

## Disclosures pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014

SEBI vide its notification dated October 28, 2014 had issued the Securities and Exchange Board of India (Share-based Employee Benefits) Regulations, 2014 (“SEBI Regulations”) which replaced the SEBI ESOP Guidelines, 1999.

**2015 Stock Incentive Compensation Plan (“the 2015 Plan”)**: On March 31, 2016, pursuant to the approval by the shareholders through postal ballot, the Board of Infosys Limited (“the Company”) was authorized to introduce, offer, issue and allot share-based incentives to eligible employees of the Company and its subsidiaries under the 2015 Plan. The maximum number of shares under the 2015 Plan shall not exceed 2,40,38,883 equity shares (this includes 1,12,23,576 equity shares which are held by the trust towards the 2011 Plan as at March 31, 2016). These instruments will vest generally over a period of four years and the Company expects to grant the instruments under the 2015 Plan over the period of four to seven years. The plan numbers mentioned above would further be adjusted for the September 2018 bonus issue.

**Infosys Expanded Stock Ownership Program 2019 (“the 2019 Plan”)**: On June 22, 2019, pursuant to the approval by the shareholders in the Annual General Meeting, the Board has been authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company and its subsidiaries under the 2019 Plan. The maximum number of shares under the 2019 Plan shall not exceed 5,00,00,000 equity shares. To implement the 2019 Plan, up to 4,50,00,000 equity shares may be issued by way of secondary acquisition of shares by the Infosys Expanded Stock Ownership Trust. The Restricted Stock Units (RSUs) granted under the 2019 Plan shall vest based on the achievement of defined annual performance parameters as determined by the administrator (the nomination and remuneration committee). The performance parameters will be based on a combination of relative Total Shareholder Return (TSR) against selected industry peers and certain broader market domestic and global indices and operating performance metrics of the Company as decided by the administrator. Each of the above performance parameters will be distinct for the purposes of calculation of quantity of shares to vest based on performance. These instruments will generally vest between a minimum of one to a maximum of three years from the grant date.

The disclosures pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 for the 2015 Plan and the 2019 Plan are as follows :

Sl. no.	Particulars	Details
1	The board of directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations.	Refer to the Board’s Report, page 35 of the Annual Report for FY 2021
2	Further, the following details, inter alia, shall be disclosed on the company’s website and a web-link thereto shall be provided in the report of board of directors.	
A	Relevant disclosures in terms of the ‘Guidance note on accounting for employee share-based payments’ issued by ICAI or any other relevant accounting standards as prescribed from time to time.	Disclosed in Notes to Accounts – Note 2.11.3 to Standalone financial statements for the year ended March 31, 2021, page 189 of the Annual Report. (Disclosures are provided in accordance with Ind AS 102, Share based payment)  <i>Also Refer to Annexure 1 below</i>
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with ‘Indian Accounting Standard (Ind AS) 33 - Earnings Per Share’ issued by ICAI or any other relevant accounting standards as prescribed from time to time	Refer page 203 and page 272 of the Annual Report for disclosure of diluted EPS at standalone and consolidated levels.  (Disclosures are provided in accordance with Ind AS 33, Earnings Per Share)
C	Details related to ESOS / RSU	
(i)	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including	2015 Plan and 2019 Plan
(a)	Date of shareholders’ approval	2015 Plan : March 31, 2016 2019 Plan : June 22, 2019

Sl. no.	Particulars	Details
(b)	Total number of options approved under ESOS	<p>2015 Plan : The maximum number of shares under the 2015 Plan shall not exceed 2,40,38,883 equity shares [his includes 1,12,23,576 equity shares, which are currently held by the Infosys Limited Employees Welfare Trust (“the Trust”) towards the 2011 Plan] as of March 31, 2016. The plan numbers mentioned above would further be adjusted for the September 2018 bonus issue.</p> <p>2019 Plan : The maximum number of shares under the 2019 Plan shall not exceed 5,00,00,000 equity shares. To implement the 2019 Plan, up to 4,50,00,000 equity shares may be issued by way of secondary acquisition of shares by the Infosys Expanded Stock Ownership Trust.</p>
(c)	Vesting requirements	<p>2015 Plan : These instruments will vest generally over a period of up to four years.</p> <p>2019 Plan : These instruments will generally vest between a minimum of one to a maximum of three years from the grant date.</p>
(d)	Exercise price or pricing formula	<p>2015 Plan : The exercise price for RSUs will be equal to the par value of the shares and the exercise price of stock options would be the market price as on the date of the grant.</p> <p>2019 Plan : The exercise price for RSUs will be equal to the par value of the shares.</p>
(e)	Maximum term of options granted	Refer to Annexure 1 below for both the plans
(f)	Source of shares (primary, secondary or combination)	Combination of primary and secondary for both the plans
(g)	Variation in terms of options	Not applicable.
(ii)	Method used to account for ESOS – Intrinsic or fair value.	Fair value
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not applicable
(iv)	Option movement during the year (For each ESOS/ RSU):	Refer to Annexure 1 below
	<ul style="list-style-type: none"> <li>• Number of options outstanding at the beginning of the period</li> <li>• Number of options granted during the year</li> <li>• Number of options forfeited / lapsed during the year</li> <li>• Number of options vested during the year</li> <li>• Number of options exercised during the year</li> <li>• Number of shares arising as a result of exercise of options</li> <li>• Money realized by exercise of options (INR), if scheme is implemented directly by the company</li> <li>• Loan repaid by the Trust during the year from exercise price received</li> <li>• Number of options outstanding at the end of the year</li> <li>• Number of options exercisable at the end of the year</li> </ul>	

Sl. no.	Particulars	Details
(v)	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	<i>Refer to Annexure 1 below</i>
(vi)	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -	<i>Refer to Annexure 2 below</i>
	(a) senior managerial personnel;	
	(b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	
	(c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information : the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	<i>Refer to Annexure 1 below</i>
	(b) the method used and the assumptions made to incorporate the effects of expected early exercise;	
	(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	
	(d) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	
D	Details related to ESPS – Not Applicable	
E	Details related to cash-settled Stock Appreciation Rights (SARs)	

Sl. no.	Particulars	Details
		<p>During the year ended March 31, 2021, the Company issued ADS-settled RSU and ESOP awards as replacement for outstanding SARs awards. The replacement was pursuant to SEBI Circular 'Framework for issue of Depository Receipts – Clarifications' dated December 18, 2020 which allows non-resident Indians to hold depository receipts. The awards were granted after necessary approvals from the nomination and remuneration committee. All other terms and conditions of the replaced awards remain the same as the original award.</p> <p>During fiscal 2021, the Company has modified 10,76,276 SARs to ADS-settled RSUs and ESOP awards under the 2015 Plan.</p> <p>Further, during fiscal 2021, the Company granted 1,15,250 incentive units (cash-settled) to certain eligible employees at mid and senior levels under the 2015 Plan. As of March 31, 2021, the total number of incentive units outstanding (including SARs), net of forfeitures was 3,87,088.</p> <p>The Key Managerial Personnel (KMP) whose SARs were modified to ADS-settled RSUs and ESOPs during the year were :</p> <ol style="list-style-type: none"> <li>1. Ravi Kumar. S</li> <li>2. Inderpreet Sawhney</li> </ol> <p>There was no significant change in assumptions used in determining fair value of equity-settled and cash-settled stock incentive unit plans. Refer to Annexure 1 for assumptions related to equity-settled plans, as the grants were made on the same dates for both equity and cash-settled stock incentive plans.</p>

F Details related to GEBS / RBS Not Applicable

G Details related to the Trust for 2015 Plan

(i) General information on schemes

Sl. no.	Particulars	
1	Name of the Trust	Infosys Employee Benefits Trust
2	Details of the Trustee(s)	Jayesh Dhavantkumar Sanghrajka Sunil Kumar Dhareshwar Krishnamurthy Shankar Shamita Chatterjee
3	Amount of loan disbursed by company / any company in the group, during the year	Nil
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Nil
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil
6	Any other contribution made to the Trust during the year	Nil

(ii) Brief details of transactions in shares by the Trust

Particulars	Number of shares
(a) Number of shares held at the beginning of the year	1,80,39,356
(b) Number of shares transferred to the employees / sold along with the purpose thereof – (these shares were transferred on exercise of RSUs)	27,24,624
(c) Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Nil
(d) Number of shares held at the end of the year – (a-b+c)	1,53,14,732

Note: Excludes 2,00,000 equity shares in the beginning of the year and 2,00,000 equity shares at the end of the year, held by the Trust, which have been earmarked for welfare activities of the employees

Sl. no.	Particulars	Details
	(iii) In case of secondary acquisition of shares by the Trust	
	Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
	Held at the beginning of the year	Nil
	Acquired during the year	
	Sold during the year	
	Transferred to the employees during the year	
	Held at the end of the year	

H Details related to Trust for the 2019 Plan

(i) General information on schemes

Sl. no.	Particulars	
1	Name of the Trust	Infosys Expanded Stock Ownership Trust
2	Details of the Trustee(s)	Jayesh Dhavantkumar Sanghrajka Sunil Kumar Dhareshwar Krishnamurthy Shankar Shamita Chatterjee
3	Amount of loan disbursed by company / any company in the group, during the year	Nil
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Nil
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil
6	Any other contribution made to the Trust during the year	Nil

(ii) Brief details of transactions in shares by the Trust

Particulars	Number of shares
(a) Number of shares held at the beginning of the year	Nil
(b) Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Nil
(c) Number of shares held at the end of the year –(a+b)	Nil

(iii) In case of secondary acquisition of shares by the Trust

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
Held at the beginning of the year	Nil
Acquired during the year	
Sold during the year	
Transferred to the employees during the year	
Held at the end of the year	

Annexures :

1. Disclosures related to equity-settled plans
2. Grants made during fiscal 2021 to senior managerial personnel

## Annexure 1

### Disclosures related to equity-settled plans

The activity in the 2015 Plan (formerly 2011 RSU Plan) and the 2019 Plan for equity-settled share-based payment transactions during the year ended March 31, 2021 is as follows:

Particulars	Year ended March 31, 2021	
	Shares arising out of options	Weighted average exercise price (₹)
<b>2015 Plan: RSU</b>		
Outstanding at the beginning	87,80,898	3.96
Granted	26,60,611	5.00
Exercised	37,83,462	3.55
Modification to equity-settled awards	8,71,900	–
Forfeited and expired	4,82,707	4.13
Outstanding at the end	80,47,240	4.52
Exercisable at the end	1,51,685	3.36
<b>2015 Plan: Employee Stock Options (ESOPs)</b>		
Outstanding at the beginning	11,00,330	539
Granted	–	–
Exercised	2,39,272	534
Modification to equity-settled options	2,03,026	–
Forfeited and expired	14,628	566
Outstanding at the end	10,49,456	535
Exercisable at the end	10,02,130	536
<b>2019 Plan: RSU</b>		
Outstanding at the beginning	20,91,293	5.00
Granted	15,96,408	5.00
Exercised	3,70,170	5.00
Forfeited and expired	2,66,958	5.00
Outstanding at the end	30,50,573	5.00
Exercisable at the end	2,33,050	5.00

RSUs and ESOPs vested during the year ended March 31, 2021 is 35,79,395 and 2,80,246 respectively, under the 2015 Plan. RSUs vested during the year ended March 31, 2021 is 6,03,220 under the 2019 Plan.

During the year ended March 31, 2021, the Company has realized ₹8.3 crore by virtue of exercise of:

- ADR options of 12,90,664 under the 2015 Plan and 1,89,375 under the 2019 Plan
- Indian equity options of 7,446 under the 2015 Plan and 1,80,795 under the 2019 Plan

During the year ended March 31, 2021, the Trust has realized ₹6.3 crore by virtue of exercise of Indian equity options of 27,24,624 under the 2015 Plan.

No option shall have a term in excess of ten (10) years measured from the option grant date.

During the year ended March 31, 2021, the weighted average share price of options exercised under the 2015 Plan on the date of exercise was ₹1,097.

During the year ended March 31, 2021, the weighted average share price of options exercised under the 2019 Plan on the date of exercise was ₹1,166.

The following table summarizes information about equity-settled RSUs and ESOPs outstanding as at March 31, 2021:

Range of exercise prices per share (₹)	Options outstanding		
	No. of shares arising out of options	Weighted average remaining contractual life	Weighted average exercise price (₹)
<b>2015 Plan:</b>			
0 - 5 (RSU)	80,47,240	1.67	4.52
450 - 600 (ESOP)	10,49,456	1.83	535
	90,96,696	1.69	66
<b>2019 Plan:</b>			
0 - 5 (RSU)	30,50,573	1.48	5.00
	30,50,573	1.48	5.00

The fair value of the awards are estimated using the Black-Scholes Model for time and non-market performance based options and Monte Carlo simulation model is used for TSR based options.

The inputs to the model include the share price at date of grant, exercise price, expected volatility, expected dividends, expected term and the risk free rate of interest. Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during a period equivalent to the expected term of the options. Expected volatility of the comparative company have been modelled based on historical movements in the market prices of their publicly traded equity shares during a period equivalent to the expected term of the options. Correlation coefficient is calculated between each peer entity and the indices as a whole or between each entity in the peer group.

The fair value of each equity-settled award is estimated on the date of grant using the Black-Scholes-Merton model with the following assumptions:

Particulars	For options granted in	
	Fiscal 2021- Equity Shares RSU	Fiscal 2021-ADS RSU
Weighted average share price (₹) / (\$- ADS) <sup>(1)</sup>	1,253	18.46
Exercise price (₹) / (\$- ADS) <sup>(1)</sup>	5.00	0.07
Expected volatility (%)	30-35	30-36
Expected life of the option (years)	1-4	1-4
Expected dividends (%)	2-3	2-3
Risk-free interest rate (%)	4-5	0.1-0.3
Weighted average fair value as on grant date (₹) / (\$- ADS) <sup>(1)</sup>	1,124	16.19

The expected life of the RSU / ESOP is estimated based on the vesting term and contractual term of the RSU / ESOP, as well as expected exercise behaviour of the employee who receives the RSU / ESOP.

## Annexure 2

Grants made during fiscal 2021 to senior managerial personnel

### 2015 Plan

Name of senior managerial personnel <sup>(1)</sup>	Designation	RSU	Exercise price	ESOP	Exercise price	Category
Salil Parekh <sup>(2)</sup>	CEO & MD	2,18,739	At par value	Nil	NA	Indian shares
Mohit Joshi	President	90,350	At par value	Nil	NA	ADR
Ravi Kumar S.	President, Deputy COO	81,050	At par value	Nil	NA	ADR
Inderpreet Sawhney	Group General Counsel and Chief Compliance Officer	27,100	At par value	Nil	NA	ADR
Nilanjan Roy	Chief financial Officer	25,012	At par value	Nil	NA	Indian shares
Krishnamurthy Shankar	Group Head – HR & Infosys Leadership Institute	14,900	At par value	Nil	NA	Indian shares

### 2019 Plan

Name of Senior Managerial Personnel <sup>(1)</sup>	Designation	RSU	Exercise price	ESOP	Exercise price	Category
Salil Parekh <sup>(2)</sup>	CEO & MD	1,48,434	At par value	Nil	NA	Indian shares
U.B. Pravin Rao	COO & WTD	59,374	At par value	Nil	NA	Indian shares
Mohit Joshi	President	32,000	At par value	Nil	NA	ADR
Ravi Kumar S.	President, Deputy COO	32,000	At par value	Nil	NA	ADR
Inderpreet Sawhney	Group General Counsel and Chief Compliance Officer	18,000	At par value	Nil	NA	ADR
Nilanjan Roy	Chief Financial Officer	12,000	At par value	Nil	NA	Indian shares
Krishnamurthy Shankar	Group Head – HR & Infosys Leadership Institute	10,000	At par value	Nil	NA	Indian shares
A.G.S Manikantha	Company Secretary	2,000	At par value	Nil	NA	Indian shares

<sup>(1)</sup> Refer to nomination and remuneration policy of Infosys for the definition of senior managerial personnel

<sup>(2)</sup> Stock incentives granted to Salil Parekh, CEO and MD

2015 Plan:

Pursuant to the approval of the shareholders through a postal ballot on February 20, 2018, Salil Parekh (CEO & MD) is eligible to receive under the 2015 Plan:

- a) an annual time-based grant of RSUs of fair value ₹3.25 crore which will vest in line with the current employment agreement, and
- b) an annual grant of performance-based RSUs of fair value ₹13 crore which will vest in line with the current employment agreement, subject to the achievement of performance targets set by the Board or its committee

The Board, based on the recommendations of the nomination and remuneration committee, granted 1,92,964 performance-based RSUs to Salil Parekh effective May 2, 2020. These RSUs will vest in line with the employment agreement based on the achievement of certain performance targets.

Further, the Board, based on the recommendations of the nomination and remuneration committee, approved on January 13, 2021 the annual time-based grant for fiscal 2021 of 25,775 RSUs. The grant was made effective February 1, 2021.

2019 Plan:

In accordance with the shareholders' approval in the Annual General Meeting held on June 22, 2019, Salil Parekh, CEO and MD is eligible to receive an annual performance-based grant of RSUs amounting to ₹10 crore under the 2019 Plan. The Board, based on the recommendations of the nomination and remuneration committee, granted 1,48,434 performance-based RSUs, effective May 2, 2020. These RSUs will vest in line with the employment agreement based on the achievement of certain performance targets.

Note: No other employee was granted shares (including cash-settled) in the year amounting to 5% or more of the total options granted during the year. Similarly, there was no grant (including cash-settled) in the year that was equal to or exceeding 1% of the issued capital of the Company.