

TO ALL STOCK EXCHANGES

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

May 19, 2016

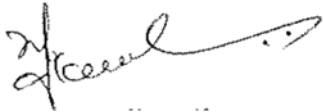
Dear Sir/Madam,

Sub: Notice of AGM

Please find attached the Notice of the 35th Annual General Meeting. This will also be placed on our website www.infosys.com.

This is for your information and records.

Yours sincerely,
For **Infosys Limited**



AGS Manikantha
Company Secretary

May 14, 2016

Dear member,

You are cordially invited to attend the 35th Annual General Meeting of the members of Infosys Limited ('the Company') to be held on Saturday, June 18, 2016 at 3:00 p.m. IST at the Christ University Auditorium, Hosur Road, Bangalore 560 029, Karnataka, India.

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013, read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed herewith.

Very truly yours,



R. Seshasayee
Chairman of the Board

Enclosures:

1. Notice to the 35th Annual General Meeting (AGM)
2. Instructions for e-voting
3. Proxy form
4. Attendance slip

Note: Attendees who are differently abled and require assistance at the AGM are requested to contact:

Bhawesh Kumar, Regional Head - Facilities, Infosys Limited, Electronics City, Hosur Road, Bangalore 560 100, India, Tel: 91 80 39802035 Ext: 2035, Mobile: 91 98451 80174

INFOSYS LIMITED
CIN: L85110KA1981PLC013115
Electronics City, Hosur Road
Bangalore 560 100, India
T 91 80 2852 0261
F 91 80 2852 0362
investors@infosys.com
www.infosys.com

Route map to the venue of the AGM



Christ University Auditorium
Hosur Road,
Bangalore 560 029
Karnataka, India.



Notice to the 35th Annual General Meeting

Notice is hereby given that the 35th Annual General Meeting (AGM) of the members of Infosys Limited will be held on Saturday, June 18, 2016, at 3:00 p.m. IST at the Christ University Auditorium, Hosur Road, Bangalore 560 029, Karnataka, India, to transact the following business:

Ordinary business

Item no. 1 – Adoption of financial statements

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

Item no. 2 – Declaration of dividend

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

Item no. 3 – Appointment of Dr. Vishal Sikka as a director liable to retire by rotation

To appoint a director in place of Dr. Vishal Sikka (DIN: 06897177), who retires by rotation and, being eligible, seeks re-appointment.

Explanation: Under the terms of their appointment, both of our executive directors are subject to retirement by rotation. Last year, U. B. Pravin Rao was subjected to retirement by rotation and was re-appointed by shareholders. Dr. Vishal Sikka was appointed as whole-time director liable to retire by rotation on June 14, 2014 and as the Chief Executive Officer and Managing Director from August 1, 2014 to June 13, 2019, which was approved at the extraordinary general meeting held on July 30, 2014. Dr. Vishal Sikka was thereafter appointed as Chief Executive Officer and Managing Director under modified terms of appointment until March 31, 2021, which was approved by shareholders pursuant to postal ballot on March 31, 2016.

To the extent that Dr. Vishal Sikka is required to retire by rotation, he would need to be re-appointed as a whole-time director. Therefore, shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

Resolved that pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Dr. Vishal Sikka (DIN: 06897177) as a whole-time director, to the extent that he is required to retire by rotation.

Item no. 4 – Appointment of auditors

To ratify the appointment of the auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution:

Resolved that, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on June 14, 2014, 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 next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

Registered office:
Electronics City, Hosur Road
Bangalore 560 100
India

*by order of the Board of Directors
for Infosys Limited*



A. G. S. Manikantha
Company Secretary

April 15, 2016

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before June 16, 2016, 3:00 p.m. IST). A proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. [The Register of Members and Share Transfer Books will remain closed on June 11, 2016 for the purpose of payment of the final dividend for the financial year ended March 31, 2016 and the AGM.](#)
9. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on June 11, 2016. The final dividend is ₹ 14.25 per equity share.
10. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
11. Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Unit: Infosys Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
12. Members wishing to claim dividends, which has remained unclaimed, are requested to correspond with Registrar and Share Transfer Agents, Company Secretary, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection Fund.
13. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
14. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
15. The Annual Report 2015-16, the Notice of the 35th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

16. Members may also note that the Notice of the 35th AGM and the Infosys Annual Report 2015-16 will be available on the Company's website, www.infosys.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: investors@infosys.com.
17. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Unit: Infosys Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
19. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
20. Attendance registration :
 - a. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
 - b. Alternatively, to facilitate smooth registration / entry, the Company has also provided a web check-in facility, which would help the shareholder enter the AGM hall directly without going through the registration formalities at the registration counters.
 - c. The online registration facility will be available from June 15, 2016 at 9:00 a.m. IST to June 17, 2016, until 5:00 p.m. IST (i.e. during the e-voting period)

The procedure of web check-in is as follows :

- a. Log in to <https://karisma.karvy.com> <<https://karisma.karvy.com/> and click on the online registration link
- b. Select the company name
- c. Pass through the security credentials viz., DP ID, Client ID / Folio entry, PAN No., and 'CAPTCHA' as directed by the system and click on the submit button.
- d. The system will validate the credentials. Click on the 'Generate my attendance slip' button that appears on the screen.
- e. The attendance slip in PDF format will appear on the screen. Select the 'PRINT' option for direct printing or download and save for printing.

The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.

Registered office :
Electronics City, Hosur Road
Bangalore 560 100
India

*by order of the Board of Directors
for Infosys Limited*



A. G. S. Manikantha
Company Secretary

April 15, 2016

Additional information on directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015



[Dr. Vishal Sikka](#)

Dr. Vishal Sikka is Chief Executive Officer and Managing Director of Infosys.

Dr. Sikka joined Infosys in 2014 to help transform the company during a time of significant change in the services industry. Since joining Infosys, Dr. Sikka has implemented a strategy of helping clients renew their existing IT landscapes, and at the same time bring breakthrough innovation non-disruptively. In addition, Dr. Sikka has created a strong focus on learning and education within Infosys and with clients.

Prior to joining Infosys, Dr. Sikka was a member of the Executive Board of SAP SE, leading all products and technologies, including all of product development, and driving innovation globally.

Dr. Sikka is the creator of 'timeless software,' a framework which articulates the principles of renewing existing processes and landscapes without disruption to customer environments. He is especially known for his championship of technology as an amplifier of human potential and his passion for applying software in purposeful ways to address some of the biggest global challenges.

Dr. Sikka received his BS in Computer Science from Syracuse University. He holds a Ph.D. in Computer Science from Stanford University.

[Disclosure of relationships between directors inter-se](#)

Nil

[Listed companies \(other than Infosys\) in which Dr. Vishal Sikka holds directorship and committee membership :](#)

[Directorship](#)

Nil

[Chairperson of Board committees](#)

Nil

[Member of Board committees](#)

Nil

[Shareholding in the Company](#)

10,824

[Instructions for e-voting](#)

A detailed list of instructions for e-voting is annexed to this Notice.

Proxy form

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]



INFOSYS LIMITED

CIN: L85110KA1981PLC013115

Electronics City, Hosur Road, Bangalore 560 100, India, Tel: 91 80 2852 0261, Fax: 91 80 2852 0362

investors@infosys.com | www.infosys.com

35th Annual General Meeting – June 18, 2016

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| Email | <input style="width: 100%; height: 20px;" type="text"/> | | | | | | | | | | | | | | | | | | | | |
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I / We, being the member(s) of shares of the above named company, hereby appoint

Name : Email :

Address :

..... Signature: _____

or failing him / her

Name : Email :

Address :

..... Signature: _____

or failing him / her

Name : Email :

Address :

..... Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Saturday, June 18, 2016, at 3:00 p.m. IST, at the Christ University Auditorium, Hosur Road, Bangalore 560 029, Karnataka, India and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution number | Resolution | Vote (Optional see Note 2) (Please mention no. of shares) | | |
|--------------------------|--|--|---------|---------|
| | | For | Against | Abstain |
| Ordinary business | | | | |
| 1 | Adoption of financial statements (including the consolidated financial statements) | | | |
| 2 | Declaration of dividend | | | |
| 3 | Appointment of Dr. Vishal Sikka as a director liable to retire by rotation | | | |
| 4 | Appointment of auditors | | | |

Signed this day of 2016.

.....
Signature of the member

.....
Signature of the proxy holder(s)

Affix revenue stamp of not less than ₹ 1

Notes:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before June 16, 2016 at 3:00 p.m. IST).
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

..... Please tear here

Attendance slip



INFOSYS LIMITED

CIN : L85110KA1981PLC013115

Electronics City, Hosur Road, Bangalore 560 100, India, Tel: 91 80 2852 0261, Fax: 91 80 2852 0362

investors@infosys.com | www.infosys.com

35th Annual General Meeting – June 18, 2016

Registered Folio no. / DP ID no. / Client ID no.:

| | | | | | | | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
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|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|

Number of shares held

| | | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 35th Annual General Meeting of the Company at the Christ University Auditorium, Hosur Road, Bangalore 560 029, Karnataka, India, on Saturday, June 18, 2016, at 3:00 p.m. IST.

.....
Name of the member / proxy
(in BLOCK letters)

.....
Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.



Member Name

Address 1

Address 2

Address 3

City PIN

SPP. DEP. A/C: ADV/BGS/105

| | |
|--|------------------------|
| Registered Folio no. / DP ID no. / Client ID no.: <<ID1>> | Number of shares held: |
|--|------------------------|

Dear member,

Subject: Instructions for e-voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 35th Annual General Meeting to be held on Saturday, June 18, 2016, at 3:00 p.m. IST. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility. The Notice is displayed on the Company's website, www.infosys.com, and on the website of NSDL, www.nsdl.co.in.

The e-voting facility is available at the link, <https://www.evoting.nsdl.com>

E-voting particulars

| EVEN (e-voting event number) | User ID | Password |
|------------------------------|---------|----------|
| 103981 | <<ID1>> | <<PWD>> |

The e-voting facility will be available during the following voting period:

| Commencement of e-voting | End of e-voting |
|--------------------------------|--------------------------------|
| June 13, 2016 at 9:00 a.m. IST | June 17, 2016 at 5:00 p.m. IST |

Please read the instructions printed below before exercising your vote:

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on June 18, 2016.

Steps for e-voting

1. Open the internet browser and type the following URL:

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| https://www.evoting.nsdl.com | |
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2. Click on **Shareholder-Login**
3. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.

Instructions for e-voting

In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 and Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

1. Members whose email addresses are registered with the Company / depository participant(s) will receive an email from NSDL informing them of their user ID and password. Once a Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - a. Open email and open the PDF file titled 'Infosys e-voting.pdf' using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - b. Launch your internet browser and type the following URL: <https://www.evoting.nsdl.com>. Click on Shareholder – Login.
 - c. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - d. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - e. The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
 - f. Select 'EVEN' (E-Voting Event Number) of Infosys Limited.
 - g. Now you are ready for e-voting as the 'Cast Vote' page opens.
 - h. Cast your vote by selecting the option of your choice and click on 'Submit', and also remember to 'Confirm' when prompted.
 - i. On confirmation, the message 'Vote cast successfully' will be displayed.
 - j. After you have voted on a resolution once, you will not be allowed to modify your vote.
 - k. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is / are authorized to vote, to the Scrutinizer via email to evoting@infosys.com, with a copy marked to evoting@nsdl.co.in.
2. For members whose email IDs are not registered with the Company / depository participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
 - a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow the instructions from a. to k. as mentioned in step 1 to cast your vote.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com.
4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
6. The e-voting period commences on **June 13, 2016** (9:00 a.m. IST) and ends on **June 17, 2016** (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. **June 11, 2016**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.