

## **REPORT OF SCRUTINIZER**

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9)  
of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,  
Board of Directors  
Infosys Limited  
CIN: L85110KA1981PLC013115  
Electronics City, Hosur Road  
Bengaluru- 560100

Dear Sir,

I, Parameshwar G. Hegde, Practicing Company Secretary, at # 34, "Ganesh Krupa", 1<sup>st</sup> Main Road, Gandhinagar, Bengaluru, 560009, appointed as Scrutinizer by the Board of Directors of **Infosys Limited** (the Company) for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated January 11, 2019 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the shareholders on the resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, on the resolutions.
2. In accordance with the Notice of the Postal Ballot dated January 11, 2019, dispatched to the shareholders by prescribed modes during February 06, 2019 to February 10, 2019 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on February 11, 2019, the voting commenced on February 11, 2019 (at 9:00 hours) and ended on

March 12, 2019 (at 17:00 hours) for physical ballots and as well as for e-voting. The e-voting facility was provided by National Securities Depository Limited (NSDL). The votes were unblocked at around 17:05 hours on March 12, 2019 and the e-voting summary statement was downloaded from e-voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>).

3. The Equity Shareholders holding shares as on January 22, 2019, "cut off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company / R&TA and the authorizations / power of attorney etc. lodged thereof. The voters were also scrutinized for the purpose of eliminating duplicate voting and 23 ballots were rejected on duplicate voting i.e. on e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Karvy Fintech Private Limited, Hyderabad (Karvy), the Registrar & Share Transfer Agents of the Company.
5. My report on the results of the voting is based on the data downloaded from the National Securities Depository Limited (NSDL) and the votes cast through physical ballot forms received respectively in respect of the resolutions contained in the Notice of the Postal Ballot.
6. The result of the voting is as under:

a) **Resolution-1: Special Resolution**

Approval for the Buyback of Equity Shares of the Company.

i. Voted **in favour** of the resolution:

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	3,468	10,39,76,538	
b) Voted by electronic mode	7,086	311,01,79,611	
Total	10,554	321,41,56,149	98.72

ii. Voted **against** the resolution:

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	205	1,74,784	
b) Voted by electronic mode	493	4,15,13,455	
Total	698	4,16,88,239	1.28

iii. **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
277	8,50,106

b) **Resolution-2: Special Resolution**

Re-appointment of Kiran Mazumdar-Shaw as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	3,466	10,39,36,553	
b) Voted by electronic mode	6,751	287,17,98,710	
Total	10,217	297,57,35,263	92.28

(ii) Voted **against** the resolution:

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	96	69,488	
b) Voted by electronic mode	832	24,89,36,007	
Total	928	24,90,05,495	7.72

(iii) **Invalid** votes :


Total number of members whose votes declared invalid	Total number of votes cast by them
390	9,93,569

7. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in my custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Person authorized by him for safe keeping.

Thanking you,

Yours faithfully,

Place: Bengaluru  
Dated: March 14, 2019

  
Parameshwar G. Hegde  
FCS 1325, CP No. 640  
Scrutinizer