

Date : April 10, 2017

Dear member,

You are cordially invited to attend the 15th Annual General Meeting ('AGM') of the members of Infosys BPO Limited ('the Company') on June 24, 2017, at 9.00 a.m. IST at the Registered Office of the Company at Plot No 26 / 3, 26 / 4 and 26 / 6, Electronics City, Hosur Road, Bengaluru 560 100.

The notice for the meeting containing the business to be transacted, is enclosed herewith.

Very truly yours,



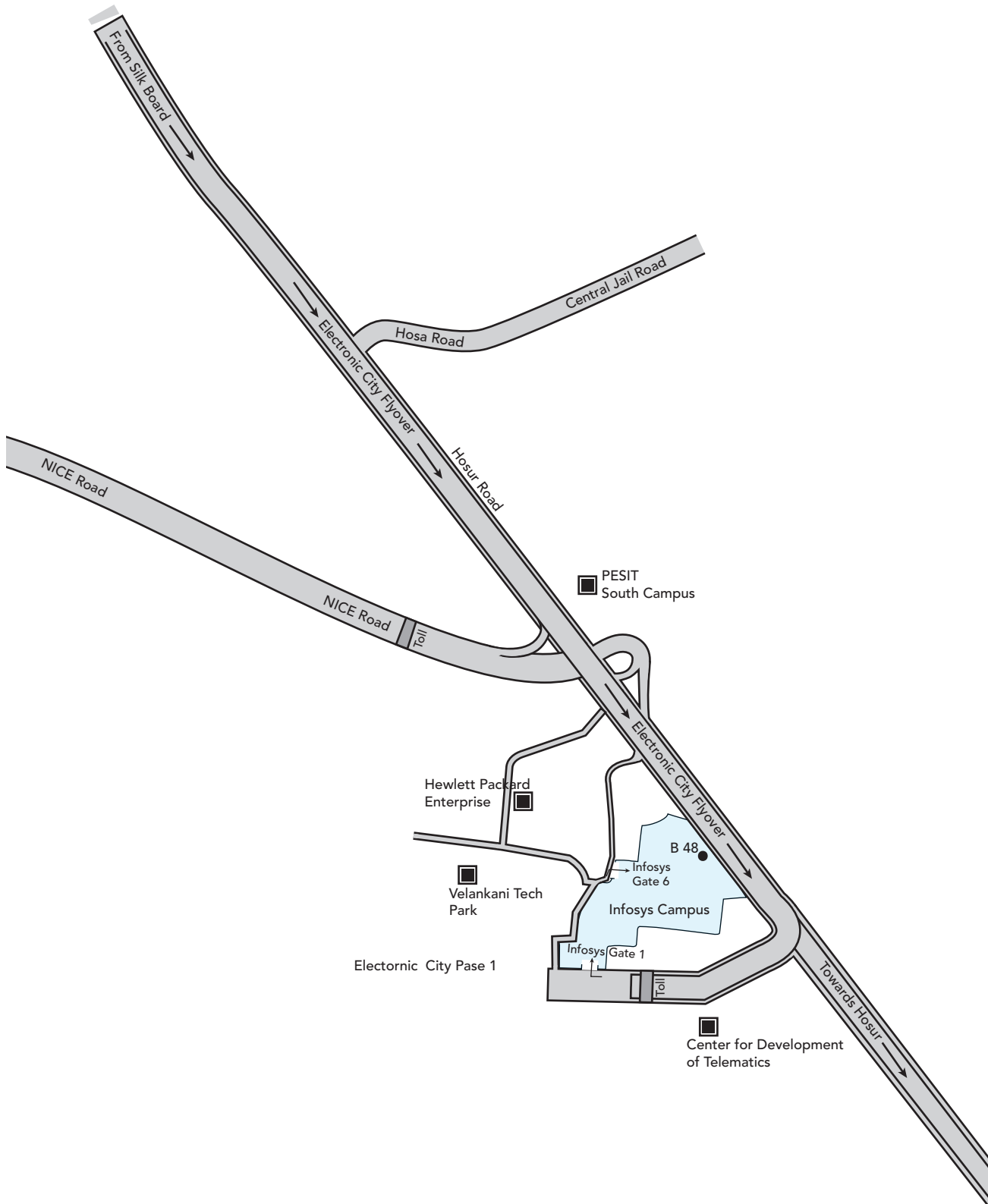
U. B. Pravin Rao  
Chairman of the Board

*Enclosures:*

1. Notice of the 15th Annual General Meeting (AGM)
2. Explanatory statement pursuant to Section 102 of the Companies Act, 2013
3. Proxy form
4. Attendance slip

**INFOSYS BPO LIMITED**  
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## Road map to the venue of the AGM



## Notice to the 15th Annual General Meeting

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NOTICE is hereby given that the 15th Annual General Meeting (AGM) of the Members of Infosys BPO Limited (the 'Company') will be held on Saturday, June 24, 2017, at 9.00 a.m. IST at the Registered Office of the Company at Plot No 26 / 3, 26 / 4 and 26 / 6, Electronics City, Hosur Road, Bengaluru 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, 2017, and the reports of the Board of Directors ('the Board') and Auditors thereon.

#### Item no. 2 - Appointment of Anantharaman Radhakrishnan as a director liable to retire by rotation

To appoint a director in place of Anantharaman Radhakrishnan (DIN : 07516278), who retires by rotation and, being eligible, seeks re-appointment.

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

**Explanation:** The Companies Act, 2013 ('the Act') was notified effective April 1, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, B S R & Co. LLP, Chartered Accountants have served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing 15th AGM.

The audit committee of the Company has proposed and on February 20, 2017, the Board has recommended the appointment of Deloitte Haskins & Sells, LLP, Chartered Accountants (Firm registration number 117366 W / W 100018) ('Deloitte') as the statutory auditors of the Company. Deloitte will hold office for a period of five consecutive years from the conclusion of the 15th Annual General Meeting of the Company till the conclusion of the 20th Annual General Meeting to be held in 2022. The first year of audit will be of the financial statements for the year ending March 31, 2018, which will include the audit of the quarterly financial statements for the year.

Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as 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 proposals of the audit committee of the Board and recommendation of the Board, Deloitte Haskins & Sells, LLP, Chartered Accountants (Firm registration Number: 117366 W / W 100018) be and is hereby appointed as the

statutory auditors of the Company, to hold office for a period of five consecutive years commencing from the financial year 2017-18, on a remuneration that may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis.

#### Item no. 4 - Appointment of branch auditors

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

RESOLVED THAT, pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Board be and is hereby authorized to appoint branch auditors of any branch office of the Company, whether existing or which may be opened or acquired hereafter, outside India, in consultation with the Company's Auditors, any person(s) qualified to act as branch auditors and to fix their remuneration.

### Special business

#### Item no. 5 - Appointment of D. N. Prahlad, as an Independent Director of the Company

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

RESOLVED THAT, D. N. Prahlad, (DIN:00504146), who was appointed as additional director of the Company pursuant to Section 161 of the Companies Act, 2013 with effect from January 6, 2017, be and is hereby appointed as an independent director of the Company up to January 5, 2022 and that his office shall not be subject to retirement 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. 6 - Appointment of Sangita Singh, as a Director of the Company

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

RESOLVED THAT, pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Sangita Singh (DIN: 07694463) who was appointed as an additional director with effect from January 6, 2017 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 Sangita Singh 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 THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to

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April 10, 2017

## Notes

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote at the meeting and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be accompanied by resolution of the Board / Power of Attorney / Attested specimen signature, as may be applicable.
4. Members / proxies should bring duly-filled attendance slips sent herewith to attend the meeting.
5. The Register of Director's and key managerial personnel and their shareholdings, maintained under Section 170 (1) of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the registered office of the Company.

## Explanatory statement pursuant to Section 102 of the Companies Act, 2013

### Item No. 5

The Board vide its resolution passed on January 6, 2017 had appointed D. N. Prahlad as an additional director of the Company with effect from January 6, 2017, pursuant to Section 161 of the Companies Act, 2013, read with Article 114 of the Articles of Association of the Company. His office is not subject to retire by rotation.

The Board has ascertained the criteria for establishing independence of D. N. Prahlad in terms of the Companies Act, 2013.

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.

by order of the Board of Directors  
for Infosys BPO Limited  
Sd / -  
**A. G. S. Manikantha**  
Company Secretary

The Company has received notice, in writing, pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹1,00,000 / - proposing the candidature of D. N. Prahlad for the office of independent director, to be appointed as such under the provisions of Section 149, 152 and Schedule IV of the Companies Act, 2013.

The Company has received (i) consent in writing to act as director from D. N. Prahlad to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (Appointment Rules) (ii) intimation in Form DIR 8 in terms of Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, D. N. Prahlad, the director proposed to be appointed as an independent director, fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of D. N. Prahlad as an independent director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to the date of AGM.

Further, brief profile of D. N. Prahlad, his expertise in specific functional areas, is furnished in the 'Additional Information on directors seeking election at the annual general meeting' forming part of this Notice.

The resolution seeks the approval of members for the appointment of D. N. Prahlad as an independent director of the Company up to January 5, 2022, pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and his office shall not be subject to retire by rotation.

None of the directors and key managerial personnel other than D. N. Prahlad to whom the resolution relates, are interested or concerned in the proposed resolution as set out in Item No. 5, above.

The Board recommends the resolution set forth in Item no. 5 for approval of the members.

## Item No. 6

The Board vide its resolution passed on January 6, 2017 had appointed Sangita Singh as an additional director of the Company with effect from January 6, 2017 pursuant to Section 161 of the Companies Act, 2013 read with Article 114 of the Articles of Association of the Company. Sangita Singh holds office of the additional director up to the date of the ensuing annual general meeting and is eligible for re-appointment as a Director liable to retire by rotation. The Company has received a notice in writing from a member along with a deposit of ₹ 1,00,000 / - proposing the candidature of Sangita Singh for the office of the director under the provisions of Section 160 of the Companies Act, 2013.

The Company has received (i) consent in writing to act as director from Sangita Singh to act as Director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment and Qualification of Directors) Rules, 2014, (Appointment Rules) and (ii) intimation in Form DIR 8 in terms of Appointment

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Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Further, brief profile of Sangita Singh, her expertise in specific functional areas, is furnished in the 'Additional Information on directors seeking election at the annual general meeting' forming part of this Notice.

None of the directors and key managerial personnel other than Sangita Singh to whom the resolution relates, are interested or concerned in the proposed resolution as set out in Item No. 6, above.

The Board recommends the resolution set forth in Item no. 6 for approval of the members.

by order of the Board of Directors  
for Infosys BPO Limited  
Sd / -  
**A. G. S. Manikantha**  
*Company Secretary*

## Additional information on directors seeking election at the annual general meeting



Anantharaman Radhakrishnan  
*Chief Executive Officer and Managing Director*

Anantharaman Radhakrishnan, (Radha), aged 49 years is the Chief Executive Officer and Managing Director of Infosys BPO Limited effective May 17, 2016.

Prior to this role, Radha was the Chief Operating Officer (COO) managing the global operations for the organization. He has played multiple roles at Infosys BPO, spanning Technology, Transformation, Enterprise Capability and Global Centers Management, working with clients in their transformation journey, enhancing business value delivered. Further, Radha has spent many years with the Infosys Group, working across consulting and IT services, before his stint in business process management. Before Infosys, he has worked with a transnational corporation and brings with him rich leadership experience and intensive domain capability across multiple industries.

Radha is a postgraduate from Indian Institute of Management, Lucknow (IIM-L), and a honors graduate in mechanical engineering from National Institute of Technology, Tiruchirappalli (NIT, Trichy).

### Disclosure of inter-se relationships between directors and key managerial personnel

None

### Companies (other than Infosys Group) in which Anantharaman Radhakrishnan holds directorship and committee membership:

#### Directorship

None

#### Chairperson / Membership of Board committees

None

#### Shareholding in the Company

Nil



D. N. Prahlad  
*Independent Director*

D. N. Prahlad, aged 61 years is the founder and former CEO of Surya Software Systems Private Limited, Bengaluru. Surya focuses on products for financial risk management of financial institutions in general and banks in particular. He is a non-executive chairman of Surya, non-executive director in Solcen Technologies Private Limited and an independent director in Infosys Limited and EdgeVerve Systems Limited. In addition, he is on the advisory board of Computer Science and Automation Department of Indian Institute of Science, Bengaluru. He served as an adjunct faculty at Indian Institute of Information Technology, Bengaluru in its formative years. He serves as an advisory board member of PathShodh Healthcare, a company with leading edge nano-technology in diagnostic measurements related to diabetes. Prahlad is a B.Sc. with honours in mathematics from Bengaluru University and B.E. (Electrical technology and Electronics) from Indian Institute of Science, Bengaluru. Prior to founding Surya, he played a key role in the rapid growth of Infosys Technologies, being associated with Infosys from its formative years. He brings with him a high level of experience of working with multiple Fortune 50 clients, creation of new services, products and strategies.

### Disclosure of inter-se relationships between directors and key managerial personnel

None

### Companies (other than Infosys Group) in which D. N. Prahlad holds directorship and committee membership:

#### Directorship

Surya Software Systems Private Limited

Solcen Technologies Private Limited

#### Chairperson / Membership of Board committees

None

#### Shareholding in the Company

Nil



Sangita Singh  
Executive Vice President

Sangita Singh, aged 48 years is the Executive Vice President, Healthcare and Life Sciences at Infosys, with charge of sales, operations, client relationships and delivery management. She plays a critical role in developing the roadmap, strategy and priorities for the practice, ensuring alignment with the overall organizational mandate.

Sangita joined Infosys Limited in 2016, bringing deep experience and expertise built over a 23 year career at Wipro. During her time at Wipro, she played diverse leadership roles, including Chief Marketing Officer and later, SVP of Enterprise Applications Services, where she grew the business from \$150M to \$780M. In her last position at Wipro as Chief Executive, Healthcare and Life Sciences, she doubled the business to \$950M in 5 years, partnering with the world's top pharmaceutical and healthcare organizations. Under her leadership, the Company was awarded the IDC CMO Global Best Practices Award and ITSMA (IT Services Marketing Association) Services Marketing Excellence Award. She is an graduate in electrical engineering from the Regional Engineering College, Durgapur.

Sangita has been recognized as a Young Global Leader 2010, by the World Economic Forum. She has received the Excellence in Information Technology Award from FICCI FLO, the Stevie Award for Best Asian Woman Executive and has been called the 'outsourcing wunderkind' by the Time magazine.

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn in respect of the above directors please refer to the Board's Report and the Corporate Governance Report.

#### Disclosure of inter-se relationships between directors and key managerial personnel

None

#### Companies (other than Infosys Group) in which Sangita Singh holds directorship and committee membership:

##### Directorship

None

##### Chairperson / Membership of Board committees

None

##### Shareholding in the Company

Nil