



INFOSYS LIMITED  
CIN: L85110KA1981PLC013115  
Regd. Office: Electronics City, Hosur Road,  
Bangalore – 560 100, India.  
Tel: 91 80 2852 0261 Fax: 91 80 2852 0362  
Investors@infosys.com, www.infosys.com

**TO ALL STOCK EXCHANGES**

**BSE LIMITED  
NATIONAL STOCK EXCHANGE OF INDIA LIMITED  
NEW YORK STOCK EXCHANGE  
NYSE EURONEXT LONDON  
NYSE EURONEXT PARIS**

June 16, 2014

Dear Sir/Madam,

**Re: Clause No: 35A of the Listing Agreement with National Stock Exchange Limited and BSE Limited– Voting results**

In accordance with the Clause No: 35A of the Listing Agreement, we write to inform you that the Members of the Company at the Annual General Meeting held on June 14, 2014 transacted the following business:

Sl. No.	Description	Particulars		
A	Date of the AGM	June 14, 2014		
B	Book- Closure Date	May 31, 2014 to June 14, 2014 (both days inclusive)		
C	Total No. of Shareholders on record date	377,570		
D	No. of Shareholders present in the meeting either in person or through proxy			
	<b>Shareholders</b>	<b>In Person</b>	<b>Proxy</b>	<b>Total</b>
	Promoters and Group	5	-	5
	Public:	1,062	163	1,225
	<b>Total</b>	<b>1,067</b>	<b>163</b>	<b>1,230</b>
E	No. of Shareholders attended the meeting through Video Conferencing			
	<b>Shareholders</b>	<b>In Person</b>	<b>Proxy</b>	<b>Total</b>
	Promoters and Group	-	-	-
	Public:	94	-	94
	<b>Total</b>	<b>94</b>	<b>-</b>	<b>94</b>

**Outcome of the Annual General Meeting of the Members of the Company**

The Annual General Meeting of the Members of the Company was held on Saturday, June 14, 2014 at 3.00 P.M. (IST) at the Christ University Auditorium, Hosur Road, Bangalore 560 029, Karnataka, India. The mode of voting was by way of Poll/ E-voting. The Shareholders transacted the business as provided in **Annexure**.

Request you to kindly take the same on record.

Thanking you,

Yours sincerely,  
For Infosys Limited,

**Parvatheesam Kanchinadham**  
Chief Risk & Compliance Officer and  
Company Secretary

# Infosys®

INFOSYS LIMITED  
 CIN: L85110KA1981PLC013115  
 Regd. Office: Electronics City, Hosur Road,  
 Bangalore – 560 100, India.  
 Tel: 91 80 2852 0261 Fax: 91 80 2852 0362  
 Investors@infosys.com, www.infosys.com

## ANNEXURE

	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
<b>Resolution 1</b> Adoption of financial statements (Ordinary Resolution)	Promoter and Group	91,508,078	91,508,078	15.94	91,508,078	-	100.00	-
	Public – Institutional holders	415,496,243	237,799,646	41.41	237,779,924	19,722	99.99	0.01
	Public-Others	67,231,845	4,333,669	0.75	4,333,154	515	99.99	0.01
	<b>Total</b>	<b>574,236,166</b>	<b>333,641,393</b>	<b>58.10</b>	<b>333,621,156</b>	<b>20,237</b>	<b>99.99</b>	<b>0.01</b>
<b>Resolution 2</b> Approval of final dividend (Ordinary Resolution)	Promoter and Group	91,508,078	91,508,078	15.94	91,508,078	-	100.00	-
	Public – Institutional holders	415,496,243	239,058,437	41.63	239,054,290	4,147	100.00	0.00
	Public-Others	67,231,845	4,334,193	0.75	4,333,871	322	99.99	0.01
	<b>Total</b>	<b>574,236,166</b>	<b>334,900,708</b>	<b>58.32</b>	<b>334,896,239</b>	<b>4,469</b>	<b>100.00</b>	<b>0.00</b>
<b>Resolution 3</b>								
<b>Resolution 4</b> Appointment of S. Gopalakrishnan as a Director (Ordinary Resolution)	Promoter and Group	91,508,078	91,508,078	15.94	91,508,078	-	100.00	-
	Public – Institutional holders	415,496,243	237,312,124	41.33	236,278,695	1,033,429	99.56	0.44
	Public-Others	67,231,845	4,333,128	0.75	4,245,271	87,857	97.97	2.03
	<b>Total</b>	<b>574,236,166</b>	<b>333,153,330</b>	<b>58.02</b>	<b>332,032,044</b>	<b>1,121,286</b>	<b>99.66</b>	<b>0.34</b>
<b>Resolution 5</b> Appointment of auditors (Ordinary Resolution)	Promoter and Group	91,508,078	91,508,078	15.94	91,508,078	-	100.00	-
	Public – Institutional holders	415,496,243	235,794,025	41.06	231,113,210	4,680,815	98.01	1.99
	Public-Others	67,231,845	4,330,998	0.75	4,302,755	28,243	99.35	0.65
	<b>Total</b>	<b>574,236,166</b>	<b>331,633,101</b>	<b>57.75</b>	<b>326,924,043</b>	<b>4,709,058</b>	<b>98.58</b>	<b>1.42</b>



# Infosys®

INFOSYS LIMITED  
 CIN: L85110KA1981PLC013115  
 Regd. Office: Electronics City, Hosur Road,  
 Bangalore – 560 100, India.  
 Tel: 91 80 2852 0261 Fax: 91 80 2852 0362  
 Investors@infosys.com, www.infosys.com



	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
<b>Resolution 6</b> Appointment of U. B. Pravin Rao as Whole-time Director (Ordinary Resolution)	Promoter and Group	91,508,078	91,508,078	15.94	91,508,078	-	100.00	-
	Public – Institutional holders	415,496,243	238,578,395	41.55	229,269,700	9,308,695	96.10	3.90
	Public-Others	67,231,845	4,333,263	0.75	4,301,529	31,734	99.27	0.73
	<b>Total</b>	<b>574,236,166</b>	<b>334,419,736</b>	<b>58.24</b>	<b>325,079,307</b>	<b>9,340,429</b>	<b>97.21</b>	<b>2.79</b>
<b>Resolution 7</b> Appointment of Kiran Mazumdar-Shaw as Independent Director (Ordinary Resolution)	Promoter and Group	91,508,078	91,508,078	15.94	91,508,078	-	100.00	-
	Public – Institutional holders	415,496,243	238,899,903	41.60	232,637,022	6,262,881	97.38	2.62
	Public-Others	67,231,845	4,333,851	0.75	4,237,173	96,678	97.77	2.23
	<b>Total</b>	<b>574,236,166</b>	<b>334,741,832</b>	<b>58.29</b>	<b>328,382,273</b>	<b>6,359,559</b>	<b>98.10</b>	<b>1.90</b>
<b>Resolution 8</b> Appointment of Carol M Browner as Independent Director (Ordinary Resolution)	Promoter and Group	91,508,078	91,508,078	15.94	91,508,078	-	100.00	-
	Public – Institutional holders	415,496,243	238,962,165	41.61	238,935,076	27,089	99.99	0.01
	Public-Others	67,231,845	4,332,148	0.75	4,301,174	30,974	99.29	0.71
	<b>Total</b>	<b>574,236,166</b>	<b>334,802,391</b>	<b>58.30</b>	<b>334,744,328</b>	<b>58,063</b>	<b>99.98</b>	<b>0.02</b>
<b>Resolution 9</b> Appointment of Ravi Venkatesan as Independent Director (Ordinary Resolution)	Promoter and Group	91,508,078	91,508,078	15.94	91,508,078	-	100.00	-
	Public – Institutional holders	415,496,243	238,959,497	41.61	238,367,868	591,629	99.75	0.25
	Public-Others	67,231,845	4,281,775	0.75	4,254,089	27,686	99.35	0.65
	<b>Total</b>	<b>574,236,166</b>	<b>334,749,350</b>	<b>58.29</b>	<b>334,130,035</b>	<b>619,315</b>	<b>99.81</b>	<b>0.19</b>

# Infosys®

INFOSYS LIMITED  
 CIN: L85110KA1981PLC013115  
 Regd. Office: Electronics City, Hosur Road,  
 Bangalore – 560 100, India.  
 Tel: 91 80 2852 0261 Fax: 91 80 2852 0362  
 Investors@infosys.com; www.infosys.com

	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
<b>Resolution 10</b> Approval of related party transaction (Special Resolution)	Promoter and Group	91,508,078	91,508,078	15.94	91,508,078	-	100.00	-
	Public – Institutional holders	415,496,243	239,047,057	41.63	239,017,795	29,262	99.99	0.01
	Public-Others	67,231,845	4,283,293	0.75	4,252,613	30,680	99.28	0.72
	<b>Total</b>	<b>574,236,166</b>	<b>334,838,428</b>	<b>58.31</b>	<b>334,778,486</b>	<b>59,942</b>	<b>99.98</b>	<b>0.02</b>
<b>Resolution 11</b> Not to fill vacancy arising due to retirement of Ann M. Fudge (Ordinary Resolution)	Promoter and Group	91,508,078	91,508,078	15.94	91,508,078	-	100.00	-
	Public – Institutional holders	415,496,243	238,952,206	41.61	238,873,987	78,219	99.97	0.03
	Public-Others	67,231,845	4,333,911	0.75	4,302,374	31,537	99.27	0.73
	<b>Total</b>	<b>574,236,166</b>	<b>334,794,195</b>	<b>58.30</b>	<b>334,684,439</b>	<b>109,756</b>	<b>99.97</b>	<b>0.03</b>

For Infosys Limited

*Parvathesam*

**Parvathesam Kanchinadham**  
 Chief Risk & Compliance Officer and  
 Company Secretary



## **REPORT OF SCRUTINIZER**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi)  
of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,

33<sup>rd</sup> (Thirty third) Annual General Meeting of the Equity Shareholders of Infosys Limited to be held on June 14, 2014 at 3:00 P.M at the Christ University Auditorium, Hosur Road, Bangalore 560 029, Karnataka, India.

Dear Sir,

I, Parameshwar G. Hegde, Practicing Company Secretary, at # 34, "Ganesh Krupa", 1<sup>st</sup> Main Road, Gandhinagar, Bangalore, 560009, appointed as Scrutinizer by the Board of Directors of Infosys Limited (the Company) for the purpose of scrutinizing e-voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of the Company to be held on June 14, 2014 at 3:00 p.m. at the Christ University Auditorium, Hosur Road, Bangalore 560 029, Karnataka, India, submit our report as under:

1. In accordance with the Notice of the 33<sup>rd</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014 on May 31, 2014, the e-voting opened at 9:00 AM on June 8, 2014 and remained open up to 6:00 PM on June 10, 2014.
2. The Equity Shareholders holding shares as on May 9, 2014, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company.

3. The votes were unblocked at 6:15 PM on June 10, 2014 in the presence of Mr. Sandeep Reddy and Mr. Mahabaleshwar Bhat who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "For" and "Against" were downloaded from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>) and the same are being handed over to the Chairman.
5. The result of the e-voting is as under:

a) **Resolution-1: Ordinary Resolution**

Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
936	246752036	99.99

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
4	515	0.01

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

b) **Resolution-2: Ordinary Resolution**

Approval of final dividend for the financial year ended March 31, 2014 and to confirm the interim dividend paid in October 2013.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
932	246954324	99.99

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
6	278	0.01

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

c) **Resolution-3: Ordinary Resolution**

Appointment of a director in place of B.G.Srinivas, who retires by rotation and being eligible, seeks re-appointment.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
372	108671451	91.54

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
95	10036924	8.46

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

d) **Resolution-4: Ordinary Resolution**

Appointment of a director in place of S.Gopalakrishnan, who retires by rotation and being eligible, seeks re-appointment.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
876	244824862	99.64

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
37	893186	0.36

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL



e) **Resolution-5: Ordinary Resolution**

Re-appointment of B S R & Co. LLP as the auditors of the Company.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
870	243935596	99.26

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
49	1830069	0.74

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

f) **Resolution-6: Ordinary Resolution**

Appointment of U. B. Pravin Rao as a director liable to retire by rotation and also as a Whole-time Director of the Company for a period of five years with effect from January 10, 2014.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
865	241927189	97.97

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
73	5022331	2.03

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

g) **Resolution-7: Ordinary Resolution**

Appointment of Kiran Mazumdar-Shaw as an Independent Director up to March 31, 2019.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
885	246357642	99.76

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
46	586526	0.24

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

h) **Resolution-8: Ordinary Resolution**

Appointment of Carol M. Browner as an Independent Director up to April 28, 2019.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
903	246917501	99.99

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
27	30904	0.01

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

i) **Resolution-9: Ordinary Resolution**

Appointment of Ravi Venkatesan as an Independent Director up to March 31, 2019.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
902	246379021	99.77

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
29	569554	0.23

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

j) **Resolution-10: Special Resolution**

Approval of transfer of whole or part of the 'Products, Platforms and Solutions' business and undertaking (including rights and properties related thereto, excluding Finacle) to Edgeverve Systems Limited (related party transaction).

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
890	246925056	99.99

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
44	29361	0.01

(iii) **Invalid votes :**

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

k) **Resolution-11: Ordinary Resolution**

Not filling the vacancy caused by retirement of Ann M. Fudge, Director, who retires by rotation and does not seek re-appointment.

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

Number of members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
906	246859206	99.96

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

Number of members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
36	95321	0.04

(iii) **Invalid votes :**

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

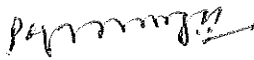


6. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 33<sup>rd</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.


Thanking you,


Yours faithfully,

Place: Bangalore  
Dated: June 12, 2014

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

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>) in our presence at 6:15 PM on June 10, 2014 at the office of the Scrutinizer.

  
Sandeep Reddy  
Advocate  
# 34, ' Ganesh Krupa"  
1<sup>st</sup> Main Road, Gandhinagar  
Bangalore - 560009

  
Mahabaleshwar Bhat (ACS)  
# 694, 13<sup>th</sup> Cross,  
Girinagar II Phase,  
Bangalore - 560085

Welcome MR. PARAMESHWAR G. HEGDE (PARAMESHWARG)

Last Login Time: 2014-06-12 14:28:50

[Home](#)[e-Voting](#)[User Profile](#)[News&Results](#)[Logout](#)

## e-Voting

[Update View and Results](#)[View/Modify Evoting Cycle](#)[Download Custodian Resolution File](#)

## View/ Authorize e-Voting Results

ISIN Name : INFOSYS LIMITED EQ FV RS 5

EVEN : 100217

ISIN : INE009A01021

Resolution File : [Download File](#)Logo File : [Download File](#)

Record Date : 2014-05-09

Voting Start Date : 2014-06-08

Voting End Date : 2014-06-10

Voting Result Date : 2014-06-14

Resolution : Ordinary Resolution

Description : Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014

I/We Assent To The Resolution(For/ Yes/ Favour)	246752036.000
I/We Dissent To The Resolution(Against/ No)	515.000

Resolution : Ordinary Resolution

Description : Approve the final dividend for the financial year ended March 31, 2014 and to confirm the interim dividend paid in October 2013

I/We Assent To The Resolution(For/ Yes/ Favour)	246954324.000
I/We Dissent To The Resolution(Against/ No)	278.000

Resolution : Ordinary Resolution

Description : Appoint a director in place of B. G. Srinivas, who retires by rotation and being eligible, seeks re-appointment

I/We Assent To The Resolution(For/ Yes/ Favour)	108671451.000
I/We Dissent To The Resolution(Against/ No)	10036924.000

Resolution : Ordinary Resolution

Description : Appoint a director in place of S. Gopalakrishnan, who retires by rotation and being eligible, seeks re-appointment

I/We Assent To The Resolution(For/ Yes/ Favour)	244824862.000
I/We Dissent To The Resolution(Against/ No)	893186.000

Resolution : Ordinary Resolution

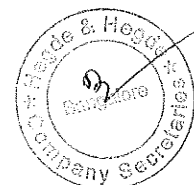
Description : Re- appoint B S R &amp; Co. LLP as the auditors of the Company

I/We Assent To The Resolution(For/ Yes/ Favour)	243935596.000
I/We Dissent To The Resolution(Against/ No)	1830069.000

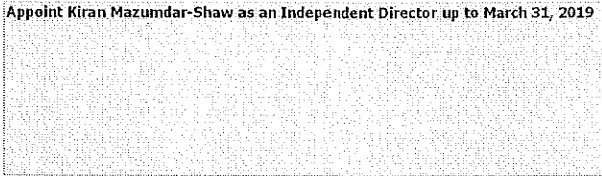
Resolution : Ordinary Resolution

Description : Appoint U. B. Pravin Rao as a director liable to retire by rotation and also as a Whole-time Director of the Company for a period of five years with effect from January 10, 2014

I/We Assent To The Resolution(For/ Yes/ Favour)	241927189.000
I/We Dissent To The Resolution(Against/ No)	5022331.000

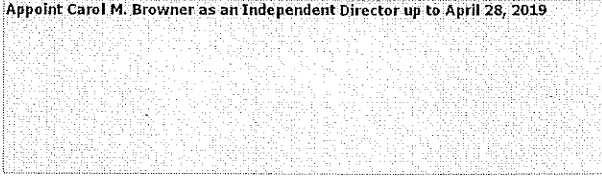


Resolution : **Ordinary Resolution**  
 Description : **Appoint Kiran Mazumdar-Shaw as an Independent Director up to March 31, 2019**



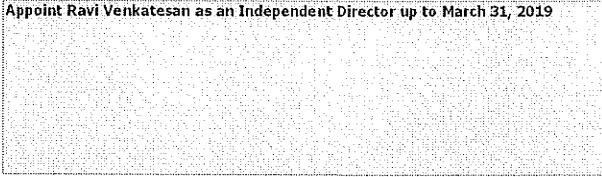
I/We Assent To The Resolution(For/ Yes/ Favour)	246357642.000
I/We Dissent To The Resolution(Against/ No)	586526.000

Resolution : **Ordinary Resolution**  
 Description : **Appoint Carol M. Browner as an Independent Director up to April 28, 2019**



I/We Assent To The Resolution(For/ Yes/ Favour)	246917501.000
I/We Dissent To The Resolution(Against/ No)	30904.000

Resolution : **Ordinary Resolution**  
 Description : **Appoint Ravi Venkatesan as an Independent Director up to March 31, 2019**



I/We Assent To The Resolution(For/ Yes/ Favour)	246379021.000
I/We Dissent To The Resolution(Against/ No)	569554.000

Resolution : **Special Resolution**  
 Description : **Approve the transfer of whole or part of the 'Products, Platforms and Solutions' business and undertaking (including rights and properties related thereto, excluding Finacle) to Edgeerve Systems Limited (related party transaction)**



I/We Assent To The Resolution(For/ Yes/ Favour)	246925056.000
I/We Dissent To The Resolution(Against/ No)	29361.000

Resolution : **Ordinary Resolution**  
 Description : **Approve not filling the vacancy caused by the retirement of Ann M. Fudge, Director, who retires by rotation and does not seek re-appointment**

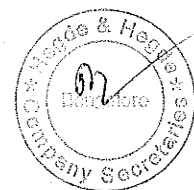


I/We Assent To The Resolution(For/ Yes/ Favour)	246859206.000
I/We Dissent To The Resolution(Against/ No)	95321.000

[Authorize](#)      [Download](#)      [Back](#)

©2011 National Securities Depository Limited. All rights reserved. Best viewed in Internet Explorer 6.0,1024 x 768 resolution.

[Home](#) | [About Us](#) | [Site Map](#) | [Terms & Conditions](#) | [Contact Us](#) | [Help/FAQ's](#) | [Policy](#) | Site Update Date : 01-12-2011





**PARAMESHWAR G. HEGDE**

B.A., M.Com., BGL., FCS

**HEGDE & HEGDE**

Company Secretaries

"Ganesh Krupa"

34, 1st Main Road, Gandhinagar  
Bangalore - 560 009.

☎ : 22267041, (R) 26589597

Fax : 080 - 22204068

e-mail : hegdeandhegdec@gmail.com

**FORM No.MGT-13**

**REPORT OF SCRUTINIZER**

(Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,  
The Chairman

33<sup>rd</sup> (Thirty third) Annual General Meeting (33<sup>rd</sup> AGM) of the Equity Shareholders of **Infosys Limited** held on June 14, 2014 at 3:00 p.m. at the Christ University Auditorium, Hosur Road, Bangalore 560 029, Karnataka, India.

Dear Sir,

I Parameshwar G. Hegde, Practicing Company Secretary, # 34, "Ganesh Krupa", 1<sup>st</sup> Main Road, Gandhinagar, Bangalore, 560009, appointed as Scrutinizer by the Chairman of the 33<sup>rd</sup> AGM for the purpose of the poll taken on the below mentioned resolutions, at the 33<sup>rd</sup> AGM of the Equity Shareholders of **Infosys Limited**, held on June 14, 2014 at 3:00 p.m. at the Christ University Auditorium, Hosur Road, Bangalore 560029, Karnataka, India, hereby submit my report as under:

1. After declaration of the poll by the Chairman, ballot boxes kept for polling were marked by identification mark placed on them.
2. The ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as on poll. As per the information given by the Company the names of the



shareholders who had voted on e-voting through NSDL facility had been blocked and ballot papers duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on e-voting.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

a) **Resolution-1: Ordinary Resolution**

Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
431	2,80,04,747	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
33	1,225

b) **Resolution-2: Ordinary Resolution**

Approval of final dividend for the financial year ended March 31, 2014 and to confirm the interim dividend paid in October 2013.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
428	2,80,04,703	99.99

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	44	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
33	1,225

c) **Resolution-3: Ordinary Resolution**

Appointment of a director in place of B.G.Srinivas, who retires by rotation and being eligible, seeks re-appointment.

The Resolution was declared as withdrawn by the Chairman at the 33<sup>rd</sup> AGM.

d) **Resolution-4: Ordinary Resolution**

Appointment of a director in place of S.Gopalakrishnan, who retires by rotation and being eligible, seeks re-appointment.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
422	2,74,45,859	99.81

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	51,502	0.19

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
33	1,225
3 (Abstained)	84,874

e) **Resolution-5: Ordinary Resolution**

Re-appointment of B S R & Co. LLP as the auditors of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
414	2,69,88,227	96.39

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	10,09,830	3.61

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
33	1,225
1 (Abstained)	6,690

f) **Resolution-6: Ordinary Resolution**

Appointment of U.B.Pravin Rao as a director liable to retire by rotation and also as a Whole-time Director of the Company for a period of five years with effect from January 10, 2014.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
424	2,75,32,102	99.99

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	43	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
33	1,225
4 (Abstained)	91,564

g) **Resolution-7: Ordinary Resolution**

Appointment of Kiran Mazumdar-Shaw as an Independent Director upto March 31, 2019.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
420	2,78,60,928	99.81

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	52,255	0.19

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
33	1,225
4 (Abstained)	91,564

h) **Resolution-8: Ordinary Resolution**

Appointment of Carol M. Browner as an Independent Director upto April 28, 2019.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
423	2,79,12,946	99.99

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	237	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
33	1,225
4 (Abstained)	91,564

i) **Resolution-9: Ordinary Resolution**

Appointment of Ravi Venkatesan as an Independent Director up to March 31, 2019.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
423	2,78,62,572	99.99

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	68	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
33	1,225
5 (Abstained)	1,42,107

j) **Resolution-10: Special Resolution**

Approval of transfer of whole or part of the 'Products, Platforms and Solutions' business and undertaking (including rights and properties related thereto, excluding Finacle) to Edgeverve Systems Limited (related party transaction).

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
413	2,79,52,713	99.99

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	1,486	0.01

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
33	1,225
1 (Abstained)	50,543



k) **Resolution-11: Ordinary Resolution**

Not filling the vacancy caused by retirement of Ann M. Fudge, Director, who retires by rotation and does not seek re-appointment.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
420	2,79,12,927	99.99

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	216	0.01

(iii) **Invalid** votes:


Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
33	1,225
4 (Abstained)	91,564

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place: Bangalore  
Dated: June 14, 2014

  
Parameshwar Hegde  
FCS 1325, CP No. 640  
Scrutinizer

DEUTSCHE BANK TRUST COMPANY AMERICAS  
NEW YORK, NY  
NEW YORK, NY  
US

UNITED STATES

ICICI BANK LIMITED

(VOSTRO CELL-CHENNAI)

CHENNAI (MADRAS) 600002

CHENNAI (MADRAS)

IN

INDIA

Block 4

F20: Transaction Reference Number

Infosys F21: Related Reference

Voting resultsF79: Narrative

VOTING RESULTS

ATTN SHASHIN WAMANSE

PLEASE BE ADVISED OF THE FOLLOWING VOTING RESULTS  
FOR THE UPCOMING INFOSYS AGM ON JUNE 14, 2014.

PROPOSAL NO 1:

FOR 58,864,373 ORDINARY SHARES

AGAINST 19,722 ORDINARY SHARES

ABSTAIN 1,602,712 ORDINARY SHARES

PROPOSAL NO 2:

FOR 59,937,212 ORDINARY SHARES

AGAINST 4,147 ORDINARY SHARES

ABSTAIN 546,450 ORDINARY SHARES

PROPOSAL NO 3:

FOR 7,108,836 ORDINARY SHARES

AGAINST 3,495,344 ORDINARY SHARES

ABSTAIN 49,876,541 ORDINARY SHARES

PROPOSAL NO 4:

FOR 59,761,323 ORDINARY SHARES

AGAINST 176,598 ORDINARY SHARES

ABSTAIN 549,886 ORDINARY SHARES

PROPOSAL NO 5:

FOR 56,000,220 ORDINARY SHARES

AGAINST 1,869,159 ORDINARY SHARES

ABSTAIN 2,617,244 ORDINARY SHARES

PROPOSAL NO 6:

FOR 55,620,016 ORDINARY SHARES

AGAINST 4,318,055 ORDINARY SHARES

ABSTAIN 549,246 ORDINARY SHARES

TO BE CONTINUED TO PAGE 2

Block 5

{CHK:748EDB2DAC03}

10-06-2014 08:03:13  
ICICI BANK LIMITED

F.P.HO  
Validation Report On Transfer Tran

VALIDATION REPORT ON TRANSFER TRANSACTION UPLOAD

Report To : MANAGER  
Transaction Sub Type : CI  
Upload File Name : cqsl1006.ici.BSE.1  
Creation of Tran : e  
Remarks : OTHERS-CMD-BSE  
Rename Input File : Y  
  
Tran Id : SB4448643

\*\*\*\*\* File uploaded successfull

---

ATTN SHASHIN WAMANSE  
CONTINUATION PAGE 2  
PROPOSAL NO 7:  
FOR 54,163,703 ORDINARY SHARES  
AGAINST 5,720,778 ORDINARY SHARES  
ABSTAIN 602,988 ORDINARY SHARES  
PROPOSAL NO 8:  
FOR 59,913,881 ORDINARY SHARES  
AGAINST 26,922 ORDINARY SHARES  
ABSTAIN 546,955 ORDINARY SHARES  
PROPOSAL NO 9:  
FOR 59,888,442 ORDINARY SHARES  
AGAINST 49,693 ORDINARY SHARES  
ABSTAIN 549,236 ORDINARY SHARES  
PROPOSAL NO 10:  
FOR 59,900,717 ORDINARY SHARES  
AGAINST 29,095 ORDINARY SHARES  
ABSTAIN 557,826 ORDINARY SHARES  
PROPOSAL NO 11:  
FOR 59,912,306 ORDINARY SHARES  
AGAINST 14,219 ORDINARY SHARES  
ABSTAIN 560,488 ORDINARY SHARES  
PLEASE CONFIRM RECEIPT OF THIS INSTRUCTION  
Duewa Brooks  
212 250 1305

Block 5

{CHK:E604C1ADF724}

**Message History**

Message history details:

\*Original (Live in "VC2CUSTODIALINC")

By SYSTEM : Created at rp [\_SI\_from\_SWIFT] and assigned to unit [None], priority [7]

Received from SWIFT "ICICINBBAXXF" on 2014/06/09 at 19:56:35

Session Nr 1492 Sequence Nr 785548

MAC-Equivalent PKI Signed with result Success

RMA Check with result Success

By SYSTEM : Unit assignment change from [None] to [CUSTODIALDEPT] on routing

By SYSTEM : Routed from rp [\_SI\_from\_SWIFT] to rp [VC2CUSTODIALINC]; 2 instance(s) created at [ICICMSG,VC2ICUSTODY] respectively; On Processing by Function \_SI\_from\_SWIFT with result Success;(Rule:USER,736)

\*Copy - 1 (Completed)

By SYSTEM : Created at rp [ICICMSG] and assigned to unit [None], priority [7]

Sent to APPLI "ICICMSG" on 2014/06/09 at 19:56:44

Session Nr 6396 Sequence Nr 000002 Result: APPLI Ack

By SYSTEM : Completed in rp [ICICMSG]; On Processing by Function AI\_to\_APPLI with result Success;(Rule:DEFAULT\_RULE,0)

\*Copy - 2 (Completed)

By SYSTEM : Created at rp [VC2ICUSTODY] and assigned to unit [CUSTODIALDEPT], priority [7]

Sent to APPLI "VC2ICUSTODY" on 2014/06/09 at 19:56:45

Session Nr 3558 Sequence Nr 000001 Result: APPLI Ack

By SYSTEM : Completed in rp [VC2ICUSTODY]; On Processing by Function AI\_to\_APPLI with result Success;(Rule:DEFAULT\_RULE,0)

**Instance Type and Transmission**

Message UUMID: O BKTRUS33ADR 599 Infosys (suffix 140609)  
Instance No: 0  
Instance Type: Original  
Assigned Unit: CUSTODIALDEPT  
Status: Instance in rp (VC2CUSTODIALINC) previously processed by (\_SI\_from\_SWIFT) with a return status=Success