



Date: August 6, 2016

Dear member,

You are cordially invited to attend the 14<sup>th</sup> Annual General Meeting ('AGM') of the members of Infosys BPO Limited ('the Company') on Wednesday, August 31, 2016 at 10:00 a.m. IST at the Registered Office of the Company at Plot No 26 / 3, 26 / 4 and 26 / 6, Electronics City, Hosur Road, Bangalore 560100.

The notice for the meeting containing the proposed resolutions is enclosed herewith.

Very truly yours,

Sd / -

[U. B. Pravin Rao](#)

*Chairman of the Board*

*Enclosures:*

1. *Notice of the 14<sup>th</sup> AGM*
2. *Explanatory statement pursuant to section 102 of the Companies Act 2013*
3. *Proxy form*
4. *Attendance slip*

**INFOSYS BPO LIMITED**

CIN : U72200KA2002PLC030310

Electronic City, Hosur Road

Bangalore 560100, India

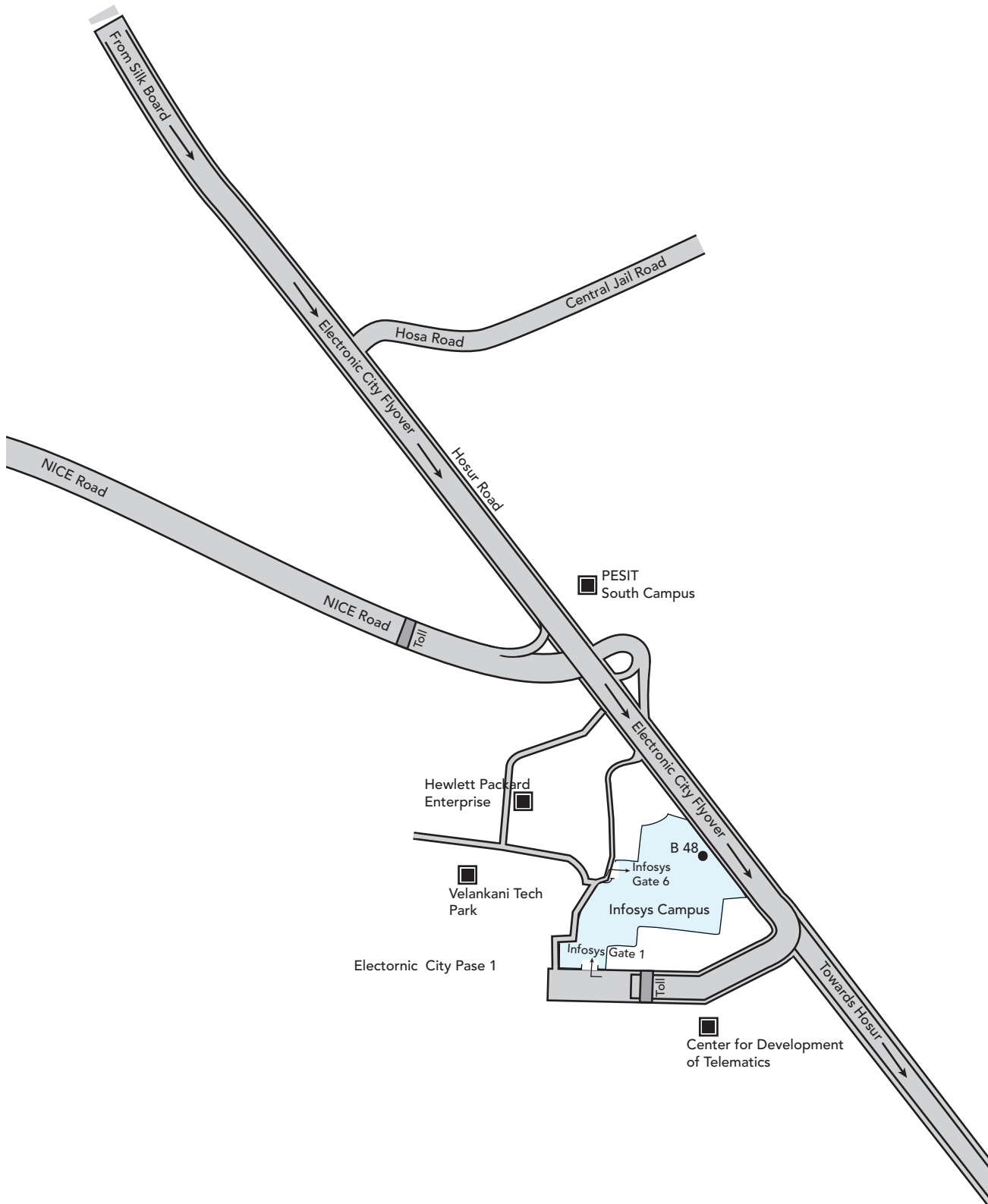
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## Road map to the venue of the AGM



## Notice

NOTICE is hereby given that the 14<sup>th</sup> Annual General Meeting (AGM) of the Members of Infosys BPO Limited (the "Company") will be held on Wednesday, August 31, 2016 at 10.00 A.M. IST at the Registered Office of the Company at Plot No 26 / 3, 26 / 4 and 26 / 6, Electronics City, Hosur Road, Bangalore 560100, 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 – Appointment of U. B. Pravin Rao as a director liable to retire by rotation

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

#### Item no. 3 - Appointment of auditors

To appoint B S R & Co. LLP, Chartered Accountants (LLP registration No.AAB 8181) as statutory auditors of the Company and to fix their remuneration and pass the following resolution thereof.

**RESOLVED THAT**, B S R & Co. LLP, Chartered Accountants (LLP registration No.AAB 8181) be and are here by appointed as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next AGM and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017, in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed between the auditors and the Board of Directors

### Special business

#### Item no. 4 - Reappointment of Dr. Omkar Goswami, as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Special Resolution

**RESOLVED THAT** pursuant to provisions of sections 149, 152, and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV to the Companies Act, 2013, Dr. Omkar Goswami (DIN: 00004258), who was appointed as an Independent Director of the Company for a term up to March 31, 2016 by the shareholders and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Dr. Omkar Goswami as a candidate for the office of director of the Company, be and is hereby reappointed as an independent director of the Company for a period of two years up to March 31, 2018, not liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard.

#### Item no. 5 - Appointment of Anantharaman Radhakrishnan as Director / Chief Executive Officer and Managing Director of the Company

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution

**RESOLVED THAT** pursuant to Section 161(1) and other applicable

provisions of the Companies Act, 2013 and the Rules made thereunder, Anantharaman Radhakrishnan (DIN:07516278) who was appointed as an additional director of the Company by the Board of Directors with effect from May 17, 2016, and who holds office until the date of the AGM in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Anantharaman Radhakrishnan as a candidate for the office of the director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER** pursuant to the provisions of Sections 149, 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment(s) read with Schedule V to the Companies Act, 2013, consent of the members be and is here by accorded to the appointment of Anantharaman Radhakrishnan as Chief Executive Officer and Managing Director of the Company for a period of five (5) years with effect from May 17, 2016 as per the terms and conditions as stated in the explanatory statement and on the remuneration set out below:

- Fixed Gross Salary per annum – ₹1,20,77,400 / - in the scale of 1,00,00,000 / - to 4,00,00,000 / -;
- Performance Bonus - ₹68,49,852 / - in the scale of ₹50,00,000 / - to 3,00,00,000 / -;
- Long term Bonus – ₹54,29,000 / - in the scale of ₹50,00,000 / - to ₹2,00,00,000 / -.

Perquisites and allowances: Anantharaman Radhakrishnan shall be entitled to the following perquisites and allowances

- a. Medical reimbursement / allowance: As per the rules of the Company
- b. Leave travel concession / allowance: As per the rules of the Company
- c. Personal accident insurance: As per the rules of the Company.

Other benefits: Anantharaman Radhakrishnan shall be entitled to the other benefits as follows:

- a. Earned / privilege leave: As per the rules of the Company.
- b. Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
- c. Gratuity: As per the rules of the Company.
- d. Encashment of leave: As per the rules of the Company.
- e. Company car and telephone: As per the rules of the Company.

**RESOLVED FURTHER THAT** notwithstanding anything hereinabove contained, wherein any financial year during the tenure of his appointment, the Company has incurred loss or its profits are inadequate, the Company shall pay to Anantharaman Radhakrishnan, the remuneration by way of salary, perquisites, other allowances and other benefits as aforesaid as minimum remuneration, subject however to the limit specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the government from time-to-time as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to by the Board of Directors and Anantharaman Radhakrishnan.

