

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", 1st 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 03, 2018 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 03, 2018, dispatched to the shareholders by prescribed modes during January 18, 2018 to January 21, 2018 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on January 22, 2018, the voting commenced on January 22, 2018 (at 9:00 hours) and ended on

February 20, 2018 (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 February 20, 2018 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 15, 2018, "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 12 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 Computershare 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: Ordinary Resolution**

Appointment of Salil S. Parekh as Chief Executive Officer and Managing 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	4,266	40,02,88,264	
b) Voted by electronic mode	5,774	114,69,07,918	
Total	10,040	154,71,96,182	97.96

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	63	1,31,23,466	
b) Voted by electronic mode	193	1,90,89,163	
Total	256	3,22,12,629	2.04



iii. **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
375	68,04,871

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

Re-designation of U. B. Pravin Rao as Chief Operating Officer and Whole-time 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	4,139	41,31,94,182	
b) Voted by electronic mode	5,775	116,58,87,808	
Total	9,914	157,90,81,990	99.98

(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	66	1,88,311	
b) Voted by electronic mode	244	93,213	
Total	310	2,81,524	0.02

(iii) **Invalid** votes :


Total number of members whose votes declared invalid	Total number of votes cast by them
499	68,28,270

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: February 21, 2018


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