

Disclosures pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014

SEBI vide its notification dated October 28, 2014 had issued the Securities and Exchange Board of India (Share-based Employee Benefits) Regulations, 2014 ('SEBI Regulations') which replaced the SEBI ESOP Guidelines, 1999.

2015 Stock Incentive Compensation Plan (The 2015 Plan): On March 31, 2016, pursuant to the approval by the shareholders through postal ballot, the Board of Infosys Limited (the Company) was authorized to introduce, offer, issue and allot share-based incentives to eligible employees of the Company and its subsidiaries under the 2015 Plan. The maximum number of shares under the 2015 plan shall not exceed 2,40,38,883 equity shares (this includes 1,12,23,576 equity shares which are held by the trust towards the 2011 Plan as at March 31, 2016). These instruments will vest over a period of 4 years and the company expects to grant the instruments under the 2015 Plan over the period of 4 years to 7 years. The plan numbers mentioned above would further be adjusted for the September 2018 bonus issue.

Infosys Expanded Stock Ownership Program 2019 (the 2019 Plan): On June 22, 2019 pursuant to approval by the shareholders in the Annual General Meeting, the Board has been authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company and its subsidiaries under the 2019 Plan. The maximum number of shares under the 2019 plan shall not exceed 50,000,000 equity shares. To implement the 2019 Plan, upto 45,000,000 equity shares may be issued by way of secondary acquisition of shares by Infosys Expanded Stock Ownership Trust. The RSUs granted under the 2019 plan shall vest based on the achievement of defined annual performance parameters as determined by the administrator (Nomination and Remuneration Committee). The performance parameters will be based on a combination of relative Total Shareholder Return (TSR) against selected industry peers and certain broader market domestic and global indices and operating performance metrics of the company as decided by administrator. Each of the above performance parameters will be distinct for the purposes of calculation of quantity of shares to vest based on performance. These instruments will generally vest between a minimum of 1 year to maximum of 3 years from the grant date.

2. The disclosures pursuant to Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are detailed under for 2015 Plan and 2019 Plan :

Sl. No.	Particulars	Details
1	The board of directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations.	Refer to the Board's Report, page 41 of the Annual Report for FY 2020
2	Further, the following details, inter alia, shall be disclosed on the company's website and a web-link thereto shall be provided in the report of board of directors.	
A	Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.	Disclosed in Notes to Accounts - Note 2.11.3 to Standalone Financials for the year ended March 31, 2020, page 202 of the Annual Report. <i>(Disclosures are provided in accordance with Ind AS 102-Share based payment)</i> Also refer to Annexure 1
B	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Indian Accounting Standard (Ind AS) 33 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time	Refer page 216 and page 286 of the Annual Report for disclosure of Diluted EPS at standalone and consolidated levels. <i>(Disclosures are provided in accordance with Ind AS 33-Earnings Per Share)</i>
C	Details related to ESOS / RSU	
(i)	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including	2015 plan and 2019 Plan
(a)	Date of shareholders' approval	2015 Plan : March 31, 2016 2019 Plan : June 22, 2019

Sl. No.	Particulars	Details
(b)	Total number of options approved under ESOS	<p>2015 Plan : The maximum number of shares under the 2015 Plan shall not exceed 2,40,38,883 equity shares (this includes 1,12,23,576 equity shares which are currently held by the Infosys Limited Employees Welfare Trust ('the Trust') towards the 2011 Plan) as of March 31, 2016. The plan numbers mentioned above would further be adjusted for the September 2018 bonus issue.</p> <p>2019 Plan : The maximum number of shares under the 2019 plan shall not exceed 50,000,000 equity shares. To implement the 2019 Plan, upto 45,000,000 equity shares may be issued by way of secondary acquisition of shares by Infosys Expanded Stock Ownership Trust</p>
(c)	Vesting requirements	<p>2015 Plan : These instruments will vest over a period of upto four years.</p> <p>2019 Plan : These instruments will generally vest between a minimum of 1 year to maximum of 3 years from the grant date.</p>
(d)	Exercise price or pricing formula	<p>2015 Plan : The exercise price for the restricted stock units will be equal to the par value of the shares and the exercise price of stock options would be market price as on the date of the grant</p> <p>2019 Plan : The exercise price for the restricted stock units will be equal to the par value of the shares</p>
(e)	Maximum term of options granted	<i>Refer to Annexure 1 below for both the plans</i>
(f)	Source of shares (primary, secondary or combination)	Combination of primary and secondary for both the plans
(g)	Variation in terms of options	Not applicable.
(ii)	Method used to account for ESOS - Intrinsic or fair value.	Fair value
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not applicable
(iv)	Option movement during the year (For each ESOS/ RSU) :	
	<ul style="list-style-type: none"> • Number of options outstanding at the beginning of the period • Number of options granted during the year • Number of options forfeited / lapsed during the year • Number of options vested during the year • Number of options exercised during the year • Number of shares arising as a result of exercise of options • Money realized by exercise of options (INR), if scheme is implemented directly by the company • Loan repaid by the Trust during the year from exercise price received • Number of options outstanding at the end of the year • Number of options exercisable at the end of the year 	<i>Refer to Annexure 1 below</i>

Sl. No.	Particulars	Details
v	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	<i>Refer to Annexure 1 below</i>
vi	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to - (a) senior managerial personnel; (b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and (c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	<i>Refer to Annexure 2 below</i>
vii	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information : (a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model; (b) the method used and the assumptions made to incorporate the effects of expected early exercise; (c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and (d) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	<i>Refer to Annexure 1 below</i>
D	Details related to ESPS	Not Applicable
E	Details related to Cash settled SARs	<p>During the year ended March 31, 2020, the Company issued stock appreciation rights as replacement for outstanding ADS settled RSU and ESOP awards. The replacement was pursuant to SEBI Circular 'Framework for issue of Depository Receipts' dated October 10, 2019 which prohibited companies to allot ADS to Indian residents and Non resident Indians. The awards were granted after necessary approvals from the Nomination and Remuneration Committee. All other terms and conditions of the replaced awards remain the same as the original award.</p> <p>During fiscal 2020, the Company has modified 14,13,370 ADS RSUs to SARs under the 2015 plan.</p> <p>Further, during fiscal 2020, the Company granted 6,56,140 incentive units (cash settled) to certain eligible employees at mid and senior levels under the 2015 Plan. As of March 31, 2020, the total number of incentive units outstanding (including SARs), net of forfeitures was 17,56,521.</p> <p>Following are the details of KMP's whose ADS RSUs were modified to SARs during the year :</p> <ol style="list-style-type: none"> 1. Ravi Kumar. S 2. Inderpreet Sawhney <p>There was no significant change in assumptions used in determining fair value of equity settled and cash settled stock incentive unit plans. Refer annexure 1 for assumptions related to equity settled plans, as the grants were made on the same dates for both equity and cash settled stock incentive plans.</p>

Sl. No.	Particulars	Details
F	Details related to GEBS / RBS	Not Applicable

G Details related to Trust for 2015 Plan

(i) General information on schemes

Sl. No.	Particulars	
1	Name of the Trust	Infosys Employee Benefits Trust
2	Details of the Trustee(s)	Binod Rangadore Hampapur, Richard Lobo and Sunil Kumar Dhareshwar
3	Amount of loan disbursed by company / any company in the group, during the year	NIL
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	NIL
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	NIL
6	Any other contribution made to the Trust during the year	NIL

(ii) Brief details of transactions in shares by the Trust

Particulars	Number of shares
(a) Number of shares held at the beginning of the year	2,01,24,982 ⁽¹⁾
(b) Number of shares transferred to the employees / sold along with the purpose thereof – (these shares were transferred on exercise of RSUs)	20,85,626
(c) Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Nil
(d) Number of shares held at the end of the year – (a-b+c)	1,80,39,356 ⁽¹⁾

⁽¹⁾ Excludes 2,00,000 equity shares in the beginning of the year and 2,00,000 equity shares at the end of the year, held by the trust, which have been earmarked for welfare activities of the employees

(iii) In case of secondary acquisition of shares by the Trust

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
Held at the beginning of the year	NIL
Acquired during the year	
Sold during the year	
Transferred to the employees during the year	
Held at the end of the year	

Sl. No.	Particulars	Details
H	Details related to Trust for 2019 plan	
	(i) General information on schemes	
Sl. No.	Particulars	
1	Name of the Trust	Infosys Expanded Stock Ownership Trust
2	Details of the Trustee(s)	Jayesh Dhanvantkumar Sanghrajka Sunil Kumar Dhareshwar and Krishnamurthy Shankar
3	Amount of loan disbursed by company / any company in the group, during the year	NIL
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	NIL
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	NIL
6	Any other contribution made to the Trust during the year	NIL
	(ii) Brief details of transactions in shares by the Trust	
	Particulars	Number of shares
	(a) Number of shares held at the beginning of the year	NIL
	(b) Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	NIL
	(c) Number of shares held at the end of the year –(a+b)	NIL
	(iii) In case of secondary acquisition of shares by the Trust	
	Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
	Held at the beginning of the year	NIL
	Acquired during the year	
	Sold during the year	
	Transferred to the employees during the year	
	Held at the end of the year	

Annexures:

1. Disclosures related to equity settled plans
2. Grants made during fiscal 2020 to senior managerial personnel

Annexure 1

Disclosures related to equity settled plans

The activity in the 2015 Plan (formerly 2011 RSU Plan) & 2019 Plan for equity-settled share based payment transactions during the year ended March 31, 2020 is set out below:

Particulars	Year ended March 31, 2020	
	Shares arising out of options	Weighted average exercise price (₹)
2015 Plan: RSU		
Outstanding at the beginning	9,181,198	3.13
Granted	3,854,176	5.00
Exercised	2,561,218	2.95
Modification to cash settled awards	1,061,820	–
Forfeited and expired	631,438	3.29
Outstanding at the end	8,780,898	3.96
Exercisable at the end	392,185	2.54
2015 Plan: Employee Stock Options (ESOPs)		
Outstanding at the beginning	1,623,176	516
Granted	–	–
Exercised	104,796	516
Modification to cash settled awards	351,550	–
Forfeited and expired	66,500	528
Outstanding at the end	1,100,330	539
Exercisable at the end	780,358	543
2019 Plan: RSU		
Outstanding at the beginning	–	–
Granted	2,091,293	5.00
Exercised	–	–
Forfeited and expired	–	–
Outstanding at the end	2,091,293	5.00
Exercisable at the end	–	–

RSUs and ESOPs vested during the year ended March 31, 2020 is 2,750,393 and 186,654 respectively.

During the year ended March 31, 2020 the Company has realized ₹3 crore by virtue of exercise ADR options of 580,388.

During the year ended March 31, 2020 the trust has realized ₹3.5 crore by virtue of exercise Indian Equity options of 2,085,626.

No Option shall have a term in excess of ten (10) years measured from the Option grant date.

During the year ended March 31, 2020 the weighted average share price of options exercised under the 2015 Plan on the date of exercise was ₹751.

The following table summarizes information about equity settled RSUs and ESOPs outstanding as at March 31, 2020:

Range of exercise prices per share (₹)	Options outstanding		
	No. of shares arising out of options	Weighted average remaining contractual life	Weighted average exercise price (₹)
2015 Plan:			
0 - 5 (RSU)	8,780,898	1.59	3.96
450 - 600 (ESOP)	1,100,330	3.48	539
	9,881,228	1.80	64
2019 Plan:			
0 - 5 (RSU)	2,091,293	1.76	5.00
	2,091,293	1.76	5.00

The fair value of each equity settled award is estimated on the date of grant using the Black-Scholes-Merton model with the following assumptions:

Particulars	For Options Granted in	
	Fiscal 2020-Equity Shares RSU	Fiscal 2020-ADS RSU
Weighted average share price (₹) / (\$- ADS) ⁽¹⁾	728	10.52
Exercise price (₹)/ (\$- ADS) ⁽¹⁾	5.00	0.07
Expected volatility (%)	22-30	22-26
Expected life of the option (years)	1-4	1-4
Expected dividends (%)	2-3	2-3
Risk-free interest rate (%)	6-7	1-3
Weighted average fair value as on grant date (₹) / (\$- ADS) ⁽¹⁾	607	7.84

⁽¹⁾ Adjusted for September 2018 bonus issue

The expected life of the RSU / ESOP is estimated based on the vesting term and contractual term of the RSU / ESOP, as well as expected exercise behaviour of the employee who receives the RSU / ESOP. Expected volatility during the expected term of the RSU / ESOP is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during a period equivalent to the expected term of the RSU / ESOP.

Annexure 2

Grants made during fiscal 2020 to senior managerial personnel

2015 Plan

Name of Senior Managerial Personnel@	Designation	RSU*	Exercise price	ESOP	Exercise price	Category
U.B. Pravin Rao	COO & WTD	58,650	At par value	NIL	NIL	Indian shares
Inderpreet Sawhney	Group General Counsel and Chief Compliance Officer	45,200	At par value	NIL	NIL	Incentive Units
Salil Parekh**	CEO & MD	219,669	At par value	NIL	NIL	Indian shares
Nilanjan Roy	Chief Financial Officer	56,707	At par value	NIL	NIL	Indian shares
Ravi Kumar S.	President, Deputy COO	135,200	At par value	NIL	NIL	Incentive Units
Mohit Joshi	President	145,900	At par value	NIL	NIL	ADR
Krishnamurthy Shankar	Group Head – HR & Infosys Leadership Institute	25,600	At par value	NIL	NIL	Indian shares
A.G.S Manikantha	Company Secretary	1,370	At par value	NIL	NIL	Indian shares

2019 Plan

Name of Senior Managerial Personnel@	Designation	RSU*	Exercise price	ESOP	Exercise price	Category
U.B. Pravin Rao	COO & WTD	53,655	At par value	NIL	NIL	Indian shares
Inderpreet Sawhney	Group General Counsel and Chief Compliance Officer	25,000	At par value	NIL	NIL	Indian shares
Salil Parekh**	CEO & MD	134,138	At par value	NIL	NIL	Indian shares
Nilanjan Roy	Chief Financial Officer	20,000	At par value	NIL	NIL	Indian shares
Ravi Kumar S.	President, Deputy COO	50,000	At par value	NIL	NIL	Indian shares
Mohit Joshi	President	50,000	At par value	NIL	NIL	ADR
Krishnamurthy Shankar	Group Head – HR & Infosys Leadership Institute	20,000	At par value	NIL	NIL	Indian shares
A.G.S Manikantha	Company Secretary	4,000	At par value	NIL	NIL	Indian shares

@ Refer to nomination and remuneration policy of Infosys for the definition of senior managerial personnel

**Stock incentives granted to Salil Parekh, CEO and MD

2015 Plan :

Pursuant to the approval of the shareholders through a postal ballot on February 20, 2018, Salil Parekh (CEO & MD) is eligible to receive under the 2015 Plan :

- a) an annual grant of RSUs of fair value ₹ 3.25 crore which will vest over time in 3 equal annual instalments upon completion of each year of service from the respective grant date; and
- b) annual grant of performance based RSUs of fair value ₹ 13 crore which will vest after completion of three years the first of which concludes on March 31, 2021, subject to achievement of performance targets set by the Board or its committee.

The Board, based on the recommendations of the Nomination and Remuneration Committee, granted 177,887 performance based RSUs to Salil Parekh with an effective date of May 2, 2019. The grants would vest upon successful completion of three full fiscal years with the Company concluding on March 31, 2022 and will be determined based on achievement of certain performance targets for the said three-year period.

In accordance with the shareholders approval in the Annual General meeting held on June 22, 2019, the Board, based on the recommendations of the Nomination and Remuneration Committee, approved to amend the vesting period of the annual performance equity grant from three years to one year. Accordingly the vesting period of 217,200 (adjusted for September 2018 bonus issue) performance based RSUs granted effective May 2, 2018 and 177,887 performance based RSUs granted effective May 2, 2019 have been amended to one year.

Further, the Board based on the recommendations of the Nomination and Remuneration committee approved on February 20, 2020, the annual time based grant for fiscal 2020 of 41,782 RSUs. The grant was made effective February 27, 2020.

2019 Plan :

In accordance with the shareholders approval in Annual General meeting held on June 22, 2019, the Board, based on the recommendations of the Nomination and Remuneration Committee, approved performance-based grant of RSUs amounting to ₹ 10 crore for financial year 2020 under the 2019 Plan to Salil Parekh, CEO and MD. These RSUs will vest in line with the employment agreement based on achievement of certain performance targets. Accordingly, 134,138 performance based RSUs were granted effective June 22, 2019.

Note: No other employee was granted shares (including cash settled) in the year amounting to 5% or more of the total options granted during the year. Similarly, there was no grant (including cash settled) in the year that was equal to or exceeding 1% of the issued capital of the company