PARAMESHWAR G. HEGDE
B.A., M.Com., BGL., FCS

HEGDE & HEGDE
Company Secretaries
"Ganesha Krupa"
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REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,

34th (Thirty fourth) Annual General Meeting of the Equity Shareholders of Infosys Limited held on June 22, 2015 at 3:00 P.M at the Christ University Auditorium, Hosur Road, Bangalore 560 029, Karnataka, India.

Dear Sir,

1. I, Paremeshwar G. Hegde, Practicing Company Secretary, at # 34,"Ganesh Krupa", 1st Main Road, Gandhinagar, Bangalore, 560009, was appointed as Scrutinizer by the Board of Directors of Infosys Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 34th Annual General Meeting of the Equity Shareholders of the Company held on June 22, 2015 at 3:00 p.m. at the Christ University Auditorium, Hosur Road, Bangalore 560 029, Karnataka, India, submit our report as under:

2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 34th Annual General meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report

of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report generated electronically for voting by use of ballots at the meeting.

3. I have rendered scrutinizers' report separately on the remote e-voting and by using ballots at the meeting and I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.

4. The result of the voting is as under:

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

To adopt Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4326	74,03,85,911	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	24,493	0.01

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14	59,774

b) **Resolution–2: Ordinary Resolution**

To declare a final dividend of Rs. 29.50 per equity share (amounting to Rs. 14.75 per equity share post 1:1 bonus issue) and to approve the interim dividend of Rs. 30.00 per equity share, already paid during the year, for the year ended March 31, 2015.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4354	72,00,86,472	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
20	16,902	0.01

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	510

c) **Resolution–3: Ordinary Resolution**

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

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4184	73,97,89,565	99.60

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
144	29,36,500	0.40

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	510

d) **Resolution–4: Ordinary Resolution**

To ratify the appointment of B S R & Co. LLP, Chartered Accountants (LLP registration No. AAB-8181) as the auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2018 and to authorize Board of Directors to fix the remuneration payable to them for the financial year ending March 31, 2016.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4150	73,57,07,179	99.28

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
127	53,32,245	0.72

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
19	602

e) **Resolution–5: Ordinary Resolution**

To appoint Roopa Kudva as an Independent Director

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4112	74,29,00,093	99.78

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
187	16,17,108	0.22

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14	514

f) **Resolution–6: Ordinary Resolution**

To approve payment of commission to non-executive directors.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3726	73,20,65,373	98.14

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
585	1,38,63,897	1.86

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
19	3,29,395

g) **Resolution–7: Special Resolution**

To approve purchase of the healthcare business from Infosys Services, Inc.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4168	74,11,72,513	99.93

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
191	4,94,768	0.07

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
16	536

5. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 34th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

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

Place: Bangalore
Dated: June 22, 2015