakke jasti aagta ide, industry average 8 to 10% ashte swami, chairman sahibre, attrition rate antha helidre, atruptavaadantha employeesu company anna bittu hoga thakanthadu, yaakey, inthadhu aagta ide and employee strength is compared to 2,76,000 of TCS, we are having only 1,56,688. Ours is manageable company, tumba, ashtu ondu dodda company, I mean, ashtu ondu dodda strengthu, unmanageable limit ge innu hogilla. Then coming to the last but not the least item, i.e. regarding directors, Page #93, 90 gay stop maadidira, aamele, annexure taradalli mooruneya page nalli, I am sorry, this is not to hurt the feelings of anybody, samaanyavagi, higher position kodabekaadre bere directorsgalu entu, hatthu company galalli avaru director aagi, athva bere, bere committee chairmangalaagi work maadiddaare, aadre, Shibulal antha avarige, chief operating officer aagiddaga excellent work anna madthaiddaru antha helidde Narayana Murthy avaru, avara kelesada bagge tumba prashamse maadi task kottaga ondu sarti ondu vicharavanna mooru nalakku varshada hinde, gnyapaka maadkolta iddaddu, ondu task anna maadbekadare, ondu vaara avaru manege hogodire 21 ghanategala kala shramavahisi kelasa maadta idru eradu, mooru ghante maatra rest tagolta idru antha heliddare, antha avaru, iddakkiddage chief executive officer yake maadidri, Infosys bittu innu yaava company director aagi iduvaregu avaru, haage Srinath avaru sahitha, they are not even director of another company, so proper man in the proper post iddaaga avaru efficiency level jaasti agatte, innu share price bagge noo ondu amsha illi nerariratakkkantha share holders bagge avara gamanakke tarabeku, Infosys 5 rupee face value iruvantha sharu, high aagi, 3004 March nalli trade aadare, low price aagi, 2125 July trade aagide, idakke corresponding aagi, 1589 TCS shar, TCS share bele ondu rupayee, aa ondu rupaianna 5 rupayeege compare maadidaaga Infosys share bele 8000 rupayee aaga bekithu, market values properly, naavu, haagidvi, heegidvi anta hale past glory nalli iddare present adanna oppikollodilla, We have to prove. We have to perform. Perform or perish, that is all, is business. And key people have left the organization, that is something wrong is going on. I think Narayana Murthy avaru, obba mentor aagi avare belisatakka balla avarige acchu mecchinantha Mohandas Pai avaru eradu varsha hinde e company board inda nirgamisidaaga avathe nanage yaako e company alli eno birukugalu kaanta ide anthu helithu. If possible please call back their service as you have called back the services of our mentor and founder Narayana Murthy. CEO ge Mohandas Pai antha avaranna bahushaha groom maadabahudagittuu ade taradalli even general body ondu naalaku, aidu varshada hinde Balakrishna avaru presentation maduvaga ondu olle tamashe cinema nodo taradalli aa facts and figures ashtu ondu yaarugu nirasakti aagalla, aa tara avaru aa toon galu mathu olle, olle Hindi cinema haadugalannu haako mulakadalli ellaru gamana selita iddaru, nodi 400000 jana ira thakkantha e Infosys nalli bari 385 jana, 4, 5 varshada hinde swalpa late aagi bandre Hinde nintkollakku jaaga siktaa irlilla, haage mada beku meeting andre, mado reetiya vaatavaravanna kalpisbeku, bari olle thindi tandu kottu bittre jana barodilla, e company nalli annual general body meeting aagodu varshakke ondu sarti, adu kevala formality, compliance for Company's Act koskara aagabardu, nijavagalu neevu shareholder na stake holders antha bhaavisode aadre aa stake holder abhiprayakke bele kodode adhara, 4, 5 varsha dinda kelthane iddini, Mysore nalli meeting maadi anta hali,

yaake madakke aagilla, madabardu anta kanoon idiya, daya maadi consider maadi, and naan obba saamanya vyakti agi secret of good businessman aadru e reeti artha maadikoltini, #1 is to keep the expenses as low as we can, eradaneyadu, we have to expand and enlarge, and mooraneyadu, good use of cash, namma hattira iratakkantha resources anna chennagi balasikollabeku and bahushaha hoda varsha adakke kottantha utara we are looking for acquisition antha heliddaru, eshtu acquisition maadi kondari swami, acquisition maadikollodaagidre cash ashtu ondu ittukollo necessity enide, please come out with innovative new products and delight the customer. And last but not least an alarming news I read before coming to the meeting, SEBI has called explanation of the Board's Meeting. The day when the company announced Shri N R Narayana Murthy will be the executive chairman, the share price went up by nearly 2%. Is it not insider trading? Unless some director has leaked this news, bahushaha Infosys nalli intha ghatane hinde nadediralla, munde nadi bardu, naan aadru aa chikka item SEBI explanation kelo reeti nalli Infosys nalli vyavahara nadita idyaa antha kelidaaga thumba manassige vyathe aitu swami, idara labhamshakinta hecchu aagi, Narayana Murthy antha avaru, avaru industry ge ondu hosa standard haaki kottiddare, aa standard na muriyodu beda, adana improvisation maadkollodikke bekagide, innu konedaagi, mukhyavagi manassige, nanage novu aaguvantha mathu namma Narayana Murthy sahibbarugu novu aagathe antha gottide, aadaru sahitha heli, I am against appointment of Shri N.R. Narayana Murthy as the Chairman, is it not a brinkmanship of the board in finding a suitable person, avaru 20 varsha satatavagi shramisiddare e company anna kattodakkoskara, avara margadarshana namage beku, aadare avaru, avarade aadantha retired life anna avaru plan madiddaga e company aadro, 5 varsha avara services keltiddira, after five years what, will you again ask Mr. Narayana Murthy to continue? In a country of 120 crore cannot we find a person capable to give leadership? I am sorry, I know my words will not be swallowed easily but these are true and facts. Thank you for allowing me.

### **C N Gopal Krishna Rao**

I do not want to repeat what my predecessors have told. See before going to the annual report and the accounts, just a few points before Mr. Narayana Murthy has been taken back to the company with a good intention for better prospects as a company in the future for a long time to come. I think there have been enough comments on this. Even in press, I was astonished to say given a minister commenting oh, maga, tande bandu bittiddare. I do not understand why they should bother. If at all yes, compared to the company and for the interest of all including shareholders for the betterment of the company and I hope the house here assembled will definitely confirm and that if anything pertained to Mr. Narayana Murthy we did not price it. So ongoing shareholders welfare it is being looked after besides other interest in the company. I will have to tell you though it is out of the way, there are politics of peoples who are their son and daughter, granddaughters are there in the ministries or in other workings, why not Narayana Murthy being opposed in the public. This should not be and it is better people have already commented they should refrain. If at all they talk let them talk in the interest of the company with reference to Narayana Murthy. I think host will definitely ratify and whatever they want without any hesitation I strongly believe in that. Then coming to your Board of Directors you have got so many independent directors. What are their resentments? Chairman, of course, your governing council is also complete list is here, your board of directors are also list here. You have got nearly more than 5 to 6 person, what are their resentments regarding that. That can be put in brocket just like any other thing which is put in an executive council.

Then your shareholders information meeting notice, I am a shareholder in 20-23 companies including banks. This shareholders' information pertained to meeting should come in the beginning, not in the end. Because you may think there is an objection. It is not an objection, it is a suggestion because whatever you want to explain about the company let the meeting notice come first and we will let it be a part of report of excellence and of digital and so many things. It is a good thing. We have to read. But it is just a general comment. And coming to the generally we get the company with the results we have got and the profit and the dividend. I think the dividend as the previous people have told it is less. If we have reduced the figures, of appropriations towards the social activities or towards the other activities, of course the natural calamities have helped us in building also household. From all these if you have reduced appropriations the shareholders' dividend could have been little more, I think could have given 55% to 60%. After all shareholders we expect that is the only thing. See we do not want any dividend without considering other things. And bonus that also could have been considered and one thing I read in paper also, TCS has surpassed certain things from Infosys that is why people are nange kelidru swami, monne, Infosys enagutte, share ittko bahuda, naanu dhairyavagi helide ittko shares enu aagodilla, neevu ittkolli sharesu antha heliday naanu.. So I do not understand why the tough time has come. I think that will be removed in the very near future and this is a very happy sign Mr. Narayana Murthy has come and it has very good symbol, let it continue.

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## Shareholder

In page #7 the business also has increased. We would not go in detail. I will be very brief on that. During the year the we added 23.11 lakh sq. ft. of physical infra sector space, does it mean that our purchased some lines where companies are adding the employees and adding, is it a land purchased by you and added to the company because here all technical words you have put. So that can be explained because the number of marketing officers it has that is different thing. But to add it on physical infrastructure page, please be categorical whether you have purchased. And you have got social contacts, page #12. In social contacts you say we have extended of stakeholders from the new organization. In the end you say fundamentally nurturing stakeholder trust and adjoining the business continuity. What does it mean? Your social contacts will be spending money or interactions on communications etc but how do they ensure business continuity in your company in relation to social contact? Social context in expenses on part of the company. But still how they are directly confronting you in ensuring business continuity? You are spending the social contacts, social activities means they are spending households for flood effected people such and some other activities its allowed. And it is possible to share EPS value also compared to our previous year it is little less. And selection for people who do not want to comment, their selection of staff from campuses that can be increased and one more thing, the shareholders please arrange a visit to the company. We will be happy to visit the company, back by back you can put and many other company the welcome shareholders and visit for example, Mangalore Chemical Fertilizer, so we have visited the company. And we will be happy to visit their company to see practical certain things. Even if we visit the company we go along with your staff without disturbing your staff or any other thing. So above all with all these things, I appeal to the board to say that the dividend has increased. The general body has powers to increase. I think the dividend can

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be increased at least to 55%. So let the company prosper, let us get more dividend. Let it be a model company in the eyes of the world. Thank you very much.

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## **Gundu Rao**

I am a small shareholder. I have gone through the reports. I have only very small suggestion to offer. Firstly I support all my previous speakers. We are so happy that Narayana Murthy is back. I would have liked normally a standing ovation for Mr. Murthy for having agreed to come back to his home turf if I can put it that way. Let us also realize when he said Infosys is his second child it is expected of parents to hand hold for sometime if the child is in bit of difficulty. Therefore it is nothing unusual in the Indian ethos and also this is not a great-great new discovery which our board of directors have done. There are at least three cases where the retired heads have been invited back to lead the company and add value to that one. Therefore let us not make too much of an issue. Let us invite him back. Let us give all the respects to him and then I am sure he will be assimilated in the Infosys board and we can expect the same kind of value addition that can be done by him to the Infosys organization. My earlier speakers have spoken about the dividend and also about the market price. I am not too much bothered about the dividend. Though, of course more the money in the shareholders' hands it is always welcome. Nobody refuses increase in money. But I have seen in the body of the report that the Infosys, rather the current dividend proposed by them approximates to about 30% of the profit which has been their tradition all along by accepting for special dividends on some special occasions. Now last year, as somebody said it is 47% and then earlier it was 60% but in 2010 it was 25%. That is the only part of the value of the company. The second part of it is the market price. I was wondering why the market price of the equity shares has come down. I luckily happened to come across a study made in the public domain which says intellectual capital analysis of change in IT leadership. And there it clearly makes a comparison between TCS as the first company and it has compared with the Infosys. The result of that one is in the last few quarters, the knowledge base of Infosys has declined to 74% to 76% compared to our bigger company which has remained 80% or 80 plus. I would only appeal to all our board and the higher management to have a serious look at it of what can be done to reach at least our own level of 80 plus percent whatever is possible. In this context I would also like to say because the human capital is the most-most important and the human capital is our IT staff which are about 140,000 or 145,000 people are there. I was happy to see when Mr. Murthy had just a few days back a meeting of the staff, he announced 8% increase in the salaries, I am sure this will be appreciated by not only the staff but probably the message goes across the organization and it gives them an impetus to work better. That is about one. The second point I have is about the litigation, the details of which have been mentioned in the annual report, I do not have to repeat that one. Therefore that would be an immediate focus for action because in some newspapers what I read was the US Visa problems and all is a real problem not merely for our company but for the IT companies in our country. Therefore everybody expects a kind of a strong lobby, how to minimize the impact of these restrictions on the IT personnel going from India. Another one is I want to congratulate this Infosys Labs for the wonderful work they have done and it is given in a very short paragraph but I did visit the Infosys Lab's website, I was so pleased but the only thing is that has to be translated into the viable, usable, en-cashable product. That is where I think they need to focus. Thank you for your patience.

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**Hanif Sheikh**

Regarding Murthy Sir's comeback to Infosys I read JRD Tata's biography – Beyond the Last Blue Mountain, in that JRD Tata said man has two ages, one is chronological, other is biological. And that scientist was awarded noble medicine. He proved that man can reduce his biological age by 20 years. So I think even though Murthy Sir is today 67 chronologically, biologically he is 47. And JRD Tata serves role model. He retired from Tata Sons at the age of 87. Even Ratan Tata recently retired because of the policy. He retired at the age of 75. Sir is still good enough to continue for 15-20 more years. And I would urge him on behalf of all shareholders. And I would come to the financials now. Sir we have 4 bn cash reserves, I will not repeat that point. In 90s I was studying for my CFA, so we had Infosys case study. What we observed every alternate year Infosys used to give bonus. If you see 90s, every alternate year bonus was given and they show 1 for 1, 1 for 1, 1 for 1. So I would urge what has happened? Last 10 years there has been no bonus. Last bonus in the ratio of 3 for 1 was declared in 2003. 2005 it was stock split. It is a mini bonus and issuing bonus shares or going for stock split or even going for buyback is nothing but a strategy which unlocks well. I would urge entire Infosys management to think on these lines on this strategy of unlocking wealth because our stock price anyway has been languishing. So one where to perk up stock price is either to issue bonus shares or go for stock split or may be think of buyback. Next I will go, about these 4 bn cash reserves, till few years back sir, we were IT Bell Weather, with no longer our. I think we are now third. First is TCS, second is Cognizant and we are third, very unfortunate. I would like to know what steps we intend to take to regain that position. Now we need to improve our margin. We need to do two things. One, revenue enhancing strategy and second one is cost cutting strategy and if possible both simultaneously so that our margin improves. My next point is, are we thinking of any strategic acquisitions apart from Loadstone? These are few of my points. I thank management for giving me time.

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**Mr Neel**

Like everyone else I want to thank Mr. Murthy for coming back. I can finally say that we now have a strong leader, so these are troubled times and I really hope Murthy helps to restore Infosys to its past glory. Every single quarter for the last two years I switch on CNBC, watch the boardroom. There are two disappointing things – the numbers and the management speak. I listen nothing . You have things like pricing umbrella. We are the pricing umbrella of the IT industry. We are not after low hanging fruits Infosys 3.0. The best one that I heard was new normal. We have low growths, so this is our justification, this is the new normal. I think we stop to be defensive and accept that there are people like TCS, which is a bigger company than Infosys. They have delivered 70% EPS growth in the last two years. HCL is a smaller company, they have delivered around 80%. We could manage only 41% or so and that too I think includes Loadstone. So I again request Mr. Murthy, I am happy that you are back and we hope we will be on the path to glory again. However I have a few concerns and that is one thing is Mr. Murthy's son will be his executive assistant and I have no doubts about the capabilities of the man. I mean his

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credentials speak for himself. But in the past Mr. Murthy and all the board members, I am coming for the 9<sup>th</sup> AGM now, they have repeatedly said that we will not involve family members at Infosys. So 2006 I saw a report which said no, not at all. I am quoting Mr. Murthy with all due respect. 2010, Mr. Murthy said not at this time and 2013 Rohan Murthy's role is limited to an executive assistant and not for the management functions. Is there a possibility, if he contributes very well, which I am very sure he will, will he be given some of the management functions? And is Mr. Rohan Murthy's appointment more like exception or is it a rule? I mean are the other board of directors also if they need executive assistants, can they have someone from the family assisting them? So other thing that I want to ask is Mr. Murthy has been involved in a catamaran, so would it divert his focus from leading Infosys? The other thing that I have to add is Mr. Murthy's return clearly shows a leadership deficit as the other speaker spoke about. I want to know what steps will be taken henceforth to groom the leaders; a lot of which I mean the CEO contenders are sitting over here. So I do not know, I hope you have better strategies. I think you have a better second rung leadership but something should be done that they should be groomed for the task. The second area that I want to speak about is the HRD. I am very happy that you have announced the hike for your employees. I think they deserve a lot. They are doing well. They deserve 8% hike, this is hardly meeting the inflation but still that is a good gesture. I have been following Infosys on the newspapers and especially the comments below, over the last 3 to 4 years, all the employees are frustrated with Infosys. They are frustrated with HR practices at Infosys. I know you have made a leadership change and there is a new face, Mr. Srikanthan Moorthy so I really hope there are changes brought on the HRD as well. Employees do not want money. I mean money is just one thing. They want peace of mind. When I talk to people at Infosys, so many people around they say we are bogged down by the HR policies. We are not able to perform. There are so many negativities at work. So I request a new HR head to look into these issues. One of the simple thing that you could probably tackle, a very simple thing, is the neck tie. It is a very old thing, outdated concept where employees hate to the core, you would charge Rs. 200, poor employees. They come to work, at the gate they have to fight with the security people. So that is one thing that you should probably discard. Especially there was an article in 2011 where Mr. Murthy had quoted Shibulal when he was at Patni he found Shibulal was working at the desk wearing a lungi. So I mean he works in whatever he is comfortable with. I am not asking you to allow lungis at office or something like that. Just do away with the neck tie, I mean it is outdated and you have to do away with it. Your employees do not like it. The third thing is the values. Your company is built on values. I do not see it nowadays except for the song and all but still opposite the corporate block at Infosys office, what you have done is encroached the footpath and said reserved for Infosys visitors. Many-a-times I see ex-CFO's car Audi, it was just parked over there. Probably his driver who does it, may be Mr. Bala does not know it. But you should not be endangering pedestrian safety and encroaching on a footpath. So that is something which is really not done and I think it should be handed over back to the pedestrians. One more thing is I heard you have acquired a lot of land in Mangalore for the SEZ. I went to Mangalore and I met a guy in the bus and he was alleging that this land was acquired by force. I really hope that is not true. I would like to hear it from you if it is true. The person said that a lot of land has been acquired, may be not directly by Infosys but by intermediate companies and all that we are doing is growing vegetables over there. So are you growing vegetables over there? I heard around 1000-2000 employees are working over there and it is a 100-200 acre campus. If you give a site for everyone every employee working there will get a 60/40. And the last thing that I saw is you have acquired some land at Hubli so I would like to know what is the purpose I mean are you planning to

set up BPO operations something like what exchanging is doing? That is all I have to say. Thank you very much.

### **T.N. Ramakrishna**

I would like to know few information. One is considering the size of the company and the strategic importance it has got in the economy of the country if the business sustainability report should have been in the part of the annual report I do not know whether there is any legislation to govern this at least I think company's size and importance to the country it should have been included. And about cash balances even individuals like us also hold lot of cash balance in our bank accounts or put it in liquid deposits and other things I do not think anything wrong in this. But only thing is as told by one of the previous speaker, can we thought of reducing the share capital by introducing a by-back if it is found feasible? And about CSR activities we feel that considering the new legislation which is coming where companies are made to spent 2% of their net profit. The stakeholders of the company can be considered if they are doing some social work which can be supported by the company and one important question I would like to ask the company is that the Immigration Act which has been introduced in the US Parliament which may restrict the Indians particularly in software area to get the employment or engage the Indians by our own companies there and all these things how we are going to face these and how we will coordinate with the NASSCOM to see that at least the effect is not totally eliminated how can we pay or how can we reduce it? So in this regard I would like to bring to the information of the company's management that more than a century back there was a similar enactment laid down by the Canada which is called as Asian Immigration Act these are also called as Continuous Journey Act where the Asians in general, Indians in particular were restricted to visit and taken employment in Canada and those who already had an employment there was and children could get in to Canada on a permanent basis. This was faced with a courageous and a very proper and appropriate manner by our own Indians lead by one Baba Gurjeet Singh who had those times we did not had a shifts also he had a shift from Japan and lot of repercussion it had even about 34 Martyred in that journey. And ultimately in the year 2006 the then Prime Minister of Canada I think Hooper he has to seek an open apology of the Indians. So the handling of this Immigration Act by our own company and also by NASSCOM and other so it should be in such a way that that country which is going to enact this kind of legislation ultimately should regret for that and seek an open apology of the people of the world to get affected with this kind of restrictive legislation.

So I would like to bring it to the kind information of the Board of Directors some of them may be knowing about this thanks to our curriculum we do not have these kind of curriculum part of these kind of events which are happened that is not included some of them may not be aware or some of them may be aware. I request you kindly go through this how they have our own ancestors have faced that the Asian Immigration Act laid by the Canada and now there is a demand that there should be open apology in the Parliament of Canada. So this I would like to bring it to the company notice and I think company has done all that is required to see that it is in good flying colours may be that extra few steps which need to take so we hope that will be done and regarding non receipt set of annual report. I have sent two emails to the company secretary last time also I have

spoken about this. In SMS alert can be sent because since now that only email that is softcopy of the annual report is sent an SMS alert can be sent at least a couple of days in advance and also on the day of the annual general meeting so that we will get a reminder about attending the annual general meeting.

As you can see many events where they are not created wealth or anything to those people they have given entertainment of some other events where thousands and thousands, 10,000, 25,000, 1 lakh people are assembled and they participate in those events. When the company has created so much of wealth to its IPO investors and other investors where those who are residing in Bangalore that too on Saturday I think most of the people may have the holiday, they do not come. We need to look at this as to see what best can be done to see that the shareholders attend the meeting.

And one more thing is regarding this employees should not bring any bad name to the company. Few days back I was in front the facility of the Infosys where the employees wearing the badge of Infosys in the public place outside the campus were smoking not one or two but in hundreds of numbers. I was in Pune they were all wearing the badge of Infosys in Hinjewadi facility they were all smoking just outside the campus of the Infosys that is in the footpath of the road. They were all wearing the badge. We are going to start one movement where to educate people that they should not be smoking and if this thing happens and someone some media people catch up this and put it in their media in newspapers and the electronic media it brings bad name. So we should educate that it is not that they should not smoke inside the campus, outside also they should not smoke so far they are within the working hours. Coming outside the campus smoking in the footpath and affecting the health of the general public that too wearing the badge I mean that will definitely bring a bad name.

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**K.V. Kamath**

Thank you sir. We have noted it.

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**T.N. Ramakrishna**

And it should be educated to the employees.

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**K.V. Kamath**

Thank you. This is the last shareholder. Thank you.

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**Nirmal Banerjee**

I would now – Mr. Chairman, just two, three points.

I have been a very proud shareholder of the company for many, many years. Mr. Chairman, coming to the annual report's some basic facts. The contents page does not correlate to the matter that is presented. So that if you look at the brief financial

statements it is page number and the actual statement they do not called it. Mr. Chairman, Infosys has always been a benchmark for the Software Industry, it has set as caution pace in terms of performance, guidance and deliveries of performances which have far an excess of guidance. Today we have a situation where we have fall in short of the guidance considerably. Now it is a sorry state of affairs when the Chief Executive has to try to sell the company to its shareholders. That is indeed a very sorry state of affairs. And Mr. Chairman, if you were to look at the consolidated figures which are this year we see as reported in Rupees if they were to be converted in to dollars which is as so far as US GAAP is concerned that is the reporting system. We probably find that this performance that has been reported if you adjust for the Rupee depreciation at 13.6 as reported by your CFO. The performance has been dismal. And lastly I would like to ask you and the board as to the presence of independent directors and why and what is the benchmark for selection of such independent directors? What are their special skill sets? What will they deliver and what have they delivered over their tenures? As a shareholder Mr. Chairman, I look forward to years of success but yes it is time now to build up a leadership, a second run of leadership which will take the company forward in to the next two, three decades. Thank you very much for your patience.

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#### **D. R. Prakash**

Respected Chairman, other dignitaries on the dais and my fellow shareholders. I am a small investor and I do not want to take much of your time I will straight away go to the business first and then to the other matters. Because of the paucity of time I could not go through completely or make more observations. The reason I will tell you later.

So here on page 4 where here at a glance is given so as our previous speakers have pointed out yes, the company has done well but there is a reduction in gross profit and operating income. So operating income if there is a loss it is in our hands. So what are the steps taken to overcome the operating losses? Then on page 7 that is the results of our operations that is an item dividend income so it has reduced from Rs. 578 crores to Rs. 83 crores and a notice given that that is pertaining to the unit of Infosys, Australia. So what are the steps taken either to revive the unit or to close down where it is not effective? So I am happy with the number of awards received though only 25 have been put up here and I have got something just to say this will be a better award than all this 25. Then on page 11 regarding the dividend percentage as other speakers have already said why not we take a eleventh resolution like today itself to increase the 30% to 50%.

So anyway we are going to add one more resolution of our mentor Mr. Narayana Murthy as Resolution Number 10 sir we can make Resolution number 11. Now coming out of the business I am happy that almost every company is following the green initiative to the tip whatever Government has given but we should ensure whether it is beneficial to us or not that they are not doing it whereas in a Government office who initiates the green initiative recently I have been to a Government office where I saw they had missed the date it is a 1 plus 2 copies they had missed the date immediately they entered the date they tore the three pages they have took out fresh print then got it signed. So these rules are meant for others not for them. So why should we follow it to the tip. I have mentioned about this even on the previous occasion you need not send the annual reports to everyone but the notice has to be sent physically with a column or a request option those who require the annual report can ask for it and only such people can be sent the annual report physically.

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I received the softcopy almost a month back and repeatedly I have sent messages mails finally three days back I got the hardcopy.

So you cannot expect though the computers are called as PCs it is not a PC, it is a CC, it is a common computer at home. You will have normally three generations utilizing the computer so only in offices it is PCs were only one operator will be using one computer. So here the three generations will be using and those who attend the meetings are mostly above 45 and they hardly get any time and they cannot sit in front of the computer and go through hundreds of pages. If it is a hard copy for them at their time means and fancies they can turn as many pages as they want they can refer from back to front, front to back, middle to top, top to bottom everything.

So that option has to be given to the shareholders as a right. Then coming to the rewards I said you have got one more better reward which Infosys has to acquire is - they have acquired the software supply to the electricity company. All these years Infosys was restricted to a particular sector whereas now Infosys is reaching every household in the form of your bills payment towards your energy charges. Throughout the state it is going to happen. There are so many plus going on and I have got a small example by which I got it rectified yesterday. For a bill which should have been Rs. 31,000 it has created a bill for Rs. 7 lakhs if this are to be given to the media they would have made a big mountain out of the wall hill and the image should have been brought down. Purposely I did not do it the reason being we had the AGM here and being a person of the family member I myself should not degrade the company. See I am not giving it as a complaint we are all teething problems so at the time of initiating all these , things are common to happen. But I want to give some suggestions to overcome this. The reason is we are taking over - that is from next company to our company. So whatever problems they had faced we should not go and face the problem from the scratch. So here I have got some suggestion because I am closely associated with BESCO also. See they should hear our main drop back what the consumer will feel is they have omitted the RR number and they are issuing an account ID. So this is a new phenomena what is incorporated by Infosys for the system.

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**K.V. Kamath**

Excuse me sir, I would request one of our colleagues may be if you could share this thought in terms of what suggestions. We will designate somebody for you to share it because it may not be of relevance to all of us. So I will suggest that you could have this dialogue with Mr. Balakrishnan so that all suggestions on BESCO he will take from you and we will certainly try to learn from it. Thank you.

If you could go to the next question. Bala will talk to you immediately after that.

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**D. R. Prakash**

Okay sir. So and then as our previous speaker was mentioning something it was a news to me. Acquiring of some land in Mangalore or something and once he says it is a vegetation land is it necessary to convert the vegetation land in to something else. This has to be considered. So as you said it contains all farms so we are not going to have the farm there. So is it necessary to convert it in to an office or residential or to convert it in to

plots. As it is Indian Agriculture is growing down and we are finding the agricultural produce totally reduced. So this is something to be considered. And regarding the inclusion of our mentor Mr. Narayana Murthy the image of Infosys would not have gone down or it has not gone down. His absence has created a vision in the world as a little blank. So it is the duty of others to rectify the image and seek and prove he is not out of Infosys. He is the mentor, he is with Infosys and there is no need of taking him in to a director again though he has been given a center stage due to the company formalities and everything. Today we have to elect him as additional director though he was a Chairman. So the law does not allow us to appoint him directly as a Chairman. So though he has been center stage I feel a little odd to see him to elect as this one. So he could have continued anyway it is only my view. He could have continued as a mentor and others should not take it as an issue that he is not there the company is going down. No, we should prove we should say yes we can. Thank you.

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**K.V. Kamath**

Thank you sir. I would now request Managing Director & CEO Shibulal to briefly answer the questions.

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**S.D. Shibulal**

Thank you very much for all the questions. I will go through most of them. I think let me start with the question from Mr. Tamal Mazumdar and the question was regarding the increased client base and why we are not increasing our client base. As I said we have added 200 new clients during the year, net addition of 100 clients. Actually we monitor our client dependency very closely. Our largest client is always less than 10%. Our top 5 clients give somewhere between 24% to 25% of our revenue and top 10 clients 34% or 35%. So we monitor this very closely.

The next question was about attrition and I will answer this now and there has been many other questions on attrition so that I can answer it here. Our attrition last year was 14.7%, this year it is 16.3%. And as you can clearly see our utilization is below our normal utilization. In that situation when the utilization is below normal utilization it is very important that we look at underperformance and give them an opportunity to improve or look for other opportunities. This is something which we constantly do and when the times are slightly difficult as we have seen in the last year it is even more important to do. It is also a way to manage our cost structures. So as part of this process last year there has been a number of people who left us as part of our performance improvement plan, definitely higher than the previous years. So that has added to this 14.7% to 16.3%. If I normalize that the increase would be only 0.1% to 0.2%. At the same time if you look at this guys it is very important to note that most people I believe everyone who was on this dais last year are here which means we are not losing our senior leadership within the organization.

The next question was about Return on Investment on R&D spend. We spent about 2.6% of our revenue. We have noted 2.6% of our revenue for R&D and that includes Finacle, PPS and Infosys Labs and we do revenue from all of these actually. There was a question on action on insider trading. We are an organization which has the highest standards of

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governance and a very strong well defined insider trading policy. We find anything which requires action, I can guarantee you that there will be action against anyone who is found lacking.

Let me now request Rajiv to give you answers on some of the financial questions.

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### **Rajiv Bansal**

There were many questions on dividend payout. I think dividend payout of 30% is appropriate considering the need for cash for strategic purposes. We do give special dividend as and when we feel that we have surplus cash. On the bonus issue I think it is a great suggestion. The board would consider this at appropriate time I am sure they do look at it on a board meeting but I am sure they will look at appropriate time. On appointing local agencies instead of Karvy, I think we will consider that. We do look at it on a periodic basis we will continue looking at it.

On the income tax notice and need to look at advance ruling – we do explore the possibility of taking advance ruling wherever it is applicable and practical and on the way demand for tax notice was mentioned in annual report, the draft order was received before the financials are adopted and that is the reasons mentioned as there is note below the financials instead of being added in the conditional liability.

In terms of some difference in numbers on software packages, which was mentioned by someone on Page #92 or something. I think the total is 629 on the other page it have been split between the cost of sales and sales and marketing. It is 626 under cost of sales and Rs. 3 crores under sales and marketing. On the valuation of intangibles and whether the brand valuation should be done by a third party I think brand valuation is based on a model which is globally tested and it is done internally and it is given as an additional information.

On should we monetize our IP? Usually we look at our patents for internal use we are not in the business of purchasing or selling patents so to that extent we do not feel a need to monetize IPs at this moment. On the acquisitions and on the impairment of good will question we do test our goodwill and intangibles for impairment every year and we do that every year end and we have done that in March 31<sup>st</sup> also.

On cash balance being high and not going for acquisitions we do continue looking for appropriate acquisitions that will be accredited to your company and in line with our strategies.

### **S.D. Shibulal**

And there has been a number of questions on acquisition and I think the first question came from Mr. Prem Narayanan. Acquisition we did acquire Lodestone during this year and the integration is in progress. As I said with this acquisition we have expanded our foot print in Continental Europe as well as in SAP. Acquisition is based on strategic needs and we have identified various areas where we can do acquisition. We will continue to look at it and thank you for the suggestion. You also had a question on insider trading which I have already answered.

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Some of the growth issues I have addressed during my presentation. There was a question from Mr. Sadanand Shastri on Social innovation. As an organization we are committed to being green. In fact we will install about 10 megawatts of solar power over the next three years on our rooftop as well as in our campuses and install may be another actually quite considered amount of Solar Power over the next coming years. And we will and thank you for the suggestion on the NGO's we will definitely look in to that.

There was a suggestion from Mr. Gopalakrishna Rao on shareholder notice being in the front of the balance sheet. We will definitely consider that suggestion.

There was a question about can shareholders visit the company I think I am sure if you get in touch with Ravikrishnan – the company secretary at appropriate time we can make the arrangements.

Dividend policy from Mr. Gundu Rao I think Rajiv did answer that. On the US Visa issue which was discussed by Mr. Gundu Rao actually we are quite aware of the legislation which is in progress and we are watching it very carefully. Bala, would you like to add to that?

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#### **V. Balakrishnan**

No, the immigration bill is under process there are two versions. It will take time. I think we have to see the final version to see the impact. In the current form it will have a larger impact on the industry but I think we have to wait for the final version to see whether it impacts us or not.

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#### **S.D. Shibulal**

There has been various suggestions on bonus. I am sure the board will consider it at the appropriate time. I think there was a question on leadership development. In fact as an organization we had setup the leadership institute in 2002 we have a leadership development program in place which identifies leaders in various categories and create interventions to develop leaders. It is housed in Mysore. I think in generally I have answered quite a lot of the questions. There was a question about land acquisition in Mysore by force we have not acquired any land by force and it is meant for our business to build campuses. Acquisition was by KIADB and in fact being a hilly area only 30% of the land is usable. In fact the rest of the land, 70% of the land will be left green and the purpose of the allocation is that it is a SEZ in Mangalore.

Now let me at interest of time stop now. I have covered a lot of it and the rest of the suggestions and comments we have noted. We thank you very much for those comments and suggestions. We will definitely look at all of them. We will like to take all of them forward during the year.

**K.V. Kamath**

I will just spent half a minute on two questions, one was around the appointment of Mr. Rohan Murthy, all I will say is that the facts have been stated I do not think I need to add anything more. Second was on the role of independent directors, basically the function of the independent directors is governance and that is what they do, there is skill sets mix that is carefully looked at so that people with the appropriate competencies are on the board to ensure that the best practices in this regard are met. I would now like to proceed and request any member to move the resolution for the adoption of accounts. We have a proposal. We have a seconder, thank you. I now put the resolution to vote. Names have been taken. You have the names? Can you tell us your name please? Prakash, the seconder, Prasad, yes I request the members in favor of the resolution to raise their hands. Thank you. I request the members who are against the resolution to raise your hands. I see one, passed by requisite majority.

I now move to second item on the notice, declaration of dividend. The board has recommended a final dividend of Rs. 27 per share making a total dividend of Rs. 42 per share including interim dividend of Rs. 15 per share made during October 2002 for the year. I now declare the result of non-mandatory ballot relating to item number two, holders of Rs. 10,31,47,119 equity shares have voted in the favor of resolution, there are 42 votes against. Are there any questions? We have already discussed the questions on this issue, so I put it to vote. I request some member to propose this resolution. Mr. Shiva Prasad and seconder please Mr. Gundu Rao. I request the members in favor of the resolution to raise their hands, thank you. I request the members who are against the resolution to raise their hands, motion is carried by majority.

Move to the third item, the third item is to point a direct in place of Shibhu Lal who retires by rotation and being eligible is seeking re-election here. In terms of Article 122 of the Article Registration, Mr. Shibhu Lal retires and is seeking reappointment. I now declare the results of the non-mandatory ballot relating to item number three, holders of Rs. 10,31,46,296 votes in favor and 870 equity shareholders have voted against the resolution. I request member to propose this resolution. Arvind, the seconder please, Mr. Jai Praksah. I request the members in favor of the resolution to raise their hands, thank you. I request members who are against the resolution to raise your hands, one against, past by requisite majority.

I move to the next item to appoint a director in place of Mr. Shrinath Patni, who retires by rotation and being eligible, seeks reappointment that is item number four of notice. I now declare the results of the non-mandatory ballot relating to item number four, holders of 10,31,46,302 equity shares have voted in favor and the holders of 865 equity shares have voted against the resolution. I request a member to propose the resolution please. Mr. Timaya and seconder? Mr. Gundu Rao again as seconder. I request members in favor of the resolution to raise their hands, thank you. I request members who are against the resolution to raise your hands, we have one, who is opposing the resolution, passed by requisite majority.

I move onto the next item which is to a point a director in place of Deepak Satwalekar who retires by rotation being eligible seeks reappointment. I now declare the results of the non-mandatory ballot relating to this item. 10,31,46,350 equity shareholders have voted in favor and 817 equity shareholders have voted against the resolution, I request the

member to propose the resolution, Mr. Shiva Prasad, I request a seconder, please. Mr. Shiv Prakash, I request the members in favor of the resolution to raise their hands, thank you. I request the members who are against the resolution to raise their hands, passed by requisite majority.

To appoint a director in place of Omkar Goswami, who retires by rotation and being eligible seeks reappointment. I now declare the results of the non-mandatory ballot related to item #6. Holders of 10,31,46,350 equity shares have voted in favor and holders of 817 equity shares have voted against the resolution. I request any member to propose a resolution please. Mr. Shiva Prasad, I request a seconder, please. Mr. Arvind. I now put this to vote, those in favor, will raise your hands please, thank you. Those members who are against, could you raise your hands please, one against. I declare the resolution passed by the requisite majority.

Move onto the next item on the agenda. Appointment of director in place of R. Seshasayee retires by rotation and being eligible seeks reappointment. We have holders of 10,31,47,161 equity shares holders who have voted in favor of this resolution and 6 equity shareholders have voted against the resolution that as part of the non-mandatory ballot process. I now request a member to propose the resolution, Mr. Shiva Prasad, I request a member to second the resolution. Jai Prakash, I request the members in favor of the resolution to raise your hands, thank you. I request the members who are against the resolution to raise their hands, we have one member who is opposing the resolution, passed by the requisite majority.

The next item on the agenda is the appointment of auditors, the auditors, BSR & Company Chartered Accountant retire in this meeting and I confirmed their eligibility and willingness to extend the office if reappointed. The text of the resolution provided in the notice convening in this meeting, I declare the results of the non-mandatory ballot relating to this item, 10,31,47,042 equity shareholders of these number of shares have voted in favor and holders of 125 equity shares have voted against the resolution. I request any member to propose the resolution, please, thank you sir. And I request the members to second the resolution, Mr. Shiva Prasad. I request the members in favor of the resolution to raise their hands, thank you. I request the members who are against a resolution to raise their hands. Resolution is passed by requisite majority.

I now come to the special business next item on the agenda is appointment of Leo Puri, the director who is liable to retire by rotation. Holders of 10,31,47,119 equity shares have voted in favor of this resolution and holders of 48 shares have voted against this resolution, I request any member to propose this resolution, please, Mr. Shiva Prasad. Seconder, please.? Thank you sir. I request the members in favor of the resolution to raise their hands, thank you. I request the members who are against the resolution to raise their hands, one opposing this. I declare the resolution passed with the requisite majority.

I have now moved to the item appointing the director in place of Mr. Narayana Murthy, the director liable to retire by rotation. Holders of 1,16,163 equity shares voted in favor of the resolution, the holders of 48 equity shares have voted against the resolution. I request the members to propose a resolution. I have several people, Raghuvir has proposed the resolution, Shiv Prasad has seconded the resolution. I request members in favor of the resolution to raise their hands, thank you. I request members who are against the resolution to raise their hands. It is past unanimously, thank you.

With your consent, thank you very much. I now request Mr. N.R. Narayana Murthy, to occupy the Chair and take the proceedings further and address the members. Thank you, sir.

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### **N. R. Narayana Murthy**

Dear shareholders. First of all I must say that that is nice to be back here with you all after missing the 2012 AGM. I have indeed overwhelmed by your affection. I thank you all for electing me as a member of this Board. I thank Mr. K.V. Kamath, Mr. Kris Gopalakrishnan and the other members of the board for welcoming me so warmly. I am grateful to Mr. Kris Gopalakrishnan, Mr. S.D. Shibhulal, Executive Directors of the company and every Infosian for making me feel at home so quickly. I promise to dedicate myself fully and wholeheartedly to the task on hand.

In the recent months our company has gone through challenging times, however, we should all be optimist. We have much to be proud of. We have overcome tougher and bigger challenges through hard work, sacrifice, intelligence and relentless execution. We have indeed build this company from a small two-room apartment in Pune to a global company covering over 30 countries, 30 million square feet of space, Rs. 40,000 crores of net worth, Rs. 130,000 crores of market value, over Rs. 40,000 crores of revenue, over Rs. 9400 crores of net profit being listed on the Mumbai/ NSE, NYSE, Euronext, bourses and winning several prestigious awards. This company has a large pool of world-class talent, a committed group of customers and a portfolio of over 440,000 well wishing investors but we have even more to do.

The need of the day is to focus on our employees, take quick, tough, and firm distance, communicate these decisions with clarity and speed, execute these decisions with speed, imagination, and excellence and exceed the expectations of our customers and investors. We will overcome the current challenges too if we demonstrate the same aspiration, determination, commitment, and hard work as we did in the past. The current strategy of the company aims at market opportunities in the following three revenue streams. 1) Focusing on opportunities from consulting led end-to-end business solutions leveraging technology for higher margins. 2) Developing intellectual property-based solutions to delink revenues from effort. 3) To win highly competitive large revenue yielding outsourcing projects involving applications software development, maintenance, testing, business process, management, and infrastructure management.

Historically the company has relied primarily on this third stream. This stream has become commoditized in the recent years. Our desire has been to ensure revenue growth while maintaining decent margins. Hence, given the current market reality, the company adopted this three revenue streams strategy two years ago. However, there are changes we need to make in executing this strategy. We believe the first two streams of our strategy are necessary for a better future. While we have performed credibly in these two streams as of today, we should continue our focus on these two streams, since they have a potential to improve our future. During the last two years our focus on the third stream was blurred. We have to therefore refocus on this stream which is our bread and butter business in the short term while also ensuring that we accelerate our progress on the first two streams in the medium-to-long term. We have had a detailed discussion on these

issues. Let me be very clear. By short term I mean the next 6 -12 months. By medium to long term I mean the next 3 – 5 years. The entire company I must say is committed to refocusing on the third stream to enhance our win ratio in large outsourcing deals. Such extra focus on commoditized businesses has the potential to accelerate our revenue growth while reducing our margins. I want everyone of you to be aware of the downside of this.

The current discussion on the new immigration bill in the United States is both an opportunity for innovation and a challenge for growth. I would like every Infosian to see this as an opportunity. Therefore we will take the following actions with speed, clarity, and dedication to make our strategy yield the desired results.

1. We will enhance the confidence, hope, trust, and enthusiasm of our employees. This initiative will require better communications with Infosians and also spending a few percentage points of our revenue on their welfare and compensation.
2. We will strive to enhance the respect for the cooperation from our stake holders that is our customers, our employees, our investors, our vendor partners, governments of the land and the society in every one of our decisions.
3. We will focus on cost optimization and elimination of wasteful expenditure. We will divert the save funds towards some of the productive investments needed to make Infosys the market leader.
4. We will make our sales force more effective by improving the quality of the sales talent and by providing them with incentives and every resource needed. We will adopt a flexible pricing policy where absolutely necessary to enhance our growth rate.
5. We will innovate to improve the quality and productivity of our software development teams to deliver even better value to our customers. We will use such innovations to improve our margins, even in the most competitive and commoditized businesses.
6. The predictability of earnings forecast has weakened during the last couple of years. This has resulted in our inability to provide earnings guidance to the market. We will refocus on building a more predictable earnings model in the medium-term.

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Executing this strategy may require me to change some of our long held belief in the interest of the larger good. But then I too believe in Sir Winston Churchill's word that improvements require change and the quest for perfection requires us to change as often as necessary. The challenge is daunting and the task is tough. Therefore the task of rebuilding a desirable Infosys will take at least 36 months even with a high quality team and full dedication of every Infosian. In the process, there will be some tough decisions that we have to take and that will result in pain as we move forward. I need your understanding support and encouragement in this exciting and rewarding journey of the next 3 – 5 years. Knowing you, I am confident that we will walk this journey together as willing and enthusiastic partners. Thank you very much.

With this wonderful song, the formal part of the 32<sup>nd</sup> annual general meeting comes to an end. Thank you all for this patience sitting and going through the entire process. Thank you very much for much confirming my election.

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Now I would declare the 32<sup>nd</sup> annual general meeting closed and I would request that we now give the opportunity to our investors from Bombay a few questions. Thank you.

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### **Shareholder**

Sir we in Bombay are delighted by your unanimous resolution of passing of your special resolution of appointment. We are delighted you have taken up the responsibility of coming back to Infosys. After all Infosys is your baby, you have created it, it is your duty to take care of it and your speech was so moving and enlightening. It really touched our hearts with all positivity. Now we have full faith of Infosys being in safe hands. I just want to thank you for your secretarial department. I sent a few questions, I received the answers with me just now. And we also whole hearted support all your resolution of course though it is over and especially your last resolution. Sir we would also like to see some of your centers either in Mangalore or somewhere and we wish our company all the very best. Thank you sir.

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### **Shareholder**

Dr. Krishnamurthy and Mr. Kamath, both Chairman, for giving us this opportunity to share our thoughts with you. I stand before you with pride and honor and admiration. Knowing and remembering the eminence, and the stature and the achievement which you as achievers for many years has called the shareholders to bestow on you this responsibility and leadership. We know that you have infused in all the shareholders, in all the employees the desire to strive for excellence in every sphere of individual and collective activity. We here want to assure you that we support everything that you have done. We admire the Chairman – Narayana Murthy's speech last year and I read it 2 – 3 times, the farewell speech and today evening speech also. Thank you for allowing me to share these thoughts with you.

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### **Michael Martins**

Mr. K.V. Kamath, Executive Co-Chairman – Mr. Gopalakrishnan, CEO and MD – Mr. SD Shibulal. We are glad to be shareholders of this good company which believes innovation across Borders is essential to accelerate the pace of world prosperity and stays relevant through innovation. We understand that you have implemented faster software development by using automated software technology or code generation software. This is very good. We welcome the latest development of reversing the downward trend by inducting excellent proven leaders. God bless the company that may it succeed in soaring higher.

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### **P K Agnihotri**

I have been using your AGMs for the Bombay went you saw, however, I wish you all the best by inculcating and once again to being this same glory back which have been little bit doubted by many analysts and people abroad. However I want to bring some points from

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the investor point of view. The last bonus was announced in 2008. Somebody already asked this question. So it is high time to reward the shareholder you should consider actively now. Although our progress is taking place in that direction but we also expect some better returns. Since our book value has crossed more than 613 today.

Second, what is your dividend policy? Somebody has asked. Sir you should clarify it. Today I find our return is less than 25% seeing the EPS of 150 – 160 whereas you have given us Rs.43 dividend sir. So if you can explicitly say just like many companies are doing that. I think it will be a known policy for all of us.

Third, dollar appreciation has occurred all of a sudden very fast. I am very sure this is going to have a positive effect on us sir. But anyway our revenues are divided in US or Europe sir. So what is the profitability is going to take place. As an estimate for us it is very important to know. I think meeting is over but meeting is over but anyway I would still prefer some indication should be given to us. What measures you are going to take to arrest the attrition rate, this morning only we read it has gone from 15% to 17%. We have got a pool of talent. So there should be some measures to contain that attrition because they are the people who are more qualified are leaving us and lastly we are the Mumbai share holders. We are not very close to the mainstream of the management and all that. So we have got facility very close by to us somewhere in Pune where a lot of people are working. At least we should be given a chance to visit the real facility. We will appreciate that. Thank you very much sir.

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### Shareholder

Thank you. I think certainly we will look at all your suggestions. Sir we are 5 people and we would like to obey all shareholders would like to talk. So please give us opportunity. And please bear with us.

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### Prabhakar Korekar

Mr. Chairman, Members of the board and fellow shareholders good evening My name is Prabhakar Korekar. Mr. Murthy welcome back. Lots have been read about in papers and lots have been talking about from the time you have suggested as an executive director. You also are aware that it is not a easy path, it is a thorny path, but I am sure with your ability, capacity and cooperation from everyone, including the shareholders you will definitely come time Sir, how can it help Infosys clients if it is building tomorrow's Infosys with yesterday's leader? This is very important. Sir, you also must aware of this, but I am sure you will definitely overcome this.

Now one more point. On Page #1 you have given a quote. "Innovation across borders is essential to accelerate the pace of world prosperity". At the same time, the last sentence is "Infosys, a company of relentless innovators on a mission." Sir, unfortunately, as far as I am concerned, relentless innovators have flown. A very few competent people who were required to stay in Infosys they have gone. And I do not know about the mission where the mission has gone, because the share price always shows what the company does. In the meeting last when you as a chairman had suggested when Mrs. Bijapurkar resigned, ladies director should be taken on the board and you had said that you will consider it. I

still find only one Indian lady director. Please consider. I wish you all the best and god bless you.

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### **Shareholder**

I congratulate you for making a corrective measure, because last year I was seeing that no directors of Infosys are interested in directorship because each and every member on an average gets 20 crores as a dividend. My next question is it is now high time to delete a dividend policy. And what I refer is Page #16. Why Form No. A is missing? And another thing, our US business is 62% and income is 72.1% from yesterday everybody is purchasing dollar. Why not to keep our USA income in USA only and encash our Indian expenditure. Another thing, you talk on the first phase talk about the innovation. What is our contribution if somebody develops a differential gear box for a car and what is our contribution in dream aircraft and A350 recently developed by airbus? Thank you sir.

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### **Participant**

I have three questions. Out of that only I will ask one, other two I will be sending with them. My first question is what is Infosys policy for joint promoters? Infosys had several joint promoters who came together as entrepreneurs and also share the reward with IPO with millions of investors all over the world. And here there is another company like Yes Bank joint promoter lost in the poll also and it is in the court which is bringing down the share price. This is the only one question. Two questions I am going to send with this people.

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### **N.R. Narayana Murthy**

I think of the 7 people that started the company together, Mr. Ashok Arora left us in 1989, before we went public, Mr. Raghavan, left us in 2000, Mr. Nandan Nilekani left us in 2009 because he had to join the Government of India, I had retired in 2011, you people have been very kind to request me to come back and then Mr. Dinesh retired in 2011. So we all three of us are here and certainly we will add value to the best of our ability. With this thank you very much, very kind of you to have come to our AGM and participated in the AGM from Mumbai and of course I thank our shareholders from Bengaluru. Thank you very much. Have a nice evening.

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