

TO ALL STOCK EXCHANGES

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

May 02, 2024

Dear Sir/ Madam,

Sub: 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 and Sweat Equity) Regulations, 2021, we would like to inform you that the trust deeds of Infosys Employee Benefits Trust and Infosys Expanded Stock Ownership Trust has been modified to the extent of change in the composition of the trustees.

Accordingly, we are enclosing herewith the copy of Deed of Variations.

This is for your information and records.

Yours Sincerely,
For **Infosys Limited**

A.G.S. Manikantha
Company Secretary

- 2) Nandini S, aged 50 years, an Indian Citizen, residing at B1-34, Sobha Dewflower, 4th cross Sarakki main road, JP nagar 1st phase, Bengaluru - 560078, Karnataka
- 3) Shaji Mathew, aged 53 years, an Indian citizen, residing at No. 721, EDEN, Ashram Road, Hinkal, Mysore - 570017, Karnataka.
- 4) Deepak Bhalla, aged 50 years, an Indian citizen, residing at 2051, Shoba Primrose Apts, Outer Ring Road, Bellandur, Bengalure-560103, Karnataka
- 5) Rajesh Kini M, aged 50 years, an Indian citizen, residing at #84, 1st Floor, 7th Main, 4th Cross, Gaurav Nagar, J P Nagar 7th Phase, Bangalore- 560078, 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
 - (v) by a fifth deed of variation dated 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
 - (vi) by a sixth deed of variation dated October 14, 2020, recording the resignation of Binod Rangadore Hampapur and Richard Lobo from the Board of Trustees.
 - (vii) by a seventh deed of variation dated October 13, 2022, recording the resignation of Sunil Kumar Dhareshwar and appointment of Dhiraj Sethi on the Board of Trustees.
- (C) The Board of Trustees now proposes the appointment of Deepak Bhalla aged 50 years, residing at B1-34, Sobha Dewflower, 4th cross Sarakki main road, JP nagar 1st phase, Bengaluru - 560078, Karnataka and Rajesh Kini M aged 50 years, residing at #84, 1st Floor, 7th Main, 4th Cross, Gaurav Nagar, J P Nagar 7th Phase, Bangalore-

560078, Karnataka as a member of the Board of Trustees to the said Trust and record the resignation of Jayesh Sanghrajka as Trustee effective April 17, 2024 and resignation of Dhiraj Sethi as Trustee effective April 17, 2024 way of this Eighth deed of variation.

- (D) Pursuant to the terms of Clause 32 of the Deed and the resolution dated April 18, 2024 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 eighth deed of variation to effect the amendments in the Deed.

NOW ACCORDINGLY, THIS EIGHTH 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 Eighth Deed of Variation shall have such meaning given under this Eighth Deed of Variation.

2. AMENDMENTS

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

1. Ms. Nandini S
2. Mr. Shaji Mathew
3. Mr. Deepak Bhalla and
4. Mr. Rajesh Kini M

3. MISCELLANEOUS

3.1 Governing Law and Jurisdiction

This Eighth Deed of Variation and any obligations arising out of or in connection with this Eighth 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 Eighth of Variation to be executed the day and year first hereinabove written.

SIGNED AND DELIVERED:

By Infosys Limited, being the Settlor



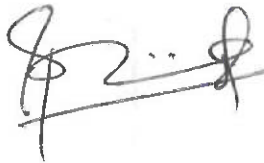
A G S Manikantha
Company Secretary

By the Trustees

1. Nandini S



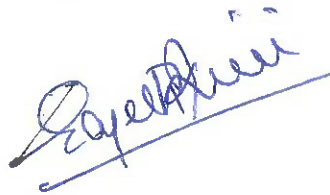
2. Shaji Mathew



3. Deepak Bhatta



4. Rajesh Kini M




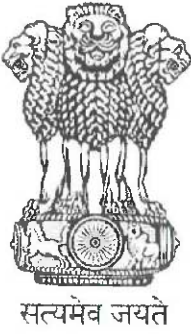
In the presence of:

1.


(Gopinath Bhatta)

2.


(Bhanu Prasad)

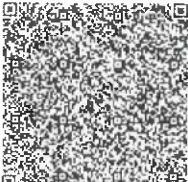


INDIA NON JUDICIAL

Government of Karnataka

e-Stamp

Certificate No. : IN-KA54702796962488V
Certificate Issued Date : 29-Nov-2023 10:52 AM
Account Reference : NONACC (FI)/ kagcsl08/ ELECTRONIC CITY2/ KA-JY
Unique Doc. Reference : SUBIN-KAKAGCSL0877489863650285V
Purchased by : INFOSYS LIMITED
Description of Document : Article 12 Bond
Description : VARIATION DEED
Consideration Price (Rs.) : 0
(Zero)
First Party : INFOSYS LIMITED
Second Party : INFOSYS EXPANDED STOCK OWNERSHIP TRUST
Stamp Duty Paid By : INFOSYS LIMITED
Stamp Duty Amount(Rs.) : 200
(Two Hundred only)



THIS AMENDMENT TO INFOSYS EXPANDED STOCK OWNERSHIP TRUST DEED made at Bengaluru, India this 22nd day of April, 2024, and as amended from time to time (hereinafter referred to as the "Third Deed of Variation"); or type below this line

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,

Statutory Alert:

1. The authenticity of this Stamp certificate should be verified at 'www.sholestamp.com' or using e-Stamp Mobile App of Stock Holding. Any discrepancy in the details on this Certificate and as available on the website / Mobile App renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.

- 2) Nandini S, aged 50 years, an Indian Citizen, residing at B1-34, Sobha Dewflower, 4th cross Sarakki main road, JP nagar 1st phase, Bengaluru - 560078, Karnataka
- 3) Shaji Mathew, aged 53 years, an Indian citizen, residing at No. 721, EDEN, Ashram Road, Hinkal, Mysore - 570017, Karnataka.
- 4) Deepak Bhalla, aged 50 years, an Indian citizen, residing at 2051, Shoba Primrose Apts, Outer Ring Road, Bellandur, Bengalure-560103, Karnataka
- 5) Rajesh Kini M, aged 50 years, an Indian citizen, residing at #84, 1st Floor, 7th Main, 4th Cross, Gaurav Nagar, J P Nagar 7th Phase, Bangalore- 560078, 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 Original Deed was amended as follows:
 - i. by a first deed of variation dated October 14, 2020 recording the appointment of Shamita Chatterjee as member of the Board of Trustees.
 - ii. by a second deed of variation dated October 13, 2022, recording the resignation of Sunil Kumar Dhareshwar and appointment of Dhiraj Sethi on the Board of Trustees
- (C) The Board of Trustees now proposes the appointment of Deepak Bhalla aged 50 years, residing at B1-34, Sobha Dewflower, 4th cross Sarakki main road, JP nagar 1st phase, Bengaluru - 560078, Karnataka and Rajesh Kini M aged 50 years, residing at #84, 1st Floor, 7th Main, 4th Cross, Gaurav Nagar, J P Nagar 7th Phase, Bangalore- 560078, Karnataka as a member of the Board of Trustees to the said Trust and record the resignation of Jayesh Sanghrajka as Trustee effective April 17, 2024 and resignation of Dhiraj Sethi as Trustee effective April 17, 2024 way of this third deed of variation.
- (D) Pursuant to the terms of Clause 12 of the Deed and the resolution dated April 18, 2024 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 third deed of variation to effect the amendments in the Deed.

NOW ACCORDINGLY, THIS THIRD 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 Third Deed of Variation shall have such meaning given under this Third Deed of Variation.

2. AMENDMENTS

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

1. Ms. Nandini S
2. Mr. Shaji Mathew
3. Mr. Deepak Bhalla
4. Mr. Rajesh Kini M

5. MISCELLANEOUS

a. Governing Law and Jurisdiction

This Third Deed of Variation and any obligations arising out of or in connection with this Third 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. Supercession

- (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 Third 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. Nandini S



2. Shaji Mathew



3. Deepak Bhalla



4. Rajesh Kini M



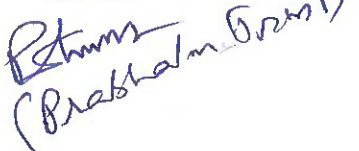
In the presence of:

1.



(Govind S. Bhat)

2.



(Prabhakar Prasad)