

Date: May 29, 2019

Dear member,

You are cordially invited to attend the 17th Annual General Meeting ('AGM') of the members of Infosys BPM Limited ('the Company') to be held on Saturday, June 22, 2019 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.

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

Very truly,

Sd / -

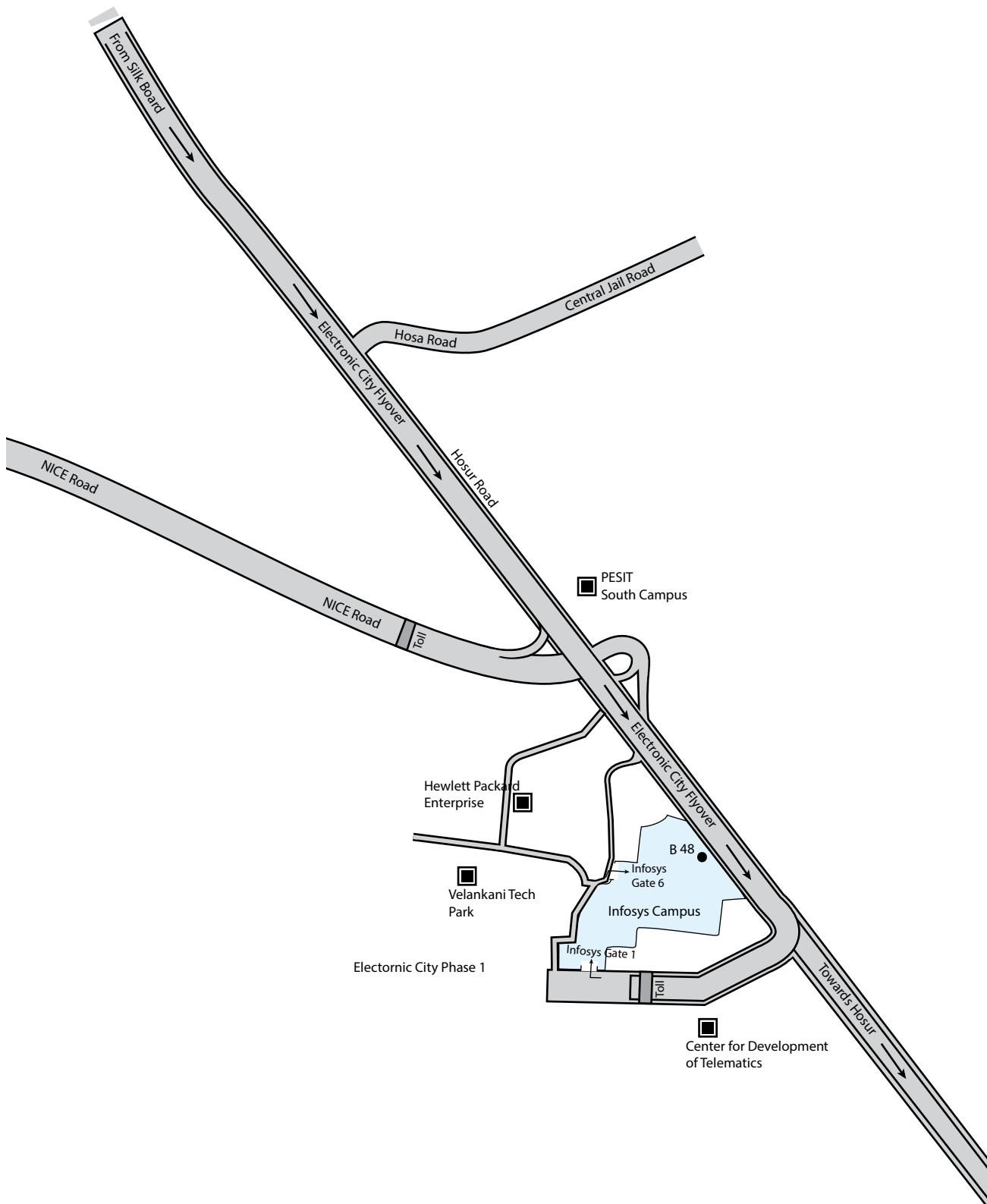
Ravikumar Singiseti  
*Chairman of the Board*

*Enclosures:*

1. Notice of the 17th AGM
2. Explanatory statement pursuant to Section 102 of the Companies Act, 2013
3. Proxy form
4. Attendance slip

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



## Notice of the 17th Annual General Meeting

Notice is hereby given that the Seventeenth Annual General Meeting (AGM) of the Members of Infosys BPM Limited (the “Company”) will be held on Saturday, June 22, 2019 at 11.30 A.M IST at the Plot no’s 26/3.26/4, and 26/6, Electronics City, Hosur Road, Bengaluru - 560 100 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, 2019 together with the reports of the Board of Directors (“the Board”) and auditors thereon.

#### Item no. 2 – Appointment of Anantharaman Radhakrishnan (DIN – 07516278), as 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. The Board of Directors recommend his reappointment.

### Special Business

#### Item no. 3 - Revision in Remuneration of Anantharaman Radhakrishnan, Chief Executive Officer and Managing Director

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

RESOLVED THAT, 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 pay the following revised remuneration to Anantharaman Radhakrishnan, Chief Executive Officer and Managing Director of the Company, with effect from October 1, 2018 as follows:

- 1. Fixed Salary:** Annual fixed salary of INR. 17,053,870 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 INR. 10,754,703 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; The variable pay shall not exceed 150% (maximum variable pay) of the target variable pay.
- 3. Stock compensation:** 15,050 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 achievement of 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. 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, 2019, during the tenure of Anantharaman Radhakrishnan as a CEO & MD, 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;
- 6. 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).

#### Item no. 4 – Appointment of Inderpreet Sawhney (DIN – 07925783), as a 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 (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being

in force), Inderpreet Sawhney (DIN: 07925783) who was appointed as an additional director of the Company by the Board of Directors with effect from October 13, 2018 and who holds office until the date of the ensuing AGM in terms of Section 161 of the Companies Act, 2013.

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.

by order of the Board of Directors  
for Infosys BPM Limited

Sd/-

Bengaluru  
April 10, 2019

Bindu Raghavan  
Company Secretary

## 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. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other shareholder.
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 for AGM is enclosed 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 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be made available for inspection by the members at the AGM.
6. The agreements related to the terms of appointment Anantharaman Radhakrishnan and Inderpreet Sawhney referred herein this notice are 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 and the same will also be made available for inspection at the venue of AGM
7. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from June 20, 2019 to June 21, 2019 (both the days inclusive).

## Explanatory statement pursuant to Section 102 of the companies act, 2013

### Item No. 3

The Nomination and Remuneration Committee ('the Committee') which, based on performance in fiscal 2018, market conditions 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 dated January 9, 2019, 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 October 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 remuneration proposed to be paid to Anantharaman Radhakrishnan is well within the ceilings prescribed under section 197 of the Companies Act, 2013.

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 and the same will also be made available for inspection at the venue of AGM.

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

The Board recommends the resolution as set out in Item no. 3 of the notice for the approval of the shareholders.

### Item No. 4

The Board vide its resolutions passed on October 13, 2018 had appointed Inderpreet Sawhney as an additional director of the Company with effect from October 13, 2018 pursuant to Section 161 of the Companies Act, 2013 read with Article 114 of the Articles of Association of the Company. Inderpreet Sawhney holds office of the additional director up to the

date of the ensuing annual general meeting and is eligible for appointment as a Director liable to retire by rotation.

The Company has received from (i) consent in writing to act as director from Inderpreet Sawhney to act as Director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (“Appointment Rules”), (ii) intimation in Form DIR-8 in terms of Appointment Rules to the effect that she is not disqualified under sub- section (2) of Section 164 of the Companies Act, 2013., and (iii) Notice of Interest in Companies in Form MBP – 1 pursuant to Section 184 (1) read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 confirming her eligibility for such reappointment

Further, brief profile of Inderpreet Sawhney, her expertise in specific functional areas, is furnished in the ‘Additional Information on Director seeking election at the Annual General Meeting’ forming part of this Notice.

None of the directors and Key Managerial Personnel or their relatives other than Inderpreet Sawhney to whom the resolution relates, are in any way interested or concerned in the proposed resolution as set out in Item No. 4 above.

The Board recommends the resolution set forth in Item no. 4 for approval of the members.

by order of the Board of Directors  
for Infosys BPM Limited

Sd/-

Bindu Raghavan  
*Company Secretary*

Bengaluru  
April 10, 2019

## Additional information on director seeking revision of remuneration/election at the ensuing Annual General Meeting



Anantharaman Radhakrishnan  
Managing Director and Chief Executive Officer

Anantha Radhakrishnan (Radha) (DIN – 07516278), aged 51 years, is the Chief Executive Officer and Managing Director of Infosys BPM.

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, 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 an Honors graduate in mechanical engineering from the 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 hold directorship and committee membership**

Directorship

None

**Chairperson/ Membership on Board committees**

None

**Shareholding in the Company**

Nil

**Last Drawn Remuneration:**

Refer Corporate Governance report

**Date of first appointment to the Board:**

May 17, 2016

**Number of Board meetings attended during the FY 2018-19:**

Refer Corporate Governance report



Inderpreet Sawhney  
Director

Inderpreet Sawhney (DIN – 07925783), aged 54 years is an Executive Vice President, the Group General Counsel and the Chief Compliance Officer of Infosys Limited. In this role she is responsible for overseeing the legal matters of the organization globally and execution of various compliance and ethics programs in the Company. She leads a team of more than 100 professionals in the legal and compliance function of the Company. She is a strategic business partner supporting the business with respect to the overall legal and regulatory regime.

In addition to being a member of the Board of Directors of Infosys BPM Limited, she is also a member on the Board of various subsidiaries of Infosys, such as Infosys Americas Inc and Edgeverve Systems Limited.

Inderpreet is a seasoned international professional with over 25 years of experience, including as a General Counsel of a large IT Service company, and as Managing Partner of a mid-sized law firm in Silicon Valley where her mandate included counsel on complex international transactions. She also serves on the National Advisory Council of SABANA (South Asian Bar Association of North America). Her past leadership positions include President SABANA, Board

Member of Pratham Bay Area, Foundation for Excellence and Indus Women Leaders.

In recognition for her work, Inderpreet has been awarded the 2018 Transformative Leaders Award from the GLL, 2010 Outstanding Mentorship Award – SABA Northern California, 2010 NASABA (North American South Asian Bar Association ) Cornerstone Award, and the 2013 NASABA Corporate Counsel Achievement Award and the 2006 Minority Bar Coalition Award. She is a frequent speaker at conferences globally.

Inderpreet has a BA (Hons.) and LL.B degree from Delhi University and an LL.M from Queen's University, Kingston, Canada.

**Nature of expertise in specific functional areas**

Legal Compliance and ethics

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

None

**Companies (other than Infosys Group) in which Inderpreet Sawhney holds directorship and committee membership**

Directorship

None

**Chairperson/ Membership on Board committees**

None

**Shareholding in the Company**

Nil

**Last Drawn Remuneration:**

Not applicable

**Date of first appointment to the Board:**

October 13, 2018

**Number of Board meetings attended during the FY 2018-19:**

Refer Corporate Governance report