

**TO ALL STOCK EXCHANGES**

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

June 22, 2015

Dear Sir/Madam,

**Re: Clause No: 35A of the Listing Agreement with National Stock Exchange Limited and BSE Limited- Voting results**

Pursuant to Clause 35A of the Listing Agreement, we write to inform you that the Members of the Company at 34<sup>th</sup> Annual General Meeting held today i.e. June 22, 2015 transacted the business as stated in the Notice dated May 15, 2015.

In this connection we hereby enclose the consolidated results of remote voting and ballot at the meeting in the format prescribed under clause 35A together with **Scrutinizer's Report**.

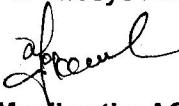
Sl. No.	Description	Particulars		
A	Date of the AGM	June 22, 2015		
B	Book- Closure Date	June 17, 2015 <sup>1</sup>		
C	Total No. of Shareholders on cut off date	5,04,444		
D	No. of Shareholders present in the meeting either in person or through proxy			
	<b>Shareholders</b>	<b>In Person</b>	<b>Proxy</b>	<b>Total</b>
	Promoters and Group	3	11	14
	Public:	814	54	868
	<b>Total</b>	<b>817</b>	<b>65</b>	<b>882</b>
E	No. of Shareholders attended the meeting through Video Conferencing from Mumbai			
	<b>Shareholders</b>	<b>In Person</b>	<b>Proxy</b>	<b>Total</b>
	Promoters and Group	0	0	0
	Public:	131	0	131
	<b>Total</b>	<b>131</b>	<b>0</b>	<b>131</b>

<sup>1</sup> cut-off date for the purpose of determining the shareholders eligible to vote was June 16, 2015

Request you to kindly take the same on record.

Thanking you,

Yours sincerely,  
For Infosys Limited

  
**Manikantha AGS**  
Company Secretary



**Infosys Limited**  
**Listing Agreement- Clause35A Report**

Resolution NO	RESOLUTION DESCRIPTION	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015.	Promoter and Promoter Group	150,215,636	150,215,636	100.00	150,215,636	-	100.00	-
		Public- Institutional Holders	588,449,413	412,977,623	70.18	412,977,623	-	100.00	-
		Public- Others	409,807,283	177,217,145	43.24	177,192,652	24,493	99.99	0.01
		<b>Total</b>	<b>1,148,472,332</b>	<b>740,410,404</b>	<b>64.47</b>	<b>740,385,911</b>	<b>24,493</b>	<b>100.00</b>	<b>0.00</b>
2	Approval of final dividend for the financial year ended March 31, 2015 and to confirm the interim dividend paid in October 2014.	Promoter and Promoter Group	150,215,636	125,626,386	83.63	125,626,386	-	100.00	-
		Public - Institutional Holders	588,449,413	414,663,746	70.47	414,663,746	-	100.00	-
		Public- Others	409,807,283	179,813,242	43.88	179,796,340	16,902	99.99	0.01
		<b>Total</b>	<b>1,148,472,332</b>	<b>720,103,374</b>	<b>62.70</b>	<b>720,086,472.00</b>	<b>16,902</b>	<b>100.00</b>	<b>0.00</b>



**Infosys Limited**  
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3	Appointment of Mr. U.B. Pravin Rao, who retires by rotation and being eligible, seeks re-appointment.	Promoter and Promoter Group	150,215,636	150,215,636	100.00	150,215,636	-	100.00	-
		Public – Institutional Holders	588,449,413	412,763,390	70.14	410,750,067	2,013,323	99.51	0.49
		Public- Others	409,807,283	179,747,039	43.86	178,823,862	923,177	99.49	0.51
		<b>Total</b>	<b>1,148,472,332</b>	<b>742,726,065</b>	<b>64.67</b>	<b>739,789,565</b>	<b>2,936,500</b>	<b>99.60</b>	<b>0.40</b>
4	Appointment of B S R & Co. LLP as the auditors of the Company.	Promoter and Promoter Group	150,215,636	150,215,636	100.00	150,215,636	-	100.00	-
		Public – Institutional Holders	588,449,413	411,071,734	69.86	406,132,642	4,939,092	98.80	1.20
		Public- Others	409,807,283	179,752,054	43.86	179,358,901	393,153	99.78	0.22
		<b>Total</b>	<b>1,148,472,332</b>	<b>741,039,424</b>	<b>64.52</b>	<b>735,707,179</b>	<b>5,332,245</b>	<b>99.28</b>	<b>0.72</b>
5	Appointment of Roopa Kudva as an Independent Director up to February 03, 2020.	Promoter and Promoter Group	150,215,636	150,215,636	100.00	150,215,636	-	100.00	-
		Public – Institutional Holders	588,449,413	414,559,620	70.45	413,990,785	568,835	99.86	0.14
		Public- Others	409,807,283	179,741,945	43.86	178,693,672	1,048,273	99.42	0.58
		<b>Total</b>	<b>1,148,472,332</b>	<b>744,517,201</b>	<b>64.83</b>	<b>742,900,093</b>	<b>1,617,108</b>	<b>99.78</b>	<b>0.22</b>



**Infosys Limited**  
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6	Payment of commission to non-executive directors.	Promoter and Promoter Group	150,215,636	150,215,636	100.00	150,215,636	-	100.00	-
		Public - Institutional Holders	588,449,413	415,952,132	70.69	409,156,442	6,795,690	98.37	1.63
		Public- Others	409,807,283	179,761,502	43.86	172,693,295	7,068,207	96.07	3.93
		<b>Total</b>	<b>1,148,472,332</b>	<b>745,929,270</b>	<b>64.95</b>	<b>732,065,373</b>	<b>13,863,897</b>	<b>98.14</b>	<b>1.86</b>
7	Purchase of the healthcare business from Infosys Public Services, Inc.	Promoter and Promoter Group	150,215,636	150,215,636	100.00	150,215,636	-	100.00	-
		Public - Institutional Holders	588,449,413	414,465,527	70.43	414,404,463	61,064	99.99	0.01
		Public- Others	409,807,283	176,986,118	43.19	176,552,414	433,704	99.75	0.25
		<b>Total</b>	<b>1,148,472,332</b>	<b>741,667,281</b>	<b>64.58</b>	<b>741,172,513</b>	<b>494,768</b>	<b>99.93</b>	<b>0.07</b>



**PARAMESHWAR G. HEGDE**

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

**HEGDE & HEGDE**

**Company Secretaries**

"Ganesh Krupa"

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Bangalore - 560 009.

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## **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,

34<sup>th</sup> (Thirty fourth) Annual General Meeting of the Equity Shareholders of Infosys Limited held on June 22, 2015 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", 1<sup>st</sup> 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 34<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on June 22, 2015 at 3:00 p.m. at the Christ University Auditorium, Hosur Road, Bangalore 560 029, Karnataka, India, submit our 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 using ballots by the shareholders on the resolutions proposed in the Notice of the 34<sup>th</sup> 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. I have rendered scrutinizers' report separately on the remote e-voting and by using ballots at the meeting and I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.

4. The result of the voting is as under:

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

To adopt Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4326	74,03,85,911	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	24,493	0.01

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14	59,774

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

To declare a final dividend of Rs. 29.50 per equity share (amounting to Rs. 14.75 per equity share post 1:1 bonus issue) and to approve the interim dividend of Rs. 30.00 per equity share, already paid during the year, for the year ended March 31, 2015.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4354	72,00,86,472	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
20	16,902	0.01

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	510

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

Appointment of a director in place of U.B. Pravin Rao who retires by rotation and being eligible, seeks re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4184	73,97,89,565	99.60

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
144	29,36,500	0.40

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	510

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, 2016.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4150	73,57,07,179	99.28

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
127	53,32,245	0.72

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
19	602

e) **Resolution-5: Ordinary Resolution**

To appoint Roopa Kudva as an Independent Director



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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4112	74,29,00,093	99.78

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
187	16,17,108	0.22

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14	514

f) **Resolution-6: Ordinary Resolution**

To approve payment of commission to non-executive directors.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3726	73,20,65,373	98.14

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
585	1,38,63,897	1.86

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
19	3,29,395

g) **Resolution-7: Special Resolution**

To approve purchase of the healthcare business from Infosys Services, Inc.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4168	74,11,72,513	99.93

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
191	4,94,768	0.07

(iii) **Invalid/Abstain** votes:


Total number of members whose votes were declared invalid	Total number of votes cast by them
16	536

5. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 34<sup>th</sup> 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 22, 2015

Yours faithfully,

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

