

TO ALL STOCK EXCHANGES

**BSE LIMITED
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
NEW YORK STOCK EXCHANGE**

October 15, 2020

Dear Sir/ Madam,

Subject: Modification to the Trust Deeds consequent to the change in composition of the Trustees - Infosys Employee Benefits Trust and Infosys Expanded Stock Ownership Trust

Pursuant to Regulation 3 of the SEBI (Share Based Employee Benefits) Regulations, 2014, we would like to inform you that the trust deeds of Infosys Employee Benefits Trust and Infosys Expanded Stock Ownership Trust have been modified to the extent of change in composition of its trustees.

Accordingly, we are enclosing herewith copies of the revised Trust Deeds.

This is for your information and records.

Yours Sincerely,
For **Infosys Limited**



A.G.S. Manikantha
Company Secretary

Infosys

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FIFTH DEED OF VARIATION

THIS AMENDMENT TO THE INFOSYS EMPLOYEE BENEFITS TRUST DEED made at Bengaluru, India this 14th day of October 2020, and as amended from time to time (hereinafter referred to as the "Fifth Deed of Variation"),

BY

- 1) **INFOSYS LIMITED**, a company incorporated under the Companies Act, 1956 and having its registered office at Plot No. 44, Electronics City, Hosur Road, Bangalore - 560 100 (hereinafter referred to as the "**Settlor**", which expression shall, unless repugnant to the context or meaning hereof, be deemed to include its successors and assigns) of the ONE PART,
- 2) Binod Rangadore Hampapur, aged about 57 years, an Indian citizen, residing at No. 11 15th Cross JP Nagar 6th Phase, Bangalore 560078, Karnataka;
- 3) Richard Lobo, aged about 48 years, an Indian citizen, residing at B2 - 1801, South City, Off Bannerghatta Road, Bangalore - 560 076, Karnataka;
- 4) Sunil Kumar Dhareshwar, aged about 45 years, an Indian citizen, residing at 817 Shree Shakthi C N Halli, Mahadeshwara, Layout R T Nagar, Bangalore 560032, Karnataka,

(hereinafter referred to as the "**Trustees**" of the Infosys Employee benefits trust) of the OTHER PART.

WHEREAS:

- (A) By a deed of trust dated September 15, 1994 (hereinafter referred to as the "**Original Deed**"), the then Infosys Technologies Limited established the Infosys Technologies Limited Employees' Welfare Trust for providing medical, educational, housing, recreational etc. facilities to its employees (as beneficiaries).
- (B) The Original Deed was amended as follows:
 - (i) by a first deed of variation dated June 28, 2011, recording the change of the name of the company from Infosys Technologies Limited to Infosys Limited and replacing the Original Deed with the trust deed dated June 28, 2011 ("**Deed**")
 - (ii) by a second deed of variation dated December 31, 2015, recording the changes mandated by the SEBI (Share Based Employee Benefits) Regulations, 2014 and the change in the names of the Trustees.
 - (iii) by a third deed of variation dated June 28, 2016, amending the name of the Trust as Infosys Employee benefits trust
 - (iv) by a fourth deed of variation dated June 21, 2019, recording the resignation of Jayesh Dhanvantkumar Sanghrajka from the Board of Trustees

- (C) The Board of Trustees now proposes the appointment of Jayesh Dhavantkumar Sanghrajka, Krishnamurthy Shankar and Shamita Chatterjee as members of the Board of Trustees to the said Trust by way of this fifth deed of variation.
- (D) Pursuant to the terms of Clause 32 of the Deed and the resolution dated October 14, 2020, the Board of Trustees, the Board of Trustees has accorded its approval for the amending the Deed. The Board of Trustees is now desirous of entering into this fifth deed of variation to effect the amendments in the Deed.

NOW ACCORDINGLY, THIS FIFTH DEED OF VARIATION HEREBY WITNESSES AS FOLLOWS:

1. DEFINITIONS

All capitalized terms used but not defined herein shall have the same meaning as provided respectively in the Deed, unless specified otherwise. Other capitalized terms used in this Fifth Deed of Variation shall have such meaning given under this Fifth Deed of Variation.

2. AMENDMENTS

2.1 The names of the Trustees stated in the Deed shall stand modified as follows:

1. Mr. Binod Rangadore Hampapur;
2. Mr. Jayesh Dhavantkumar Sanghrajka;
3. Mr. Richard Lobo;
4. Mr. Sunil Kumar Dhareshwar;
5. Mr. Krishnamurthy Shankar; and
6. Ms. Shamita Chatterjee.

3. MISCELLANEOUS

3.1 Governing Law and Jurisdiction

This Fifth Deed of Variation and any obligations arising out of or in connection with this Fifth Deed of Variation shall be governed by and construed in accordance with Indian law and the courts and tribunals of Bangalore, shall have non-exclusive jurisdiction.

3.2 Supersession

- (i) In the event of any discrepancy, inconsistency or contradiction in terms of the Deed and those contained in this Deed of Variation, the terms of this Deed of Variation shall override and supersede the terms of the Deed to the extent of such contradiction, inconsistency and contradiction.
- (ii) This Deed of Variation is supplemental to the Deed and shall form an integral part of the Deed, which shall continue to have effect, and be of binding nature in accordance with its terms, as supplemented and/ or modified hereby.

SIGNATURE PAGE

IN WITNESS WHEREOF the Settlor has caused this Fifth of Variation to be executed the day and year first hereinabove written.

SIGNED AND DELIVERED:

By Infosys Limited, being the Settlor



A G S Manikantha
Company Secretary

By the Trustees


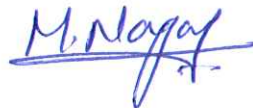


Sunil Kumar Dhareshwar

Binod Rangadore Hampapur

Richard Lobo

In the presence of:

1. Sudhis Ganukar 
2. M. Nagaraj - 

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KARNATAKA

SIXTH DEED OF VARIATION

THIS AMENDMENT TO THE INFOSYS EMPLOYEE BENEFITS TRUST DEED made at Bengaluru, India this 14th day of October 2020, and as amended from time to time (hereinafter referred to as the "Sixth Deed of Variation"),

BY

- 1) **INFOSYS LIMITED**, a company incorporated under the Companies Act, 1956 and having its registered office at Plot No. 44, Electronics City, Hosur Road, Bangalore - 560 100 (hereinafter referred to as the "Settlor", which expression shall, unless repugnant to the context or meaning hereof, be deemed to include its successors and assigns) of the ONE PART,
- 2) Sunil Kumar Dhareshwar, aged 45 years, an Indian citizen, residing at 817 Shree Shakthi C N Halli, Mahadeshwara, Layout, R T Nagar, Bangalore 560032, Karnataka
- 3) Jayesh Dhavantkumar Sanghrajka; aged 46 years an Indian citizen, residing at C2-402, L and T South city, Bannerghatta Road, Bangalore 560076, Karnataka
- 4) Krishnamurthy Shankar, an Indian citizen, aged 57 years, an Indian Citizen, residing at #G-509 Raheja Residency 3rd Block, 7th Cross, Koramangala Agara, Bengaluru - 560034, Karnataka.
- 5) Shamita Chatterjee, an Indian citizen, aged 51 years residing at F1 142 Sobha Lavender, Sarjapur Outer Ring Road, Bellandur, Bangalore 560103

(hereinafter referred to as the "Trustees" of the Infosys Employee benefits trust) of the OTHER PART

WHEREAS:

- (A) By a deed of trust dated September 15, 1994 (hereinafter referred to as the "Original Deed"), the then Infosys Technologies Limited established the Infosys Technologies Limited Employees' Welfare Trust for providing medical, educational, housing, recreational etc. facilities to its employees (as beneficiaries).
- (B) The Original Deed was amended as follows:
 - (i) by a first deed of variation dated June 28, 2011, recording the change of the name of the company from Infosys Technologies Limited to Infosys Limited and replacing the Original Deed with the trust deed dated June 28, 2011 ("Deed")
 - (ii) by a second deed of variation dated December 31, 2015, recording the changes mandated by the SEBI (Share Based Employee Benefits) Regulations, 2014 and the change in the names of the Trustees.

- (iii) by a third deed of variation dated June 28, 2016, amending the name of the Trust as Infosys Employee benefits trust
 - (iv) by a fourth deed of variation dated June 21, 2019, recording the resignation of Jayesh Dhanvantkumar Sanghrajka from the Board of Trustees;
 - (v) by a fifth deed of variation date October 14, 2020 recording the appointment of Jayesh Dhavantkumar Sanghrajka, Shamita Chatterjee and Krishnamurthy Shankar as members of the Board of Trustees of Infosys Employee Benefits Trust.
- (C) Pursuant to the resignation of Binod Rangadore Hampapur and Richard Lobo as Trustees of Infosys Employee Benefits Trust, effective October 14, 2020 the Board of Trustees now proposes the reconstitution of the Board of Trustees to the said Trust by way of this Sixth deed of variation.
- (D) Pursuant to the terms of Clause 32 of the Deed and the resolution dated October 14, 2020 of the Board of Trustees, the Board of Trustees has accorded its approval for the amending the Deed. The Board of Trustees is now desirous of entering into this Sixth deed of variation to effect the amendments in the Deed.

NOW ACCORDINGLY, THIS SIXTH DEED OF VARIATION HEREBY WITNESSES AS FOLLOWS:

1. DEFINITIONS

All capitalized terms used but not defined herein shall have the same meaning as provided respectively in the Deed, unless specified otherwise. Other capitalized terms used in this Sixth Deed of Variation shall have such meaning given under this Sixth Deed of Variation.

2. AMENDMENTS

2.1 The names of the Trustees stated in the Deed shall stand modified as follows:

- 1. Mr. Jayesh Dhavantkumar Sanghrajka;
- 2. Mr. Sunil Kumar Dhareshwar;
- 3. Mr. Krishnamurthy Shankar; and
- 4. Ms. Shamita Chatterjee.

3. MISCELLANEOUS

3.1 Governing Law and Jurisdiction

This Sixth Deed of Variation and any obligations arising out of or in connection with this Sixth Deed of Variation shall be governed by and construed in accordance with Indian law and the courts and tribunals of Bangalore, shall have non-exclusive jurisdiction.

3.2 Supersession

- (i) In the event of any discrepancy, inconsistency or contradiction in terms of the Deed and those contained in this Deed of Variation, the terms of this Deed of Variation shall override and supersede the terms of the Deed to the extent of such contradiction, inconsistency and contradiction.

- (ii) This Deed of Variation is supplemental to the Deed and shall form an integral part of the Deed, which shall continue to have effect, and be of binding nature in accordance with its terms, as supplemented and/ or modified hereby.

SIGNATURE PAGE

IN WITNESS WHEREOF the Settlor has caused this Sixth of Variation to be executed the day and year first hereinabove written.

SIGNED AND DELIVERED:

By Infosys Limited, being the Settlor



A G S Manikantha
Company Secretary

By the Trustees



1. Sunil Kumar Dhareshwar



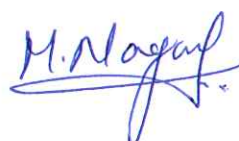
2. Jayesh Dhavantkumar Sanghrajka

3. Krishnamurthy Shankar

4. Shamita Chatterjee

In the presence of:

1. Sudhir Govindkar 

2. M. Nagaraj. 

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FIRST DEED OF VARIATION

THIS AMENDMENT TO INFOSYS EXPANDED STOCK OWNERSHIP TRUST DEED made at Bengaluru, India this 14th day of October 2020, and as amended from time to time (hereinafter referred to as the "First Deed of Variation"),

BY

- 1) **INFOSYS LIMITED**, a company incorporated under the Companies Act, 1956 and having its registered office at Plot No. 44, Electronics City, Hosur Road, Bangalore - 560 100 (hereinafter referred to as the "**Settlor**", which expression shall, unless repugnant to the context or meaning hereof, be deemed to include its successors and assigns) of the ONE PART,
- 2) Sunil Kumar Dhareshwar, aged 45 years, an Indian citizen, residing at 817 Shree Shakthi C N Halli, Mahadeshwara, Layout, R T Nagar, Bangalore 560032, Karnataka
- 3) Jayesh Dhavantkumar Sanghrajka; aged 46 years an Indian citizen, residing at C2-402, L and T South City, Bannerghatta Road, Bangalore 560076, Karnataka
- 4) Krishnamurthy Shankar, an Indian citizen, aged 57 years, an Indian Citizen, residing residing at #G-509 Raheja Residency 3rd Block, 7th Cross, Koramangala Agara, Bengaluru - 560034, Karnataka.

(hereinafter referred to as the "**Trustees**" of the Infosys Expanded Stock Ownership Trust) of the OTHER PART

WHEREAS:

- (A) By a deed of trust dated May 15, 2019 (hereinafter referred to as the "**Original Deed**"), Infosys Limited, established Infosys Expanded Stock Ownership Trust in order to promote the welfare of employees by providing employees an opportunity to participate in the growth or prosperity of the Settlor through issue of shares or other securities or warrants which would entitle such employees to apply for shares of the company through the Settlor's Expanded Stock Ownership Program 2019.
- (B) The Board of Trustees now propose the appointment of Shamita Chatterjee, aged 51 years, Indian resident, residing at F1 142 Sobha Lavender, Sarjapur Outer Ring Road, Bellandur, Bangalore 560103 as a member of the Board of Trustees to the said Trust by way of this first deed of variation.
- (C) Pursuant to the terms of Clause 12 of the Deed and the resolution dated October 14, 2020 of the Board of Trustees, the Board of Trustees has accorded its approval for the amending the Deed. The

Board of Trustees is now desirous of entering into this first deed of variation to effect the amendments in the Deed.

NOW ACCORDINGLY, THIS FIRST DEED OF VARIATION HEREBY WITNESSES AS FOLLOWS:

1. DEFINITIONS

All capitalized terms used but not defined herein shall have the same meaning as provided respectively in the Deed, unless specified otherwise. Other capitalized terms used in this First Deed of Variation shall have such meaning given under this First Deed of Variation.

2. AMENDMENTS

2.1 The names of the Trustees stated in the Deed shall stand modified as follows:

1. Mr. Jayesh Dhavantkumar Sanghrajka;
2. Mr. Sunil Kumar Dhareshwar;
3. Mr. Krishnamurthy Shankar; and
4. Ms. Shamita Chatterjee

5. MISCELLANEOUS

a. Governing Law and Jurisdiction

This First Deed of Variation and any obligations arising out of or in connection with this First Deed of Variation shall be governed by and construed in accordance with Indian law and the courts and tribunals of Bangalore, shall have non-exclusive jurisdiction.

b. Supersession

- (i) In the event of any discrepancy, inconsistency or contradiction in terms of the Deed and those contained in this Deed of Variation, the terms of this Deed of Variation shall override and supersede the terms of the Deed to the extent of such contradiction, inconsistency and contradiction.
- (ii) This Deed of Variation is supplemental to the Deed and shall form an integral part of the Deed, which shall continue to have effect, and be of binding nature in accordance with its terms, as supplemented and/ or modified hereby.

SIGNATURE PAGE

IN WITNESS WHEREOF the Settlor has caused this First of Variation to be executed the day and year first hereinabove written.

SIGNED AND DELIVERED:

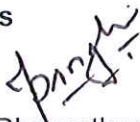
By Infosys Limited, being the Settlor



A G S Manikantha
Company Secretary

By the Trustees

1. Mr. Jayesh Dhavantkumar Sanghrajka




2. Mr. Sunil Kumar Dhareshwar



3. Mr. Krishnamurthy Shankar

In the presence of:

1. Sudhir Gowankar 

2. H. Nagaraj. 