

MINUTES OF THE 32nd ANNUAL GENERAL MEETING OF THE MEMBERS OF INFOSYS LIMITED HELD ON SATURDAY, JUNE 15, 2013 AT 3.00 P.M. AT THE CHRIST UNIVERSITY AUDITORIUM, HOSUR ROAD, BANGALORE 560 029.

PRESENT:

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| 1. Mr. N R Narayana Murthy | : Executive Chairman |
| 2. Mr. S. Gopalakrishnan | : Executive Vice-Chairman |
| 3. Mr. S. D. Shibulal | : Chief Executive Officer and
Managing Director |
| 4. Mr. K V Kamath | : Lead Independent Director |
| 5. Mr. Deepak M Satwalekar | : Independent Director |
| 6. Dr. Omkar Goswami | : Independent Director |
| 7. Mr. David Boyles | : Independent Director |
| 8. Prof. Jeffrey Lehman | : Independent Director |
| 9. Mr. R Seshasayee | : Independent Director |
| 10. Mr. Ravi Venkatesan | : Independent Director |
| 11. Ms. Ann M Fudge | : Independent Director |
| 12. Mr. Leo Puri | : Independent Director |
| 13. Mr. Srinath Batni | : Whole time Director |
| 14. Mr. V Balakrishnan | : Whole time Director |
| 15. Mr. Ashok Vemuri | : Whole time Director |
| 16. Mr. B G Srinivas | : Whole Time Director |
| 17. 862 Members in person | |
| 18. 256 Members in proxy | |

The meeting commenced at 3:00 PM (IST) and concluded at 6:00 PM (IST)

1. Mr. N R Narayana Murthy, Executive Chairman of the Company welcomed the members and others present to the Annual General Meeting and requested the members on the dais to introduce themselves. He then introduced Mr. Niladri Prasad Mishra who participated in the proceedings over video conference from Mumbai.
2. Mr. N R Narayana Murthy, Executive Chairman informed the members that since Mr. K V Kamath had been the Chairman of the company for the entire period from April 2012 to March 2013 it will be appropriate for him to invite Mr. K V Kamath to conduct this Annual General Meeting and also deliver the speech to the members and in this regard requested for the members consent.
3. With the consent of the members, Mr. K V Kamath, Chaired the Annual General Meeting.
4. After ascertaining that the requisite quorum for the meeting was present, the Chairperson of the meeting (“the Chairperson”) called the meeting to order.

5. The Chairperson informed the members that the Register of Directors' Shareholding and Register of Proxies will be kept open throughout the meeting for inspection by members.
6. With the permission of the members present the Notice convening the AGM was taken as read.
7. Mr. K V Kamath, Chairperson of the Meeting delivered a speech to the members.
8. Mr. S. D. Shibulal, Chief Executive Officer and Managing Director, made a presentation on "Operations Review 2012-2013"
9. Mr. Rajiv Bansal, Chief Financial Officer made a presentation on "Infosys Financials 2012-13."
10. Mr. N R Ravikrishnan, Company Secretary read the Auditors Report.

ORDINARY BUSINESS

11. ADOPTION OF ACCOUNTS

The Chairperson requested anyone of the members to propose the resolution for adoption of Annual accounts, Auditors report and Director's report for the year ended March 31, 2013.

Mr. G B Prakash a Shareholder proposed and Mr. Sivaprasad, a shareholder seconded the following resolution as an **Ordinary resolution**:

"RESOLVED THAT the Audited Balance Sheet as at March 31, 2013 and the Statement of Profit & Loss Account for the year ended on that date together with schedules and notes and the Directors' Report and Report of Auditors thereon be and are hereby received, considered and adopted."

The Chairperson put the motion to vote, which was carried by a show of hands as an ordinary resolution by requisite majority.

12. DECLARATION OF DIVIDEND

The Chairperson informed the members that the Board of Directors have recommended a final dividend of Rs. 27/- per share making in all a total dividend of Rs. 42/- per share (including an interim dividend paid at the rate of Rs. 15/- per share during October 2012) for the year 2012-13.

Mr. Sivaprakasam, a shareholder proposed and Mr. Gundu Rao, a shareholder seconded the following resolution as an **Ordinary resolution**:

"RESOLVED THAT pursuant to recommendations made by the Board of Directors of the Company a final dividend at the rate of Rs. 27/- per share making in all a total dividend of Rs. 42/- per share including an interim dividend paid at the rate of Rs. 15/- per share during October 2012 be declared and the said final dividend be payable to all the shareholders whose names appear in the Register of Members as on May 31, 2013".

The Chairperson put the motion to vote, which was carried by a show of hands as an ordinary resolution by requisite majority.

13. APPOINTMENT OF Mr. S D SHIBULAL AS A DIRECTOR WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR RE-ELECTION

The Chairperson informed the members that in terms of Article 122 of the Articles of Association, Mr. S D Shibulal, retires by rotation and being eligible, seeks re-election.

Dr. S R Kannan, a shareholder proposed and Mr. Sethuprakash, a shareholder seconded the following resolution as an **Ordinary resolution**:

“RESOLVED THAT Mr. S D Shibulal, who retires by rotation, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The Chairperson put the motion to vote, which was carried by a show of hands as an ordinary resolution by requisite majority.

14. APPOINTMENT OF Mr. SRINATH BATNI AS A DIRECTOR WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR RE-ELECTION

The Chairperson informed the members that in terms of Article 122 of the Articles of Association, Mr. Srinath Batni retires by rotation and being eligible, seeks re-election.

Mr. Thimmaiah, a shareholder proposed and Mr. Gundu Rao, a shareholder seconded the following resolution as an **Ordinary resolution**:

“RESOLVED THAT Mr. Srinath Batni who retires by rotation be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The Chairperson put the motion to vote, which was carried by a show of hands as an ordinary resolution by requisite majority.

15. APPOINTMENT OF Mr. DEEPAK M SATWALEKAR AS A DIRECTOR WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR RE-ELECTION

The Chairperson informed the members that in terms of Article 122 of the Articles of Association, Mr. Deepak Satwalekar retires by rotation and being eligible, seeks re-election.

Mr. Sivaprakasam, a shareholder proposed and Mr. Gundu Rao seconded the following resolution as an **Ordinary resolution**:

“RESOLVED THAT Mr. Deepak M Satwalekar who retires by rotation be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The Chairperson put the motion to vote, which was carried by a show of hands as an ordinary resolution by requisite majority.

16. APPOINTMENT OF Dr. OMKAR GOSWAMI AS A DIRECTOR WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR RE-ELECTION

The Chairperson informed the members that in terms of Article 122 of the Articles of Association, Dr. Omkar Goswami, retires by rotation and being eligible, seeks re-election.

Mr. Sivapraksam, a shareholder proposed and Mr. Anil, a shareholder seconded the following resolution as an **Ordinary resolution**:

“RESOLVED THAT Dr. Omkar Goswami who retires by rotation be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The Chairperson put the motion to vote, which was carried by a show of hands as an ordinary resolution by requisite majority.

17. APPOINTMENT OF Mr. R SESHASAYEE AS A DIRECTOR WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR RE-ELECTION

The Chairperson informed the members that in terms of Article 122 of the Articles of Association, Mr. R Seshasayee, retires by rotation and being eligible, seeks re-election.

Mr. Sivapraksam, a shareholder proposed and Mr. G R Prakash, a shareholder seconded the following resolution as an **Ordinary resolution**:

“RESOLVED THAT Mr. R Seshasayee who retires by rotation be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The Chairperson put the motion to vote, which was carried by a show of hands as an ordinary resolution by requisite majority.

18. APPOINTMENT OF AUDITORS

The Chairperson informed the members that the auditors M/s. B S R & Co., Chartered Accountants, retire at this meeting and have confirmed their willingness to accept the office, if re-appointed.

Mr. Gundu Rao, a shareholder proposed and Mr. Sivaprakasam, a shareholder seconded the following resolution as an **Ordinary resolution**:

“RESOLVED THAT BSR & Co., Chartered Accountants (Firm Registration no. 101248W) be and are hereby re-appointed as the auditors of the Company to hold office from the conclusion of this annual general meeting to the conclusion of the next annual general meeting on such remuneration as may be determined by the Board of Directors in Consultation with the Auditors, and the remuneration may be paid on a progressive billing basis to be agreed between the Auditors and the Board of Directors”.

The Chairperson put the motion to vote, which was carried by a show of hands as an ordinary resolution by requisite majority.

SPECIAL BUSINESS

19. APPOINTMENT OF Mr. LEO PURI AS DIRECTOR LIABLE TO RETIRE BY ROTATION

The Chairperson informed the members that Mr. Leo Puri was co-opted as an Additional Director of the Company with effect from April 11, 2013 pursuant to Section 260 of the Companies Act, 1956. Mr. Leo Puri holds office of director up to the date of this Annual General Meeting. The Company has received notice in writing from a member along with a deposit of Rs. 500/- proposing the candidature of Mr. Leo Puri for the office of Director under the provisions of Section 257 of the Companies Act, 1956. None of the directors other than Mr. Leo Puri is interested in this resolution.

The Chairperson sought the approval of the members under Section 255 (2) of the Companies Act, 1956 to appoint Mr. Leo Puri as a director liable to retire by rotation.

Mr. K R V Swamy, a shareholder proposed and Mr. Gundu rao, a shareholder seconded the following resolution as an **Ordinary resolution**:

RESOLVED THAT Mr. Leo Puri who was appointed as an additional Director and who holds office until the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act 1956 proposing his candidature for the office of a director be and is hereby appointed as a Director to retire by rotation.”

The Chairperson put the motion to vote, which was carried by a show of hands as an ordinary resolution by requisite majority.

20. APPOINTMENT OF Mr. N R NARAYANA MURTHY AS DIRECTOR LIABLE TO RETIRE BY ROTATION.

The Chairperson informed the members that Mr. N R Narayana Murthy was appointed as an Additional Director of the Company with effect from June 1, 2013 pursuant to Section 260 of the Companies Act, 1956. Mr. N R Narayana Murthy holds office of director up to the date of this Annual General Meeting. The Company has received notice in writing from a member along with a deposit of Rs. 500/- proposing the candidature of Mr. N R Narayana Murthy for the office of Director under the provisions of Section 257 of the Companies Act, 1956. None of the directors other than Mr. N R Narayana Murthy is interested in this resolution.

The Chairperson sought the approval of the members under Section 255 (2) of the Companies Act, 1956 to appoint Mr. N R Narayana Murthy as a director liable to retire by rotation.

Mr. B K Raghuvver, a shareholder proposed and Mr. Gundu rao, a shareholder seconded the following resolution as an **Ordinary resolution**:

“RESOLVED THAT, Mr. N R Narayana Murthy who was appointed as an Additional Director and who holds office until the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act 1956 proposing his candidature for the office of a Director be and is hereby appointed as a Director to retire by rotation.

The Chairperson put the motion to vote, which was carried by a show of hands as an ordinary resolution unanimously.

Thereafter, the Chairperson requested Mr. N R Narayana Murthy to occupy the chair and take the proceedings further and address the members.

Mr. N R Narayana Murthy accepted the request and chaired the further proceedings of the Annual General Meeting and delivered a speech to the members stating that it is nice to be back here with the shareholders after missing the 2012 AGM. He indicated that he was overwhelmed by the shareholders and thanked them for electing him as a member of the Board. He also thanked Mr. K. V. Kamath, Mr. Kris Gopalakrishnan and the other members of the Board and every Infoscion for welcoming him so warmly and for making him feel at home so quickly. He promised to dedicate fully and wholeheartedly to the task on hand.

Then Mr. N R Narayana Murthy declared the 32nd Annual General Meeting as closed.

Thereafter, Mr. N R Narayana Murthy along with the Management responded to queries from members who participated over video conference from Mumbai.

The meeting concluded with a vote of thanks to the Chair.

Bangalore
June 17, 2013

K V KAMATH
Chairperson of the Meeting