

TO ALL STOCK EXCHANGES

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

April 01, 2017

Dear Sir/Madam,

Sub: Results of Postal Ballot

This has reference to our letter dated February 23, 2017 enclosing the postal ballot notice along with the explanatory statement seeking the consent of the members by way of ordinary / special resolution vide postal ballot / electronic voting with respect to the following items of business:

1. Revision in compensation of U B Pravin Rao, Chief Operating Officer & Whole-time Director.
2. Appointment of D N Prahlad, as an Independent Director.
3. To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Resolutions 1, 2 and 3 as mentioned above have been passed by the members of the company with requisite majority.

The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e. on March 31, 2017.

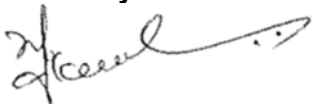
Please find enclosed the voting results and scrutinizer's report. The same will also be made available on the Company's website at www.infosys.com.

This is for your information and records.

Thanking You

Yours Sincerely,

For **Infosys Limited**



**A G S Manikantha
Company Secretary**

Postal Ballot Voting Results

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company	INFOSYS LIMITED
Date of the Postal Ballot	Notice dated February 23, 2017 (Voting start date: March 2, 2017 and voting end date: March 31, 2017)
Total number of shareholders on record date	729817
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1								
Resolution required: (Ordinary/ Special)	Ordinary Resolution - Revision in compensation of U B Pravin Rao, Chief Operating Officer & Whole-time Director.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	292,806,199	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		70,773,220	24	70,773,220	-	100	-	-
	Total		70,773,220	24	70,773,220	-	100	-	-
Public- Institutions	E-Voting	1,357,540,424	1,001,154,171	74	755,530,874	245,623,297	75	25	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		492,358	0	491,228	1,130	100	0	-
	Total		1,001,646,529	74	756,022,102	245,624,427	75	25	-
Public- Non Institutions	E-Voting	646,598,041	20,666,060	3	17,037,270	3,628,790	82	18	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		278,138,936	43	81,081,318	197,009,917	29	71	47,701
	Total		298,804,996	46	98,118,588	200,638,707	33	67	47,701
	Total	2,296,944,664	1,371,224,745	60	924,913,910	446,263,134	67	33	47,701

Note:

1. Public-Institutions include- Banks, Clearing Members, Foreign Institutional Investors, Foreign Portfolio Investors, Insurance Companies, Body corporates, Mutual Funds, NBFC, Overseas Corporate Bodies, Indian Financial Institutions
2. Public- Non Institutions include- ADR's, Directors, Foreign Body Corporates, HUF, NRI, Public resident individuals, Trusts, Foreign Nationals.

Postal Ballot Voting Results

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:			Not Applicable						
Public:			Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing									
Promoters and Promoter Group:			Not Applicable						
Public:			Not Applicable						
Resolution No.	2								
Resolution required: (Ordinary/ Special)	Ordinary Resolution - Appointment of D N Prahlad, as an Independent Director.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	292,806,199	115,638,512	39	115,638,512	-	100	-	-
	Poll		-	-	-	-	-	-	
	Postal Ballot (if applicable)		177,092,760	60	177,092,760	-	100	-	-
	Total		292,731,272	100	292,731,272	-	100	-	-
Public- Institutions	E-Voting	1,357,540,424	1,078,097,996	79	1,019,328,952	58,769,044	95	5	-
	Poll		-	-	-	-	-	-	
	Postal Ballot (if applicable)		492,358	0	491,228	1,130	100	0	-
	Total		1,078,590,354	79	1,019,820,180	58,770,174	95	5	-
Public- Non Institutions	E-Voting	646,598,041	20,701,863	3	20,249,125	452,738	98	2	-
	Poll		-	-	-	-	-	-	
	Postal Ballot (if applicable)		282,340,029	44	254,474,184	27,818,324	90	10	47,521
	Total		303,041,892	47	274,723,309	28,271,062	91	9	47,521
	Total	2,296,944,664	1,674,363,518	73	1,587,274,761	87,041,236	95	5	47,521

Note:

1. Public-Institutions include- Banks, Clearing Members, Foreign Institutional Investors, Foreign Portfolio Investors, Insurance Companies, Body corporates, Mutual Funds, NBFC, Overseas Corporate Bodies, Indian Financial Institutions
2. Public- Non Institutions include- ADR's, Directors, Foreign Body Corporates, HUF, NRI, Public resident individuals, Trusts, Foreign Nationals.

Postal Ballot Voting Results

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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Promoters and Promoter Group:			Not Applicable						
Public:			Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing									
Promoters and Promoter Group:			Not Applicable						
Public:			Not Applicable						
Resolution No.	3								
Resolution required: (Ordinary/ Special)	Special Resolution - To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	292,806,199	115,638,512	39	115,638,512	-	100	-	-
	Poll		-	-	-	-	-	-	
	Postal Ballot (if applicable)		177,092,760	60	177,092,760	-	100	-	-
	Total		292,731,272	100	292,731,272	-	100	-	-
Public- Institutions	E-Voting	1,357,540,424	1,097,173,001	81	1,062,166,487	35,006,514	97	3	-
	Poll		-	-		-	-	-	
	Postal Ballot (if applicable)		492,358	0	491,228	1,130	100	0	-
	Total		1,097,665,359	81	1,062,657,715	35,007,644	97	3	-
Public- Non Institutions	E-Voting	646,598,041	20,729,849	3	20,346,484	383,365	98	2	-
	Poll		-	-	-	-	-	-	
	Postal Ballot (if applicable)		282,315,223	44	260,293,100	21,973,381	92	8	48,742
	Total		303,045,072	47	280,639,584	22,356,746	93	7	48,742

Note:

Note:

1. Public-Institutions include- Banks, Clearing Members, Foreign Institutional Investors, Foreign Portfolio Investors, Insurance Companies, Body corporates, Mutual Funds, NBFC, Overseas Corporate Bodies, Indian Financial Institutions

2. Public Non Institutions include- ADR's, Directors, Foreign Body Corporates, HUF, NRI, Public resident individuals, Trusts, Foreign Nationals.

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

HEGDE & HEGDE

Company Secretaries

"Ganesha Krupa"

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

☎ : 080-22267041, (R) 080-26589597

e-mail : hegdeandhegdec@gmail.com

Date: April 01, 2017

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 February 23, 2017. Original Reports (2 copies) are sent through Company Secretary.

Thanking you

Yours sincerely


P.G.Hegde

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, "GaneshKrupa", 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 February 23, 2017 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 February 23, 2017, dispatched to the shareholders by prescribed modes during February 27, 2017 to March 01, 2017 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on March 02, 2017, the voting commenced on March 02, 2017 (at 9:00 hours) and ended on March 31, 2017 (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 17:40 hours on March 31, 2017 and the e-voting summary statement was downloaded from e-voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>).



2. The Equity Shareholders holding shares as on February 24, 2017, "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 (<https://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 and 7 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, the Registrar & Share Transfer Agents of the Company.
5. The result of the voting is as under:

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

Revision in compensation of U. B. Pravin Rao, Chief Operating Officer & 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	3,441	15,23,45,766	
b) Voted by electronic mode	4,956	77,25,68,144	
Total	8,397	92,49,13,910	67.45



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	364	19,70,11,047	
b) Voted by electronic mode	2,262	24,92,52,087	
Total	2,626	44,62,63,134	32.55

iii. **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
168	47,701

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

Appointment of D. N. Prahlad, as an Independent 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	3,547	43,20,58,172	
b) Voted by electronic mode	6,561	115,52,16,589	
Total	10,108	158,72,74,761	94.80



(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	194	2,78,19,454	
b) Voted by electronic mode	706	5,92,21,782	
Total	900	8,70,41,236	5.20

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
168	47,521

c) **Resolution-3: Special Resolution**

To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013.

(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
c) Voted by physical ballot	3,596	43,78,77,088	
d) Voted by electronic mode	6,993	119,81,51,483	
Total	10,589	163,60,28,571	96.61

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

Number of members		Number of votes cast against the resolution	% of total number of valid votes cast
c) Voted by physical ballot	110	2,19,74,511	
d) Voted by electronic mode	365	3,53,89,879	
Total	475	5,73,64,390	3.39

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
173	48,742

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,

Place: Bangalore
Dated: April 01, 2017


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