

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

Name of Listed Entity - **Infosys Limited**

Quarter ending - **31-March-2023**

I. Composition of Board of Directors

Name of the Director	DIN	Category	Sub Category	Initial Date of Appointment	Date of re - Appointment	Date of Cessation	Tenure (months)	Date of Birth	Whether the director is disqualified ?	Current Status	No. of Directors hip in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Nandan Nilekani	00041245	C,NED		24-Aug-2017				02-Jun-1955	No	Active	1	0	0	0
Salil Parekh	01876159	ED	CEO-MD	02-Jan-2018	01-July-2022			05-Jun-1964	No	Active	1	0	0	0
Kiran Mazumdar-Shaw	00347229	ID		01-Apr-2014	01-Apr-2019	22-Mar-2023	NA	23-Mar-1953	No	-	-	-	-	-
D. Sundaram	00016304	ID		14-Jul-2017	14-Jul-2022		69	16-Apr-1953	No	Active	3	3	5	2
Michael Nelson Gibbs	08177291	ID		13-Jul-2018	13-Jul-2021		57	08-Nov-1957	No	Active	1	1	2	1

Uri Levine	0873 3837	ID		20-Apr-2020			36	20- feb- 1965	No	Active	1	1	0	0
Bobby Kanubhai Parikh	0001 9437	ID		15-Jul-2020			33	30- Apr- 1964	No	Active	3	3	7	4
Chitra Nayak	0910 1763	ID		25-Mar-2021			24	09- Apr- 1963	No	Active	1	1	1	0
Govind Iyer	0016 9343	ID		12-Jan-2023			3	22- Sept- 1962	No	Active	1	1	0	0

Company Remarks	The memberships count will also include the count in which the director is a Chairperson.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

II. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Bobby Kanubhai Parikh	ID	Chairperson	16-Jul-2020	
2	D. Sundaram	ID	Member	14-Jul-2017	
3	Michael Nelson Gibbs	ID	Member	04-Feb-2020	

Company Remarks	Bobby Kanubhai Parikh was appointed as a Member of Audit committee effective 16-Jul-2020 and later became the chairperson of the committee effective 23-Mar-2023 in place of D Sundaram.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Michael Gibbs	ID	Chairperson	23-Mar-2023	
2	D. Sundaram	ID	Member	21-Apr-2020	
3	Bobby Kanubhai Parikh	ID	Member	14-Jan-2021	
4	Chitra Nayak	ID	Member	25-Mar-2021	

Company Remarks	Michael Gibbs was appointed as member and Chairperson of Stakeholders Relationship Committee effective 23-Mar-2023 D Sundaram ceased to be Chairperson of Stakeholders Relationship Committee effective 23-Mar-2023
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	D. Sundaram	ID	Chairperson	14-Jul-2017	

2	Michael Nelson Gibbs	ID	Member	13-Jul-2018	
3	Kiran Mazumdar Shaw	ID	Member	01-Apr-2014	22-Mar-2023
4	Uri Levine	ID	Member	21-Apr-2020	
5	Bobby Kanubhai Parikh	ID	Member	16-Jul-2020	
6	Chitra Nayak	ID	Member	25-Mar-2021	
7	Govind Iyer	ID	Member	13-Jan-2023	

Company Remarks	D. Sundaram was appointed as a member of Risk Management Committee effective 14-Jul-2017 and later became the chairperson of the committee effective 21-Apr-2020
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Kiran Mazumdar-Shaw	ID	Chairperson	01-Apr-2014	22-Mar-2023
2	D. Sundaram	ID	Chairperson	14-Jul-2017	
3	Michael Nelson Gibbs	ID	Member	21-Apr-2020	
4	Govind Iyer	ID	Member	13-Jan-2023	

Company Remarks	D. Sundaram was appointed as a member of Nomination and Remuneration committee effective 14-Jul-2017 and later became the chairperson of the committee effective 23-Mar-2023 in place of Kiran Mazumdar Shaw
Whether Permanent chairperson appointed	Yes

e. Corporate Social Responsibility Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Kiran Mazumdar-Shaw	ID	Chairperson	15-Apr-2014	22-Mar-2023
2	Govind Iyer	ID	Chairperson	13-Jan-2023	
3	Chitra Nayak	ID	Member	25-Mar-2021	
4	Uri Levine	ID	Member	13-Jan-2022	

Company Remarks	Govind Iyer was appointed as a member of Corporate Social Responsibility committee effective 13-Jan-2023 and later became the chairperson of the committee effective 23-Mar-2023 in place of Kiran Mazumdar Shaw
Whether Permanent chairperson appointed	Yes

f. Environmental, Social and Governance Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Chitra Nayak	ID	Chairperson	14-Apr-2021	

2	Kiran Mazumdar-Shaw	ID	Member	14-Apr-2021	22-Mar-2023
3	Uri Levine	ID	Member	14-Apr-2021	
4	Govind Iyer	ID	Member	13-Jan-2023	

Company Remarks	Chitra Nayak was appointed as a member of Environmental, Social and Governance committee effective 14-Apr-2021 and later became the chairperson of the committee effective 14-Apr-2022
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III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Total number of directors as on date of the meeting	Number of Directors present	Number of Independent Directors present
October 11, 2022		Yes	8	7	6
October 13, 2022		Yes	8	8	6
	January 12, 2023	Yes	9	9	7
	March 10, 2023	Yes	9	6	5

Company Remarks	
Maximum gap between any two consecutive meetings (in number of days)	90 days

IV. **Meeting of Committees**

Name of the Committee	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total number of directors as on date of the meeting	Number of Directors present	Number of independent directors present	No. of members attending the meeting (other than Board of Directors)
Audit Committee	October 11, 2022		Yes	3	3	3	0
Audit Committee	October 13, 2022		Yes	3	3	3	0
Audit Committee		January 12, 2023	Yes	3	3	3	0
Audit Committee		March 2, 2023	Yes	3	3	3	0
Audit Committee		March 10, 2023	Yes	3	2	2	0
Nomination & Remuneration Committee	October 11, 2022		Yes	3	3	3	0
Nomination & Remuneration Committee	October 12, 2022		Yes	3	3	3	0
Nomination & Remuneration Committee		January 11, 2023	Yes	3	3	3	0

Nomination & Remuneration Committee		March 10, 2023	Yes	4	2	2	0
Stakeholders Relationship Committee	October 11, 2022		Yes	3	3	3	0
Stakeholders Relationship Committee		January 10, 2023	Yes	3	3	3	0
Risk Management Committee	October 11, 2022		Yes	6	6	6	0
Risk Management Committee		January 10, 2023	Yes	6	6	6	0
Corporate Social Responsibility Committee	October 11, 2022		Yes	3	3	3	0
Corporate Social Responsibility Committee		January 10, 2023	Yes	3	3	3	0
Environmental, Social and Governance Committee	October 11, 2022		Yes	3	3	3	0

Environmental, Social and Governance Committee		January 10, 2023	Yes	3	3	3	0
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Company Remarks	
Maximum gap between any two consecutive meetings (in number of days) [Only for Audit Committee]	90 days

Annexure I		
V. Related Party Transactions		
Sr. No	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Annexure II
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)
I. Disclosure on website in terms of Listing Regulations

Sr. No	Item	Compliance status (Yes/No/NA)	Web address
1	Details of business	Yes	https://www.infosys.com/about.html
2	Terms and conditions of appointment of independent directors	Yes	https://www.infosys.com/investors/corporate-governance/documents/appointment-independent-director.pdf
3	Composition of various committees of board of directors	Yes	https://www.infosys.com/investors/corporate-governance/documents/committee-composition.pdf
4	Code of conduct of board of directors and senior management personnel	Yes	https://www.infosys.com/investors/corporate-governance/documents/codeofconduct.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.infosys.com/investors/corporate-governance/documents/whistleblower-policy.pdf
6	Criteria of making payments to non-executive directors	Yes	https://www.infosys.com/investors/corporate-governance/documents/nomination-remuneration-policy.pdf
7	Policy on dealing with related party transactions	Yes	https://www.infosys.com/investors/corporate-governance/documents/related-party-transaction-policy.pdf
8	Policy for determining 'material' subsidiaries	Yes	https://www.infosys.com/investors/corporate-governance/documents/material-subsidiaries-policy.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	https://www.infosys.com/investors/reports-filings/documents/training-board-members2022.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.infosys.com/investors/shareholder-services/investor-contact.html
11	email address for grievance redressal and other relevant details	Yes	https://www.infosys.com/investors/shareholder-services/investor-contact.html

12	Financial results	Yes	https://www.infosys.com/investors/reports-filings/quarterly-results.html
13	Shareholding pattern	Yes	https://www.infosys.com/investors/shareholder-services/shareholding.html
14	Details of agreements entered into with the media companies and/or their associates	NA	NA
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.infosys.com/investors/news-events/events.html
16	New name and the old name of the listed entity	NA	NA
17	Advertisements as per regulation 47 (1)	Yes	https://www.infosys.com/investors/reports-filings/exchange-filings.html
18	Credit rating or revision in credit rating obtained	Yes	https://www.infosys.com/investors/reports-filings/annual-report/annual/documents/infosys-ar-22.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.infosys.com/investors/reports-filings/documents/subsidiaries-financial-statements-2021-22.pdf
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.infosys.com/investors.html
21	Materiality Policy as per Regulation 30	Yes	https://www.infosys.com/investors/corporate-governance/documents/policy-determining-materiality-disclosures.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.infosys.com/investors/corporate-governance/documents/dividend-distribution.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes	Yes

Annexure 1

VI. Affirmations		
Sr. No.	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure II

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes

Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes*
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes

Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
*Note: During the financial year, certain related party transactions were ratified by the audit committee, subsequently.		

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Additional Half-yearly disclosure		
Applicability of the Disclosure : Yes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below		
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to		
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six-months (taking into account any invocation)
Promoter or any other entity controlled by them	Not applicable	Nil	Nil
Promoter Group or any other entity controlled by them	Not applicable	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Not applicable	Nil	Nil
KMPs or any other entity controlled by them	Not applicable	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not applicable	Nil	Nil
Promoter Group or any other entity controlled by them	Not applicable	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Not applicable	Nil	Nil
KMPs or any other entity controlled by them	Not applicable	Nil	Nil
(D) Additional Information			
Affirmations			Compliance Status

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes
Name – Nilanjan Roy	
Designation - CFO	
Place - Bengaluru	
Date – April 21, 2023	

This report was placed before the Board of Directors in their meeting held on April 13, 2023

Name : A.G.S Manikantha
Designation : Company Secretary