

**18th Annual General Meeting held on July 9, 2020 through video conference /other audio visual means**

**Declaration of Results of the Poll**

This is in continuation to the proceedings of the 18<sup>th</sup> Annual General Meeting (“**AGM**”) of the Company held on July 9, 2020 through video conferencing at 5:00 PM IST in accordance with the provisions of Companies Act, 2013 (“**Act**”) read with the General Circular numbers 20/2020, 14/2020, 17/2020 dated May 5, 2020, April 13, 2020 and April 8, 2020 respectively issued by the Ministry of Corporate Affairs.

Pursuant to a demand for poll made by a member present in respect of resolutions (as described below) at Item No. 6 and 7 of the Notice of the AGM. The Poll was conducted in accordance with the provisions of section 109 and other applicable sections of the Companies Act 2013 and the rules made thereunder and also the Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India. Mr. Parameshwar G Hegde, Practicing Company Secretary, was appointed as the Scrutinizer by the Chairman for conducting the poll in accordance with Section 109(5) of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 (Companies Management and Administration) Rules. Polling Forms were sent to all the members and they were requested to provide their assent/ dissent for the resolutions by email before 5.00 PM IST on July 10, 2020. The Poll ended at 5:00 PM IST on July 10, 2020.

As per the report submitted by the Scrutinizer, the results of the poll are as follows:

Item No	Item Description	Type of Resolution	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
6	To consider and approve the consolidation of equity shares of the Company	Special	3,38,24,772	99.99	2,050	0.01
7	Alteration of capital clause of Memorandum of Association of the Company	Ordinary	3,38,24,772	99.99	2,050	0.01

Based on the report of the Scrutinizer, both the resolutions as set out at Item No 6 & 7 in the Notice of the 18<sup>th</sup> Annual General Meeting have been duly approved by the members with requisite majority. Members may also note that all other resolutions set out at item Nos. 1 to 5 in the Notice of the AGM has been passed unanimously by the members earlier by show of hands at the meeting. The resolutions including resolutions proposed through poll are considered to be approved by the members on July 9, 2020.

This announcement is made at the instructions of the Chairman of the meeting.

For Infosys BPM Limited



**Bindu Raghavan**  
Company Secretary



Place: Bangalore  
Date: July 16, 2020

FORM NO. MGT.13

**Report of Scrutinizer**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,

Mr. Ravikumar S,

Chairman

18<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Infosys BPM Limited** held on July 9, 2020 at 5.00 PM IST.

Dear Sir,

I, Parameshwar Ganapati Hegde appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 18<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of **Infosys BPM Limited**, held on July 9, 2020 through video conferencing at 5.00 PM IST submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting at the AGM by the shareholders on the resolutions set out in the Notice of the 18<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 in respect of the poll ordered by the Chairman during the AGM is conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the below mentioned resolutions in para No.7 hereunder.
2. The Company held the 18<sup>th</sup> AGM on July 9, 2020 through video conferencing at 5:00 PM IST in accordance with the provisions of Companies Act, 2013 (the Act) read with the General Circular numbers 20/2020, 14/2020, 17/2020 dated May 5, 2020, April 13, 2020 and April 8, 2020 respectively issued by the Ministry of Corporate Affairs.
3. After the Chairman fixed time for holding the poll, the Company had sent Polling Form (in Form MGT-12) in accordance with the provisions of section 109 of the Act read with Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 by e-mail to all the members at their registered e-mail address, in compliance of the provisions of Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, in order to exercise their votes on the resolutions mentioned at Item No. 6 and 7 of the Notice of the AGM.

4. The members were requested to fill up the Polling Form and return by email to the recipients marked there in before 5.00 PM IST on July 10, 2020.
5. All the Polling Forms (12 nos.) received by e-mail up to 5.00 PM IST on July 10, 2020 were downloaded from the Scrutinizer's/Company's mail box and Polling Forms were diligently scrutinized. The Polling forms received were reconciled with the records maintained by the Company and the authorizations lodged with the Company. No Polling form was found invalid.
6. Then the summary of the votes cast in favour of and against each resolution was prepared.
7. The result of the voting on poll is as under:

(a) **Resolution-6: Special resolution**

To consider and approve the consolidation of equity shares of the Company.

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

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
8	3,38,24,772	99.99

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

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
4	2,050	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(b) **Resolution-7: Ordinary resolution**

Alteration of capital clause of Memorandum of Association of the Company.

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

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
8	3,38,24,772	99.99

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

Number of members voting	Number of votes cast by them	% of total number of valid votes cast
4	2,050	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

8. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 18<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Parameshwar Ganapati Hegde  
 Digitally signed by  
 Parameshwar Ganapati  
 Hegde  
 Date: 2020.07.14  
 12:06:31 +05'30'

Parameshwar G. Hegde  
 FCS 1325, CP No. 640  
 Scrutinizer  
 UDIN: F001325B000449223

Place: Bengaluru  
 Dated: July 14, 2020