

### List of changes to the Articles of Association of Infosys Limited

The below table provides a list of changes to the existing Articles of Association of Infosys Limited pursuant to the requirements under the Companies Act, 2013 (“the Act”). The below list is not an exhaustive summary of all the changes to the existing Articles of Association of Infosys Limited. The New Articles of Association will be available to the shareholders for inspection at the registered office of the Company between March 2, 2017 to March 31, 2017. The New Articles of Association are also available on the website of the Company at the following link: <https://www.infosys.com/investors/reports-filings/>.

S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes
1.	Constitution of the Company	Article 1: Constitution	Modified to incorporate the regulations contained in Table F of the Act (instead of Table A of the Companies Act, 1956) so far as it is not inconsistent with the new draft articles.			
2.	Definitions	Article 2: Definitions	The following definitions have been modified to align with the Act to ensure uniformity: (i) Act (ii) Director (iii) Dividend (iv) Financial Year (v) Person	The following definitions have been added to Article 2 of the new draft articles: (i) Annual General Meeting (ii) Board meeting (iii) Business Day (iv) Chairman (v) Companies Act, 1956 (vi) Committees	The following definitions in the existing articles have been deleted as they have not been used: (i) Genders (ii) In writing (iii) Month (iv) Singular number	

S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes	
				(vii) Encumbrance (viii) Equity Share Capital (ix) Equity Shares (x) Executor or Administrator (xi) Extraordinary General Meeting (xii) Fully Diluted Basis (xiii) Law /Laws (xiv) Memorandum (xv) Register of Members (xvi) SEBI (xvii) SEBI Listing Regulations (xviii) Securities (xix) Shares  We have also included Article 2(B) in the draft articles on interpretation.			
3.	Capital	Articles 7: Redeemable preference shares		Articles 5 and 6: Provisions for issuance and allotment of convertible preference shares, cumulative preference shares and redeemable preference shares in line with the provisions of the Act have been inserted.			

S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes
		Power of company to purchase its own shares: No corresponding provision		Article 14: Company may purchase its own equity shares or other securities by way of a buy-back arrangement.		Addition has been made pursuant to the requirements of section 68 of the Act to enable buy back of shares.
4.	Company's Lien	Article 47: Lien enforced by sale		Article 7(a): The Company shall also have a lien on all shares (not being fully paid) standing registered in the name of a single person, for all money presently payable by him or his estate to the Company.		Addition is in line with regulation 9(i)(b) of Table F.
		Articles 47, 48, 49: Lien		(i) Article 7(d): Restriction on shareholders to exercise any voting rights in respect of shares on which any calls or other sums have not been paid or in respect of which the Company has exercised a right of lien has been inserted.  (ii) Article 7(e): The provisions with respect to right of lien on shares have been made applicable to other "securities" as well.		(i) Article 7(d) has been inserted in line with section 106 of the Act.  (ii) The Act does not prohibit the Company from exercising a right of lien on other securities.
5.	Calls	Article 28: Notice of calls	Article 8 (b): Time period for providing notice for making a call			Modified in line with Table F of the Act.

S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes
			on shares has been reduced to 14 days.			
		Article 26: Interest out of capital which was permitted under Section 208 of the Companies Act, 1956			Deleted entirely.	This article has been deleted as there is no corresponding provision for the same in the Act.
		Article 33: Overdue calls to carry interest	Article 8(f): The interest charged on overdue calls will not exceed 10% per annum.			Modification is in line with regulation 16(i) of Table F
6.	Transfer and Transmission of shares	Articles 53 – 65		(i) Article 9(c)(ii): Where an application for registration of transfer is made on partly paid shares, the Company is required to give notice to the transferee prior to registration of such transfer.  (ii) Article 9(f): The Board has been given the power to close the transfer books and register of member for such time as prescribed.  (iii) Article 9(m): The provisions relating to persons entitled to shares on death or insolvency have been elaborated.		(i) Inserted in accordance with section 56 (3) of the Act read with rule 11(3) of the Companies (Share Capital and Debenture) Rules, 2014.  (ii) Inserted in accordance with section 91 read with regulation 22 of Table F of the Act.  (iii) Modified in line with regulation 26 of

S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes
						Table F and section 126 of the Act.
		Article 57: Refusal to register transfer			Deleted as the provisions are adequately captured in Article 9(g) of the new draft articles.	Article 9(g) of the new draft articles corresponds to article 56 of the existing articles.
7.	Shares	Article 3: Dematerialisation		Article 10: A detailed provision on dematerialisation of shares.		These additions have been made as the majority of the shares are currently in dematerialised form by the shareholders.
		Article 13: Shares at the disposal of directors			Power of the Board to issue of shares at a discount has been deleted.	This deletion has been made as it is not in compliance with section 53 of the Act
		Share certificates: No corresponding provision		Article 18(e)(i): Detailed provision on issue of share certificates has been inserted.		Addition is in line with regulation 2(a) of Table F and Rule 5 of the Companies (Share Capital and Debenture) Rules, 2014.
		Article 19: Delivery of share/debenture certificate	Article 18(e)(ii): The time period for delivery of certificates to the shareholders has been reduced from 3 months to 2 months from the date of allotment of the			Modified in accordance with section 56(4) of the Act.

S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes
			share or 6 months for debenture.			
8.	Power to modify rights	Articles 9 and 10: Variation of rights and Issue of further <i>pari passu</i> shares not to affect the rights of shares already issued		Article 15: The procedure to be followed and quorum required in meetings of the holders of different classes of shares have been included.		Addition is in accordance with regulation 6(ii) of Table F of the Act.
9.	Nomination	Nomination by securities holders: No corresponding provision		Article 21: Provisions relating to nomination by a shareholder of his nominee have been inserted.		Addition is in line with section 72 of the Act and rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.
		Nomination for deposits: No corresponding provision		Article 22: Provisions of section 72 of the Act will apply to nominations in relation to deposits.		Addition is in line with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014
10.	Borrowing Powers	Articles 66 -70	Articles 24(a) and (c): A special resolution will be required where the amount of money			Modified in accordance with

S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes
			borrowed exceeds the aggregate paid up capital (and free reserves) of the Company and for the conversion of debentures in equity shares.			section 71 and 180 of the Act.
11.	Conversion of Shares into stock and reconversion	Article 75, 76: Shares may be converted into stock		<p>(i) Article 26(a): Regarding the conversion of shares into stock, the Board may fix the minimum amount of stock transferable on conversion, where the minimum amount of stock transferable shall not exceed the nominal account from which the stock arose.</p> <p>(ii) Article 26(c): Where shares are converted into stock, those articles which are applicable to paid-up shares will also apply to stock.</p>		<p>(i) Addition is in accordance with regulation 37 of Table F of the Act.</p> <p>(ii) Addition is in line with regulation 37(c) of Table F.</p>
12.	Meetings	Article 77: Annual general meeting		Article 29: The requirement that not more than 15 (fifteen) months gap between the date of one Annual General Meeting and that of the next has been added.		Addition is in accordance with section 96 of the Act.

S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes
		Article 82: Quorum at general meeting	<p>Existing articles provides for a minimum of 5 members to form quorum at a meeting of the shareholders.</p> <p>Article 34: Modified to provide for a quorum to be constituted in accordance with the provisions of the Act.</p>			Modification in line with section 103 of the Act.
		Article 88: Question at general meeting how decided	<p>Article 88 of the existing articles provides that a poll can be demanded by a member(s) having not less than one-tenth of the total voting power or holding shares on which an aggregate sum of not less than INR 50,000 has been paid up.</p> <p>Article 37(a): Modified to provide for a demand for poll in accordance with the provisions of the Act.</p>			Modification in line with section 109 of the Act.



S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes
		Article 104: Time for objection to vote		Article 39(m): Any objection to the qualification to vote to be referred to the Chairman, whose decision shall be final and binding.		Addition is made in line with regulation 56 of Table F of the Act.
		Articles 77 – 105: Members meetings		(i) Article 39(n): Provisions relating to the minutes of meetings as prescribed under the Act, such as, time within which minutes are to be recorded, preservation of books of minutes etc. have been inserted.  (ii) Article 39(q): This provision allows e-voting facility to shareholders.  (iii) Article 39(o): Except as required under the Act or the articles, all matters arising at a general meeting shall be decided by a majority vote.		(i) Addition is made in line with section 118 of the Act.  (ii) Addition is made in accordance with the Companies (Management and Administration) Rules, 2014.  (iii) This is only a clarificatory amendment in line with the Act.
		Article 129 and 132: Notice for meeting of board of directors		Article 62(e): Provision for a board meeting to be held at shorter notice has been provided.		Addition is to include the language in section 173(3) of the Act.
		Article 132: Secretary to call meeting	Article 62(c): Article 132 has been modified to allow a board meeting to be called by a director as and when			Confirms that a company secretary as well as a director may call for a meeting.

S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes
			directed by the chairman or a director.			
13.	Directors	Article 106: Number of directors	Article 40: The Company may appoint 15 directors, and any increase beyond such limit will require a special resolution.			Modification in line with section 149 of the Act.
		Articles 112 and 113: Nominee Directors		Article 46: Sub clause (a) has been inserted to provide that the Board may nominate any person nominated by an institution by virtue of law or an agreement as a director.		Addition is made in line with section 161(3) of the Act.
		Article 114: Co-option of directors	Article 114 of the existing provides that an additional director will hold office till the date of the next annual general meeting.			Modification is in line with section 161 of the Act and regulation 66 of Table F.
			Article 43: The existing article has been modified to provide that an additional director shall hold office up to the earlier of the date of the next annual general meeting or at the last date on which the			

S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes
			annual general meeting should have been held.			
		Independent directors: No corresponding provision		Article 45: An express provision has been made on the appointment of independent directors to be made on terms in accordance with the applicable law have been inserted.		Addition has been made in line with section 149 of the Act.
		Articles 121 – 123: Retirement of directors	Article 56: Retirement of directors has been brought in line with the provisions of section 152 of the Act.			Modification in line with section 152 of the Act.
14.	Passing of Resolution by Circulation	Article 139: Circular Resolution		Article 68(a) and (b): If one-third of the total number of directors for the time being require that any resolution under circulation must be decided at a meeting, the chairman shall put the resolution to be decided at a meeting of the Board.		Addition has been made in line with section 175 of the Act.
15.	Acts of Board or committee valid	Article 140: Validity of Directors Acts		Article 67(b): A written resolution signed by all the members of the Board or		Addition has been made in line with

S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes
				committee, for the time being entitled to receive notice of a meeting of the Board or committee, will be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.		regulation 75 of Table F.
16.	Seal	Article 150 and 151: Seal and Deed how to be executed	Article 71: Provision on affixation of the common seal on an instrument has been modified.		Article 150(b) of the existing articles has been deleted.	The new Act has done away with the requirement of a common seal. Modifications to the existing provisions have therefore been made in line with the provisions of the new Act.
17.	Unpaid or unclaimed dividend	No corresponding provision		Article 73: Detailed provisions relating to the transfer of unpaid and unclaimed dividend to investor Education and Protection Fund have been provided.		Addition is in line with section 124 of the Act.
18.	Accounts and Board's Report	Article 166: Board's report			Article 74(b): Certain language in the existing articles on contents of Board's	Deletion has been made as there is no corresponding

S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes
					report has been deleted.	provision for the same in the new Act.
19.	Documents and Notices	Article 169 – 177: Documents and notices		Article 75(g): Provision has been made for service of documents through e-mail where shareholders have registered their e-mail address and intimated the Company that documents should be sent to his registered email address, without acknowledgement due.		Addition has been made to allow service of documents through e-mail where shareholders so request.
20.	Winding Up	Article 178		Article 78(b): A liquidator may set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between shareholders.		This inclusion is from regulation 90(ii) of Table F.
21.	Inspection by shareholders	No corresponding provision		Article 82: Provision for inspection of registers, books of accounts and minutes of shareholders' meetings has been included.		Addition is in line with sections 85, 94(2), 119, 128 and 186 of the Act.

S.No.	Category	Existing Articles Reference	Modification	Addition	Deletion	Notes
22.	Amendment to memorandum and articles of association	No corresponding provision		Article 83: Power of the Company to amend its charter documents subject to the provisions of the Act.		Addition is in line with sections 13, 14 and 15 of the Act.