

Date: May 30, 2018

Dear member,

You are cordially invited to attend the 16th Annual General Meeting ('AGM') of the members of Infosys BPM Limited ('the Company') on June 23, 2018 at 11.30 a.m. IST at the registered office of the Company at Plot nos. 26/3, 26/4 and 26/6, Electronics City, Hosur Road, Bengaluru.

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

Very truly,

Sd / -

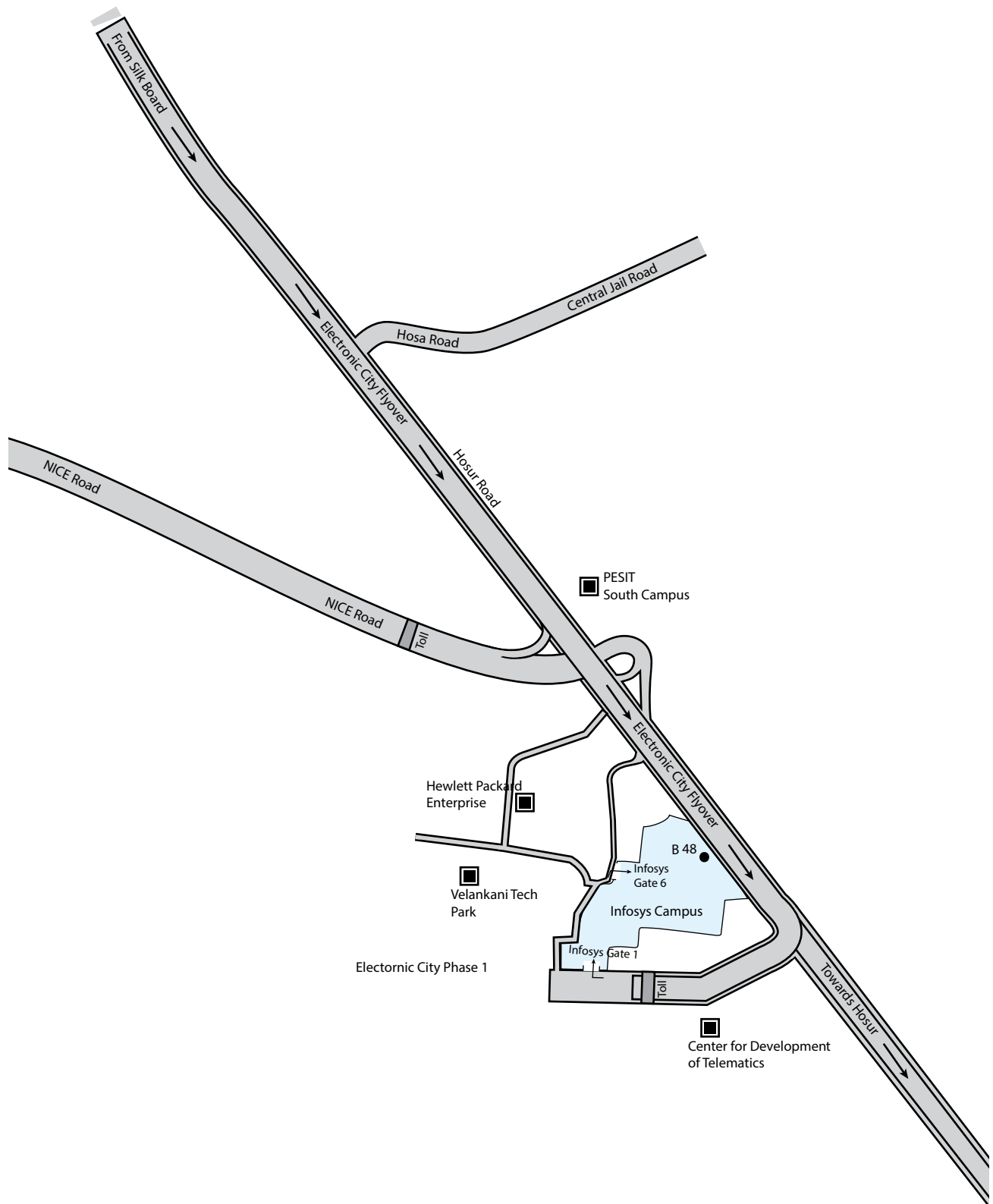
Ravikumar Singiseti
Chairman of the Board

Enclosures:

1. Notice of the 16th AGM
2. Explanatory statement pursuant to Section 102 of the Companies Act, 2013
3. Proxy form
4. Attendance slip

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Road map to the venue of the AGM



Notice to the 16th Annual General Meeting

Notice is hereby given that the 16th Annual General Meeting (AGM) of the members of Infosys BPM Limited (the Company) will be held on Saturday, June 23, 2018 at 11.30 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, 2018 and the reports of the Directors ('the Board') and auditors thereon.

Item no. 2 – Appointment of Ravikumar Singiseti as a director liable to retire by rotation

To appoint a director in place of Ravikumar Singiseti (DIN: 07534544), who retires by rotation and, being eligible, seeks re-appointment.

Explanation: Based on the terms of appointment, executive directors and the non-executive, non-independent Chairman are subject to retirement by rotation. Ravikumar Singiseti, who was appointed on June 2, 2016 is the longest-serving member on the Board, retires by rotation and, being eligible, seeks reappointment.

To the extent that Ravikumar Singiseti is required to retire by rotation, he would need to be reappointed as a director. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the reappointment of Ravikumar Singiseti (DIN: 07534544) as a director, to the extent that he is required to retire by rotation.

Item no. 3 – Ratification of appointment of auditors

To ratify the appointment of auditors of the Company, and to fix the remuneration payable to them for the financial year ending March 31, 2019, as may be determined by the Board in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board.

Explanation: Under Section 139 of the Indian Companies Act, 2013 and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the said section. In line with the requirements of Companies Act, 2013, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration number: 117366 W/W 100018) ('Deloitte') was appointed as the statutory auditors of the Company to hold office for a period of 5 consecutive years from the conclusion of the 15th Annual General Meeting of the Company held on June 24, 2017, till the conclusion of the 20th Annual General Meeting to be held in the year 2022, subject to ratification by shareholders at the general meeting or as may be necessitated by the Act from time

to time. The first year of audit was of the financial statements for the year ended March 31, 2018, which included the audit of the quarterly financial statements for the year. Accordingly, the appointment of Deloitte Haskins & Sells LLP is being placed before the shareholders for ratification.

RESOLVED THAT, pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board, and pursuant to the resolution passed by the members at the AGM held on June 24, 2017, the appointment of Deloitte Haskins & Sells, LLP, Chartered Accountants (Firm registration number : 117366 W/W 100018) as the auditors of the Company to hold office till the conclusion of the next AGM be and is, hereby, ratified and that the Board be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the audit committee / Board.

Special Business

Item no. 4 – Revision in remuneration of Anantharaman Radhakrishnan, Managing Director and Chief Executive Officer

To consider and if thought fit to pass with or without modification(s) the following as an Ordinary Resolution:

RESOLVED THAT, pursuant to the recommendation of the Board, the Nomination and Remuneration Committee ('the Committee') and pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof), consent of the members be and is hereby accorded to the payment of the following revised remuneration to Anantharaman Radhakrishnan, (DIN: 07516278), Managing Director and Chief Executive Officer of the Company, with effect from January 1, 2018:

- 1. Fixed salary:** Annual fixed salary of ₹1,63,97,958 less applicable tax withholdings to be paid periodically in accordance with the Company's rules and policy as applicable.
- 2. Variable pay:** Variable compensation of ₹1,03,41,066 less applicable tax withholdings to be paid on achievement of targets set by the Board, and payable at such intervals as may be decided by the Board of Directors from time to time and in accordance with the Company's rules and policy;
- 3. Stock compensation:** Based on fiscal 2017 performance, 7,100 restricted stock units (RSU) 'under 2015 Stock

Incentive Compensation Plan (2015 plan) of Infosys Limited, the holding Company as per the terms and conditions of RSU Plans approved by the holding Company. The RSU's would vest over a period of 4 years and shall be exercisable within the period as approved by the Nomination and Remuneration Committee of the Infosys Limited. The exercise price of the RSUs will be equal to the par value of the shares. RSUs in future periods, will be granted on achieving performance conditions, as may be decided by the Nomination and Remuneration Committee;

4. **Employee benefits:** During the term of his employment, Anantharaman Radhakrishnan will be entitled to all the employee benefit plans as may be applicable to other Senior Executives of the Company and as per the rules of the Company;
5. **Grant of stock incentives to MD and CEO in FY 2019:** It is proposed that subject to the approval of the nomination and remuneration committee of Infosys Limited, Anantharaman Radhakrishnan, MD & CEO, Infosys BPM Limited be granted stock incentives having a value equal to ₹92,60,976 for FY 2019 at target value as part of his revised total rewards package comprising fixed salary, variable salary and stock incentives amounting to ₹3,60,00,000. The actual stock grant will be made on the Company and individual performance considerations at the time of the grant.

6. **Minimum remuneration:** Notwithstanding anything herein above contained, should the Company incur a loss or its profits are inadequate in any financial year closing on and after March 31, 2017, during the tenure of Anantharaman Radhakrishnan as a MD & CEO, the Company shall pay him the above remuneration by way of fixed pay, variable pay, bonus and other allowances as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) 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;
7. Annual increases to components of Anantharaman Radhakrishnan's compensation will be determined on an annual basis by the Board or its committees at its sole discretion, taking into account the Company's prior years' audited financial performance, market conditions and independent compensation benchmarks.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to decide annual increase and alter and vary the terms and conditions of appointment and / or components of remuneration payable to Anantharaman Radhakrishnan subject to the same not exceeding the limits specified above and as specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

by order of the Board of Directors
for Infosys BPM Limited

Sd/-

Bindu Raghavan
Company Secretary

Bengaluru
April 11, 2018

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, duly completed and signed, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be accompanied by resolution of the Board / power of attorney / attested specimen signature, as may be applicable. A proxy form is enclosed.
4. Members / proxies / authorized signatories should bring duly-filled attendance slips sent herewith to attend the meeting.
5. The Register of Directors' 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 Nomination and Remuneration Committee ('the Committee') which, based on performance in fiscal 2017, market conditions and independent compensation benchmarks and from a corporate parity standpoint had reviewed and recommended the revised remuneration to Anantharaman Radhakrishnan, Managing Director and Chief Executive Officer of the Company. The Board, vide resolution on April 11, 2018, and subject to the approval of the members in the general meeting, have approved the revised remuneration as stated in the Notice with effect from January 1, 2018.

The resolution seeks approval of the shareholders pursuant to Section 197 and other applicable provisions read with

Schedule V of the Companies Act, 2013 for payment of increased remuneration.

This may also be treated as an abstract of the terms and conditions governing the variation in the payment of remuneration to Anantharaman Radhakrishnan pursuant to Section 190 of the Companies Act, 2013 and other applicable provisions of the Act, if any.

The Agreement entered into between the Company and Anantharaman Radhakrishnan is available for inspection

without any fee by the members at the Company's registered office during normal business hours on any working day till the date of AGM.

None of the directors and key managerial personnel, except Anantharaman Radhakrishnan to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution as set out in item no. 5 of the notice for the approval of the shareholders.

by order of the Board of Directors
for Infosys BPM Limited

Sd/-

Bindu Raghavan
Company Secretary

Bengaluru
April 11, 2018

Additional information on directors seeking election / revision of remuneration at the Annual General Meeting



Ravikumar Singiseti
Chairman

Ravikumar Singiseti is President and the Deputy Chief Operating Officer at Infosys. In this role, he leads the Infosys global delivery organization across all global industry segments. In addition, Mr. Kumar leads the US talent model for Infosys to drive the creation of new Innovation and Technology Hubs by collaborating with clients, local state governments and academic ecosystems. He oversees Infosys Business Process Management (BPM) and is the Chairman of the Board of Infosys BPM Limited. He also oversees operations for Infosys Public Services, and the Infosys arms in Latin America, Japan and China. He is the Chairman of the Board of Infosys China and is also on the Board of Infosys Public Services, Infosys Consulting and McCamish Systems LLC (an Infosys BPM company). He is the Chairman of Infosys Foundation, USA. Mr. Kumar's responsibilities include managing the alliances organization and the partner ecosystems at Infosys. He is a trustee of the Infosys Foundation, USA. He has over 20 years of experience in the consulting space, incubating new practice lines, driving large transformational programs, and evangelizing new business models across industry segments. He has played diverse roles across organizations within the CRM space for Oracle Corporation, building a next-generation CRM practice at Cambridge Technology Partners. He has also worked on process and technology transformation for the unbundling of Indian State Electricity Boards at PricewaterhouseCoopers. Mr. Kumar started his career as a nuclear scientist at the Bhabha Atomic Research Center. He is a part of several steering committee boards of large transformational initiatives for global clients. He is a member of the Young Presidents Organization (YPO) Manhattan Chapter; Honorary Founding Board Member of the Technology Advisory Board at MIT Forum; Advisory Board of the Global Supply Chain Center at Marshall Business School, University of Southern California; NASSCOM IT Services Council and many other industry forums. Mr. Kumar has a Master's degree in Business Administration from Xavier Institute of Management, Bhubaneswar, India.

Nature of expertise in specific functional areas

Information Technology Services and Business Management

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

None

Companies (other than Infosys Group) in which Ravikumar Singiseti holds directorship and committee membership

Directorship

None

Chairperson / Membership of Board committees

None

Shareholding in the Company

Nil



Anantharaman Radhakrishnan
Managing Director and Chief Executive Officer

Anantharaman Radhakrishnan (Radha), EVP, is the Managing Director and Chief Executive Officer of Infosys BPM 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 BPM Limited, 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).

Nature of expertise in specific functional areas

Information Technology Services and Business Management

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