

## PARAMESHWAR G. HEGDE

B.A., M.Com., BGL., FCS

## HEGDE & HEGDE

### Company Secretaries

"Ganesh Krupa"

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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, "Ganesh Krupa", 1<sup>st</sup> 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 various resolutions stated in the Notice of the Postal Ballot dated October 10, 2014 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 October 10, 2014, dispatched to the shareholders by prescribed modes during October 16 to October 21, 2014 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on October 22, 2014, the voting commenced on October 22, 2014 (at 9:00 hours) and ended on November 21, 2014 (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 November 21, 2014 and also the e-voting summary statement was forwarded to us by NSDL electronically at 18:03 hours.

2. The Equity Shareholders holding shares as on October 15, 2014, "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 National Securities Depository Limited (<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 / proxies 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.
5. The result of the voting is as under:

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

To increase authorized share capital of the Company to Rs. 600 crore divided into 120 crore equity shares of Rs. 5 each from Rs. 300 crore divided into 60 crore equity shares of Rs. 5 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	6,428	27,98,430	
b) Voted by electronic mode	5,945	32,25,18,681	
Total	12,373	32,53,17,111	99.989

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	21	658	
b) Voted by electronic mode	90	33,893	
Total	111	34,551	0.011

III. **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
290	68,345

b) **Resolution-2: Special Resolution**

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	6,414	27,90,815	
b) Voted by electronic mode	5,801	32,25,18,926	
Total	12,215	32,53,09,741	99.996

(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	35	1,044	
b) Voted by electronic mode	104	11,968	
Total	139	13,012	0.004

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
290	68,345

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

To amend the Capital clause (Article 3) of the Articles 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	6,396	27,78,333	
b) Voted by electronic mode	5,771	32,24,64,360	
Total	12,167	32,52,42,693	99.979

(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	53	2,107	
b) Voted by electronic mode	106	64,922	
Total	159	67,029	0.021

(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Total number of votes cast by them
290	68,345

d) **Resolution-4: Special Resolution**

To accord consent to the issue of bonus shares in the ratio of one equity share for every one equity share held by the member through the capitalization of reserves / surplus

(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	6,428	27,99,487	
b) Voted by electronic mode	6,057	32,25,58,247	
Total	12,485	32,53,57,734	99.997

(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	21	568	
b) Voted by electronic mode	59	10,578	
Total	80	11,146	0.003

(iii) **Invalid** votes :

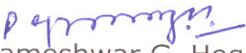
Total number of members whose votes declared invalid	Total number of votes cast by them
290	68,345

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: November 21, 2014

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