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

HEGDE & HEGDE
Company Secretaries
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Date: June 04, 2015

The Chairman,
Board of Directors
Infosys Limited
Electronics City
Bangalore - 560100

Dear Sir,

We are submitting herewith the Report of the Scrutinizer in respect of Postal Ballot conducted pursuant to Notice of Postal Ballot dated April 24, 2015. Original Reports (2 copies) are sent through Company Secretary.

Thanking you
Yours sincerely

P.G.Hegde

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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
Bangalore- 560100

Dear Sir,

I, Parameshwar G. Hegde, Practicing Company Secretary, at # 34, "Ganesha Krupa", 1st Main Road, Gandhinagar, Bangalore, 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 April 24, 2015 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. In accordance with the Notice of the Postal Ballot dated April 24, 2015, dispatched to the shareholders by prescribed modes during May 02, 2015 to May 04, 2015 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on May 05, 2015, the voting commenced on May 05, 2015 (at 9:00 hours) and ended on June 03, 2015 (at 17:30 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 17:45 hours on June 03, 2015 and the e-voting summary statement was downloaded from e-voting website of National Depository Securities Limited (NSDL) (http//www.evoting.nsdl.com).

2. The Equity Shareholders holding shares as on April 24, 2015, "cut off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.

3. The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted "For" and "Against" and e-voting results downloaded from the e-voting website of the NSDL (http//www.evoting.nsdl.com) are being handed over to the Chairman.

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 with the Company. The voters were also scrutinized for the purpose of eliminating 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, the Registrar & Share Transfer Agents of the Company.

5. The result of the voting is as under:

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

Pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, to increase the authorized share capital of the Company to Rs. 1,200 (One thousand two hundred) crore divided into 240 (Two hundred forty) crore equity shares of Rs. 5 (Five) each from Rs. 600 (Six hundred) crore divided into 120 (One hundred twenty) crore equity shares of 5 (Five) each.

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	2,134	42,25,362	

b)	Voted by electronic mode	7,059	71,97,86,687	
	Total	9,193	72,40,12,049	99.76

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	7	23,158	
b) Voted by electronic mode	143	17,36,674	
Total	150	17,59,832	0.24

III. **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
133	2,46,568

b) **Resolution–2: Special Resolution**

Pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act 2013, to amend the Capital clause (Clause V) of the Memorandum of Association.

(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	2,096	42,13,219	
b) Voted by electronic mode	6,908	71,97,42,990	
Total	9,004	72,39,56,209	99.76

(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	25	24,581	
b) Voted by electronic mode	214	17,40,492	
Total	239	17,65,073	0.24

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
153	2,57,288

c) **Resolution–3: Special Resolution**

To accord consent pursuant to Section 63 and other applicable provisions of Companies Act, 2013 for issue of Bonus shares in the ratio of one equity share for every one equity share held by the Member through the capitalization of securities premium / general reserves 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	2,138	42,27,218	
b) Voted by electronic mode	7,159	72,17,54,577	
Total	9,297	72,59,81,795	99.99

(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	5	23,116	
b) Voted by electronic mode	84	16,211	
Total	89	39,327	0.01

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
131	2,44,772

d) **Resolution–4: Special Resolution**

To accord consent pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 for transfer of business of Finacle to the Company's subsidiary, Edgeverve Systems Limited.

(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	2,028	13,66,990	
b) Voted by electronic mode	6,252	71,77,49,859	
Total	8,280	71,91,16,849	99.47

(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	87	28,77,435	
b) Voted by electronic mode	828	9,31,870	
Total	915	38,09,305	0.53

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
159	2,50,668

e) **Resolution–5: Special Resolution**

To accord consent pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 for transfer of business of Edge Services to the Company's subsidiary, Edgeverve Systems Limited.

(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	2,027	13,66,953	
b) Voted by electronic mode	6,480	72,14,53,690	
Total	8,507	72,28,20,643	99.56

(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	80	28,76,792	

b) Voted by electronic mode	681	2,94,173	
Total	761	31,70,965	0.44

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
167	2,51,378

6. 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 our 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/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

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

Place: Bangalore
Dated: June 04, 2015