

ANNEXURE I
Quarterly Compliance Report on Corporate Governance

Name of Listed entity	Infosys Limited
Quarter ending	March 31, 2024

I. Composition of Board of Directors

Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of re - Appointment	Date of Cessation	Tenure (months)	Date of Birth	Whether the director is disqualified?	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Nandan Nilekani	00041245	Chairperson-Non-Executive	24-Aug-2017				02-Jun-1955	No	1	0	0	0
Salil Parekh	01876159	Executive-Managing Director-Chief Executive Officer	02-Jan-2018	01-July-2022			05-Jun-1964	No	1	0	0	0
D. Sundaram	00016304	Non-Executive-Independent	14-Jul-2017	14-Jul-2022		81	16-Apr-1953	No	3	3	5	2
Michael Nelson Gibbs	08177291	Non-Executive-Independent	13-Jul-2018	13-Jul-2021		69	08-Nov-1957	No	1	1	2	1
Bobby Kanubhai Parikh	00019437	Non-Executive-Independent	15-Jul-2020	15-Jul-2023		45	30-Apr-1964	No	3	3	7	4
Chitra Nayak	09101763	Non-Executive-Independent	25-Mar-2021	25-Mar-2024		36	09-Apr-1963	No	1	1	1	0
Govind Iyer	00169343	Non-Executive-Independent	12-Jan-2023			15	22-Sept-1962	No	1	1	0	0
Helene Auriol Potier	10166891	Non-Executive-Independent	26-May-2023			10	26-Nov-1962	No	1	1	0	0
Nitin Paranjpe	00045204	Non-Executive-Independent	01-Jan-2024			3	04-Mar-1963	No	2	1	0	0

Company Remarks	The memberships count will also include the count in which the director is a chairperson.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

II. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Bobby Kanubhai Parikh	ID	Chairperson	16-Jul-2020	
2	D. Sundaram	ID	Member	14-Jul-2017	
3	Michael Nelson Gibbs	ID	Member	04-Feb-2020	

Company Remarks	Bobby Kanubhai Parikh was appointed as a Member of Audit committee effective 16-Jul-2020 and later became the chairperson of the committee effective 23-Mar-2023.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Michael Gibbs	ID	Chairperson	23-Mar-2023	
2	D. Sundaram	ID	Member	21-Apr-2020	
3	Bobby Kanubhai Parikh	ID	Member	14-Jan-2021	
4	Chitra Nayak	ID	Member	25-Mar-2021	

Company Remarks	Michael Gibbs was appointed as member and Chairperson of Stakeholders Relationship Committee effective 23-Mar-2023
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	D. Sundaram	ID	Chairperson	14-Jul-2017	
2	Michael Nelson Gibbs	ID	Member	13-Jul-2018	
3	Bobby Kanubhai Parikh	ID	Member	16-Jul-2020	
4	Chitra Nayak	ID	Member	25-Mar-2021	
5	Govind Iyer	ID	Member	13-Jan-2023	
6	Helene Auriol Potier	ID	Member	17-Jun-2023	
7	Nitin Paranjpe	ID	Member	01-Jan-2024	

Company Remarks	D. Sundaram was appointed as a member of Risk Management Committee effective 14-Jul-2017 and later became the chairperson of the committee effective 21-Apr-2020.
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	D. Sundaram	ID	Chairperson	14-Jul-2017	
2	Michael Nelson Gibbs	ID	Member	21-Apr-2020	
3	Govind Iyer	ID	Member	13-Jan-2023	
4	Nitin Paranjpe	ID	Member	01-Jan-2024	

Company Remarks	D. Sundaram was appointed as a member of Nomination and Remuneration Committee effective 14-Jul-2017 and later became the chairperson of the committee effective 23-Mar-2023
Whether Permanent chairperson appointed	Yes

e. Corporate Social Responsibility Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Govind Iyer	ID	Chairperson	13-Jan-2023	
2	Chitra Nayak	ID	Member	25-Mar-2021	
3	Michael Nelson Gibbs	ID	Member	20-Apr-2023	

Company Remarks	Govind Iyer was appointed as a member of Corporate Social Responsibility committee effective 13-Jan-2023 and later became the chairperson of the committee effective 23-Mar-2023.
Whether Permanent chairperson appointed	Yes

f. Environmental, Social and Governance Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Chitra Nayak	ID	Chairperson	14-Apr-2021	
2	Govind Iyer	ID	Member	13-Jan-2023	
3	Helene Auriol Potier	ID	Member	17-Jun-2023	

Company Remarks	Chitra Nayak was appointed as a member of Environmental, Social and Governance committee effective 14-Apr-2021 and later became the chairperson of the committee effective 14-Apr-2022
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III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Total number of directors as on date of the meeting	Number of Directors present	Number of Independent Directors present
October 12, 2023		Yes	8	8	6
December 11, 2023		Yes	8	6	4

	January 11, 2024	Yes	9	9	7
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Company Remarks	The meeting was held over January 10 th and 11 th .
Maximum gap between any two consecutive meetings (in number of days)	59 days

IV. **Meeting of Committees**

Name of the Committee	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total number of directors as on date of the meeting	Number of Directors present	Number of independent directors present	No. of members attending the meeting (other than Board of Directors)
Audit Committee	October 12, 2023		Yes	3	3	3	0
Audit Committee	December 11, 2023		Yes	3	3	3	0
Audit Committee	December 14, 2023		Yes	3	3	3	0
Audit Committee		January 11, 2024	Yes	3	3	3	0
Audit Committee		March 12, 2024	Yes	3	3	3	0
Nomination & Remuneration Committee	October 11, 2023		Yes	3	3	3	0
Nomination & Remuneration Committee	December 11, 2023		Yes	3	3	3	0
Nomination & Remuneration Committee		January 11, 2024	Yes	4	4	4	0
Stakeholders Relationship Committee	October 10, 2023		Yes	4	4	4	0

Stakeholders Relationship Committee		January 9, 2024	Yes	4	4	4	0
Risk Management Committee	October 10, 2023		Yes	6	5	5	0
Risk Management Committee		January 9, 2024	Yes	7	7	7	0
Corporate Social Responsibility Committee	October 10, 2023		Yes	3	3	3	0
Corporate Social Responsibility Committee		January 9, 2024	Yes	3	3	3	0
Environmental, Social and Governance Committee	October 10, 2023		Yes	3	2	2	0
Environmental, Social and Governance Committee		January 9, 2024	Yes	3	3	3	0

Company Remarks	Audit Committee meeting was held over January 10 th and 11 th and over March 11 and March 12.
Maximum gap between any two consecutive meetings (in number of days) [Only for Audit Committee]	60 days

Details of Cyber Security Incidence	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	Brief details of the event
NA	NA

Annexure I		
V. Related Party Transactions		
Sr. No	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Annexure 1		
VI. Affirmations		
Sr. No.	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes

7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure II			
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
I. Disclosure on website in terms of Listing Regulations			
Sr. No	Item	Compliance status (Yes/No/NA)	Web address
1	Details of business	Yes	https://www.infosys.com/about.html
2	Terms and conditions of appointment of independent directors	Yes	https://www.infosys.com/investors/corporate-governance/documents/appointment-independent-director.pdf
3	Composition of various committees of board of directors	Yes	https://www.infosys.com/investors/corporate-governance/documents/committee-composition.pdf
4	Code of conduct of board of directors and senior management personnel	Yes	https://www.infosys.com/investors/corporate-governance/documents/codeofconduct.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.infosys.com/investors/corporate-governance/documents/whistleblower-policy.pdf
6	Criteria of making payments to non-executive directors	Yes	https://www.infosys.com/investors/corporate-governance/documents/nomination-remuneration-policy.pdf
7	Policy on dealing with related party transactions	Yes	https://www.infosys.com/investors/corporate-governance/documents/related-party-transaction-policy.pdf
8	Policy for determining 'material' subsidiaries	Yes	https://www.infosys.com/investors/corporate-governance/documents/material-subsidiaries-policy.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	https://www.infosys.com/investors/reports-filings/Documents/training-board-members2023.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.infosys.com/investors/shareholder-services/investor-contact.html
11	email address for grievance redressal and other relevant details	Yes	https://www.infosys.com/investors/shareholder-services/investor-contact.html
12	Financial results	Yes	https://www.infosys.com/investors/reports-filings/quarterly-results.html
13	Shareholding pattern	Yes	https://www.infosys.com/investors/shareholder-services/shareholding.html
14	Details of agreements entered into with the media companies and/or their associates	NA	NA
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.infosys.com/investors/news-events/events.html

15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	https://www.infosys.com/investors/news-events/events.html
16	New name and the old name of the listed entity	NA	NA
17	Advertisements as per regulation 47 (1)	Yes	https://www.infosys.com/investors/reports-filings/exchange-filings.html
18	Credit rating or revision in credit rating obtained	Yes	https://www.infosys.com/investors/reports-filings/annual-report/annual/documents/infosys-ar-23.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.infosys.com/investors/reports-filings/documents/subsidiaries-financial-statements-2022-23.pdf
20	Secretarial Compliance Report	Yes	https://www.infosys.com/investors/reports-filings/exchange-filings.html
21	Materiality Policy as per Regulation 30	Yes	https://www.infosys.com/investors/corporate-governance/documents/policy-determining-materiality-disclosures.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.infosys.com/investors/corporate-governance/documents/policy-determining-materiality-disclosures.pdf
23	Disclosures under regulation 30(8)	Yes	https://www.infosys.com/investors/reports-filings/exchange-filings.html
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	NA
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://www.infosys.com/investors/corporate-governance/documents/dividend-distribution.pdf
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.infosys.com/investors/reports-filings/annual-report/annual-reports.html
27	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.infosys.com/investors.html
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.infosys.com/investors/reports-filings/exchange-filings.html

Annexure II		
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes

Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes

Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Additional Half-yearly disclosure			
Applicability of the Disclosure : Yes			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	Nil	Nil	
Promoter Group or any other entity controlled by them	Nil	Nil	
Directors (including relatives) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six-months (taking into account any invocation)
Promoter or any other entity controlled by them	Not applicable	Nil	Nil
Promoter Group or any other entity controlled by them	Not applicable	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Not applicable	Nil	Nil
KMPs or any other entity controlled by them	Not applicable	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not applicable	Nil	Nil
Promoter Group or any other entity controlled by them	Not applicable	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Not applicable	Nil	Nil
KMPs or any other entity controlled by them	Not applicable	Nil	Nil
(D) Additional Information			
Affirmations			Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			Yes
Name – Jayesh Sanghrajka			
Designation - CFO			
Place - Bengaluru			
Date – April 19, 2024			

This report was placed before the Board of Directors in their meeting held on April 18, 2024.

Name : A.G.S Manikantha
Designation : Company Secretary