

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii)
of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,

35th (Thirty fifth) Annual General Meeting (AGM) of the Equity Shareholders
of **Infosys Limited** held on Saturday, June 18, 2016 at 3:00 P.M at the
Christ University Auditorium, Hosur Road, Bangalore 560 029, Karnataka,
India.

Dear Sir,

1. I, Parameshwar G. Hegde, Practicing Company Secretary, at #
34, "Ganesh Krupa", 1st Main Road, Gandhinagar, Bangalore, 560009,
was appointed as Scrutinizer by the Board of Directors of **Infosys
Limited** (the Company) for the purpose of scrutinizing e-voting process
(remote e-voting) and voting by use of ballot at the meeting pursuant
to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of
the Companies (Management and Administration) Rules, 2014
(Amendment Rules, 2015) in respect of the below mentioned
resolutions proposed at the 35th Annual General Meeting of the Equity
Shareholders of the Company held on Saturday, June 18, 2016 at 3:00
p.m. at the Christ University Auditorium, Hosur Road, Bangalore 560
029, Karnataka, India, submit my report as under:
2. The compliance with the provisions of the Companies Act, 2013 and the
Rules made thereunder relating to voting through electronic means (by
remote e-voting) and voting by use of ballots by the shareholders on
the resolutions proposed in the Notice of the 35th Annual General
meeting of the Company is the responsibility of the management. My
responsibility as a Scrutinizer is to ensure that the voting process both
through electronic means and by use of ballot at the meeting are

conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report generated electronically for voting by use of ballots at the meeting.

3. In accordance with the Notice of the 35th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on May 25, 2016, the remote e-voting opened at 9:00 AM on June 13, 2016 and remained open up to 5:00 PM on June 17, 2016.
4. The Equity Shareholders holding shares as on June 11, 2016, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 35th Annual General Meeting of the Company.
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company the names of the shareholders who had voted on e-voting through NSDL facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
6. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted electronically.
7. The votes on remote e-voting were unblocked at around 6:48 PM, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of

equity shareholders who have voted for and against were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>) and the same are being handed over to the Chairman.

8. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

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

To adopt audited financial statements (including consolidated financial statements) of the Company and reports of the Board of Directors and Auditors for the financial year ended March 31, 2016.

- (i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3,875	120,57,45,309	
Voting by ballot	387	31,91,57,245	
Total	4,262	152,49,02,554	99.94

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	8,12,091	
Voting by ballot	2	90,352	
Total	25	9,02,443	0.06

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
28	1,80,86,149

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

To declare a final dividend of Rs. 14.25 per equity share and to approve the interim dividend of Rs. 10.00 per equity share, already paid during the year, for the year ended March 31, 2016.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3,944	121,89,72,410	
Voting by ballot	386	32,25,71,931	
Total	4,330	154,15,44,341	99.96

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	14	6,11,590	
Voting by ballot	4	29,476	
Total	18	6,41,066	0.04

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
27	1,80,86,134

c) **Resolution-3: Ordinary Resolution**

Appointment of a director in place of Dr. Vishal Sikka who retires by rotation and being eligible, seeks re-appointment.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3,871	121,86,55,580	
Voting by ballot	388	32,22,32,213	
Total	4,259	154,08,87,793	99.92

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	80	9,03,689	
Voting by ballot	2	3,46,526	
Total	82	12,50,215	0.08

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
27	1,80,96,926

d) **Resolution-4: Ordinary Resolution**

To ratify the appointment of B S R & Co. LLP, Chartered Accountants (LLP registration No. AAB-8181) as the auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2018 and to authorize Board of Directors to fix the remuneration payable to them for the financial year ending March 31, 2017.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3,802	118,32,45,112	
Voting by ballot	388	32,09,25,398	
Total	4,190	150,41,70,510	98.29

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	115	2,45,53,677	
Voting by ballot	1	16,60,525	
Total	116	2,62,14,202	1.71

(iii) **Invalid** votes:


Total number of members whose votes were declared invalid	Total number of votes cast by them
28	1,80,86,159

9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 35th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Place: Bangalore
Dated: June 18, 2016

Yours faithfully,


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