

**BSE LIMITED**

P.J Towers, Dalal Street  
Mumbai – 400 001  
Fax: 22722037 / 22723121  
Kind Attn: General Manager, Department of  
Corporate Services  
Scrip Code: 500209 (BSE)

**NATIONAL STOCK EXCHANGE OF INDIA  
LIMITED**

Exchange Plaza, Bandra Kurla Complex,  
Mumbai – 400 051  
Fax: 26598237 / 26598238  
Kind Attn: Manager, Listing Department  
Scrip Code: INFY (NSE)

May 24, 2019

Dear Sir/ Madam,

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are forwarding herewith the Annual Secretarial Compliance Report for the financial year 2018-19.

You are requested to kindly take the above information on records. The report will also be hosted on the Company's website at <https://www.infosys.com/investors/reports-filings/Pages/exchange-filings.aspx>

Yours sincerely,  
for **Infosys Limited**

**A.G.S. Manikantha**  
**Company Secretary**

*Encl: Annual Secretarial Compliance Report*

**INFOSYS LIMITED**

CIN: L85110KA1981PLC013115

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Electronics City, Hosur Road  
Bengaluru 560 100, India

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**Secretarial compliance report of Infosys Limited for the year ended  
March 31, 2019**

I have examined:

- (a) all the documents and records made available to me and explanation provided by Infosys Limited("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2019** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (there were no events requiring compliance during the Review Period)
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (there were no events requiring compliance during the Review Period)
- (i) Securities and Exchange Board of India (Settlement of Administrative and Civil Proceedings) Regulations, 2014

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

However, during the Review Period, the SEBI has passed a Settlement Order on February 15, 2019 vide its Order No SO/EFD-2/SD/264/FEB/2019 on payment of a sum of Rs 34,35,000 towards the settlement charges by the listed entity, in respect of the settlement application filed by the listed entity with Securities Exchange Board Of India (SEBI) pursuant to Regulation 3 read with Schedule II (1)(12) of the SEBI (Settlement of Administrative and Civil Proceedings) Regulations 2014 in response to the Notice of Settlement for Approved Enforcement Action issued by the SEBI, vide its letter No. EFD/DRA/-111/MC/AA 28543/1/2017 dated November 17, 2017 with regard to certain alleged non compliances/violations by the listed entity of provisions of Securities Laws (namely, SEBI Act 1992, Securities Contract (Regulation) Act 1956, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreements) pertaining to matters relating to the severance payment to the former Chief Financial Officer, Mr. Rajiv Bansal in 2015.

- (d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.

Place: Bengaluru

Date: May 09, 2019

  
P. G. Hegde

FCS : 1325/CP-640

