

June 16, 2020

Dear Member,

You are cordially invited to attend the 18th Annual General Meeting of the members of Infosys BPM Limited (“the Company”) to be held on Thursday, July 9, 2020 at 5:00 p.m. IST through video conference and other audio visual means (VC).

The Notice of the meeting, containing the business to be transacted, is enclosed herewith.

Very truly,

Sd / -

Ravikumar Singiseti  
*Chairman of the Board*

*Enclosures:*

1. Notice to the 18th Annual General Meeting
2. Instructions for participation through VC

Note : Attendees who require technical assistance to access and participate in the meeting through VC are requested to contact the helpline number +91 80 41167775

## Notice of the 18th Annual General Meeting

Notice is hereby given that the 18th Annual General Meeting (AGM) of the Members of Infosys BPM Limited (the “Company”) will be held on Thursday, July 9, 2020 at 5:00 PM IST through video conference and other audio visual means(VC) 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, 2020 and the reports of the Board of Directors (“the Board”) and auditors thereon.

#### Item No. 2 - Appointment of Ravikumar Singiseti, as 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.

Members 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, Ravikumar Singiseti (DIN: 07534544), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.

### Special business

#### Item No. 3 - Appointment of Gopal Devanahalli as an independent director

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

RESOLVED THAT, Gopal Devanahalli (DIN:07105349), who was appointed as an additional and independent director pursuant to Section 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and that of the Board, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period of one year.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

#### Item No. 4 - Appointment of Michael Nelson Gibbs as an Independent Director

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

RESOLVED THAT, Michael Nelson Gibbs (DIN : 08177291), who was appointed as an additional and independent director pursuant to Section 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and that of the Board, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period of one year.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

#### Item No. 5 - Revision in terms of Remuneration of Anantharaman Radhakrishnan, Chief Executive Officer and Managing Director

To consider and if thought fit, to pass 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, 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 for the following revised terms of remuneration to Anantharaman Radhakrishnan, Chief Executive Officer and Managing Director of the Company, with effect from January 1, 2020:

- 1. Annual Fixed Salary:** Fixed salary of ₹17,394,948 less applicable tax to be paid in accordance with the Company’s rules and policies.
- 2. Variable pay:** Variable compensation of ₹10,969,800 less applicable tax 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 policies.
- 3. Stock compensation:**
  - a) 14,150 Restricted Stock Units (RSU)** under the 2015 Stock Incentive Compensation Plan (“2015 plan”) of Infosys Limited effective February 27, 2020. The RSU’s would vest over a period of four 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 parameters, as may be decided by the Nomination and Remuneration Committee/ Board of Infosys Limited;

- b) 15,000 Performance Stock units (PSU) under the Infosys Expanded Stock Ownership Program, 2019 (2019 Plan) of Infosys Limited effective February 27, 2020. PSUs are Restricted Stock Units that vest over a period of three years based on Infosys Limited's achievement of certain performance parameters as defined under the 2019 Plan. These performance parameters are (a) relative TSR against selected industry peers, (b) relative TSR against domestic and global indices and (c) operating lead performance metrics as may be decided by the Nomination and Remuneration Committee / the Board of Directors of Infosys Limited.
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, 2020, 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. 6 - To consider and approve the consolidation of equity shares of the Company

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

RESOLVED THAT, pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) ("Act"), read with Articles of Association of the Company, subject to such approval(s), consent(s), permission(s) and sanction(s) as may be required from jurisdictional National Company Law Tribunal ("NCLT") or any authority, consent of the members of the Company be and is hereby accorded to consolidate authorized, issued, subscribed and paid-up equity shares of the Company by increasing the face value of the equity shares from ₹ 10/- each to ₹ 10,000/- each such that every 1,000 equity shares with face value of ₹ 10/- each held by a member are consolidated and re-designated into 1 (one) equity share with face value of ₹ 10,000/-, provided that no member shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated and rounded off to the next integer and shall be held by a trustee appointed by the Board of Directors (herein after referred as "the Board" which term shall be deemed to include any Committee thereof) of the Company ("Trustee") who shall dispose the said shares and distribute the proceeds of the same in the same proportion of the fractional entitlement(s) held by members, at the price determined on the basis of the valuation report obtained from a registered valuer or, at a price of the equity share of the Company determined by a registered valuer, as on the date prior to the date of disposal of shares, whichever is higher.

RESOLVED FURTHER THAT, no member shall be entitled to a fraction of an equity share as a result of implementation of the aforesaid resolution for consolidation of equity shares and the Company shall not issue any certificate in respect of any fractional equity shares.

RESOLVED FURTHER THAT, the Trustee shall as soon as possible, dispose of the shares (upon consolidation of the fractional entitlements) to such person(s) as he may deem fit at his sole discretion, and the net sale proceeds from sale of whole equity shares after adjusting the cost and expenses in respect thereof.

RESOLVED FURTHER THAT, the existing share certificates held by the members of the Company, in physical form as on the date of registration of the order of the NCLT sanctioning this consolidation of the equity share capital of the Company with the jurisdictional Registrar of Companies, or such other date as may be fixed by the NCLT ("Effective Date"), be treated as cancelled and that fresh share certificates be issued for the fully paid up consolidated equity shares of the Company (including whole equity shares issued after consolidating fractional entitlements), to the members of the Company in lieu thereof, along with proportionate amount for the sale of fractional entitlements, if any.

RESOLVED FURTHER THAT, the members of the Company, who hold the existing equity shares of the Company in dematerialized form as on the Effective Date, their respective beneficiary accounts be credited with consolidated fully paid equity shares of the Company in lieu of the existing

equity shares of the Company and the proportionate amount for the sale of fractional entitlements, if any be distributed amongst such members.

RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, the Board or any person authorized by the Board be and is hereby authorized on behalf of the Company to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities, including making applications and/ or petitions, affidavits, reports and any such other documents that is required to be filed and/ or required during the NCLT process and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board of the Company to secure any further consent or approval of the Members of the Company.

### Item No. 7 - Alteration of capital clause of Memorandum of Association of the Company

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

RESOLVED THAT, pursuant to Section 13, Section 61 and other applicable provisions if any, of the Act and the rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be substituted by the following: "V - The Authorized share capital of the Company is ₹123,37,50,000/- (Rupees one hundred and twenty three crores thirty seven lakhs fifty thousand) consisting of 1,23,375 (One lakh twenty three thousand and three hundred seventy five) equity shares of ₹10,000/- (Rupees ten thousand) each, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being."

RESOLVED FURTHER THAT, the alteration to the Memorandum of Association as aforesaid shall take effect upon and simultaneous with sanction of consolidation of the existing issued, subscribed and paid-up equity shares of the Company into equity share of ₹10,000/- (Rupees ten thousand) each from ₹10/- (Rupees ten) each by the relevant authorities.

RESOLVED FURTHER THAT, the Board of Directors and Key Managerial Personnel of the Company be and is/are hereby severally / individually authorized carry out any correction or modification as may be directed by the relevant authorities and to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.

### Notes

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the circulars, the AGM of the Company is being held through VC.
2. 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.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
4. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. The Register of Directors and their shareholding, 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 available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cosecretarybpm@infosys.com](mailto:cosecretarybpm@infosys.com)
7. In compliance with Section 108 of the Act, the Company will provide the voting through show of hands at the meeting for each of the resolutions.
8. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
9. Where a poll on any item is required, the members are requested to cast their vote on resolutions only by sending mails through their registered email addresses on the designated email address of the Company - [cosecretarybpm@infosys.com](mailto:cosecretarybpm@infosys.com)
10. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker in advance by sending their request from their registered email address mentioning their name, at the Company's designated email address - [cosecretarybpm@infosys.com](mailto:cosecretarybpm@infosys.com), However, the members would also be given opportunity to express their views concurrently during the AGM without registering in advance.

11. Details of the VC are provided below;

Instructions to Join

Recommended browser: Google chrome

Meeting URL : <https://infosys.webex.com>

Meeting access code: 166 066 7734

Meeting Password: The password will be shared before the AGM

- Open URL on Google Chrome using the meeting access code provided above followed by the password.
- Kindly install one time Webex plugin to join the meeting by selecting “Join using browser” or “Run a temporary application”.
- Select your preferred audio option and turn on your video.
- You can click on “Join meeting” option to enter into meeting.

## Explanatory statement pursuant to Section 102 of the Act

### Item No. 3 - Appointment of Gopal Devanahalli as an independent director

The Board, based on the recommendation of nomination and remuneration committee has appointed Gopal Devanahalli as an additional and independent director of the Company effective July 10, 2019 pursuant to Section 161 of the Act. The Company has received from him, all statutory disclosures/ declarations including, (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, 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 Act. The Company has received a notice pursuant to section 160 of the Act from a member proposing his candidature as a director of the Company.

In the opinion of the Board, he fulfils all the conditions for independence specified under Section 149 of the Act, the Rules made thereunder. A copy of the draft letter of appointment of Gopal Devanahalli as an Independent Director setting out the terms and conditions is available for electronic inspection without any fee by the members.

The resolution seeks the approval of members for the appointment of Gopal Devanahalli as an Independent Director of the Company for a period of one year, pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the

date of the ensuing annual general meeting and shall be appointed as a director by the members. The Board appointed Gopal Devanahalli as an additional and independent director effective July 10, 2019 who holds office up to the ensuing AGM. Accordingly, his appointment is placed for members approval. In accordance with the General circular number 20/2020 issued by MCA, this item is considered as unavoidable and forms part of this Notice.

No director, key managerial personnel or their relatives except Gopal Devanahalli to whom the resolution relates, is interested in or concerned with the resolution in item No.3.

The Board recommends the resolution set forth in Item No.3 for approval of the members.

### Item No. 4 - Appointment of Michael Nelson Gibbs as an independent director

The Board, based on the recommendation of nomination and remuneration committee has appointed Michael Nelson Gibbs as an additional and independent director of the Company effective July 10, 2019 pursuant to Section 161 of the Act. The Company has received from him, all statutory disclosures/ declarations including, (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, 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 Act. The Company has received a notice pursuant to section 160 of the Act from a member proposing his candidature as a director of the Company.

In the opinion of the Board, he fulfils all the conditions for independence specified under Section 149 of the Act, the Rules made thereunder. A copy of the draft letter of appointment of Michael Gibbs as an Independent Director setting out the terms and conditions is available for electronic inspection without any fee by the members.

The resolution seeks the approval of members for the appointment of Michael Gibbs as an Independent Director of the Company for a period of one year, pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing annual general meeting and shall be appointed as a director by the members. The Board appointed Michael Gibbs as an additional and independent director effective July 10, 2019 who holds office up to the ensuing AGM. Accordingly, his appointment is placed for members approval. In accordance with the General circular

number 20/2020 issued by MCA, this item is considered as unavoidable and forms part of this Notice.

No director, key managerial personnel or their relatives except Michael Gibbs to whom the resolution relates, is interested in or concerned with the resolution in item No.4.

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

### Item No. 5 - Revision in Remuneration of Anantharaman Radhakrishnan, Chief Executive Officer and Managing Director

The Nomination and Remuneration Committee ('the Committee'), based on performance in market conditions and independent compensation benchmarks and from a corporate parity standpoint had reviewed and recommended the revised remuneration to Anantharaman Radhakrishnan, Chief Executive Officer and Managing Director of the Company. The Board, vide resolution dated March 31, 2020, 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, 2020.

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 electronic inspection without any fee by the members till the date of AGM. The revision in terms of the remuneration is subject to the approval of the members. Since this is the first shareholder meeting of the Company after the approval of the remuneration by the Board. in accordance with the General circular number 20/2020 issued by MCA, this item is considered as unavoidable and forms part of this Notice.

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.

### Item No. 6 - To consider and approve the consolidation of equity shares of the Company

The Company (formerly known as Infosys BPO Limited) was incorporated as Progeon Limited on April 3, 2002, with 74:26 joint venture between Infosys Technologies Limited (currently known as Infosys Limited) and Citibank Investments to provide business process management services to organizations that outsource their business processes.

There have been several changes in the issued, subscribed and paid up share capital of the Company from the year 2002 to 2007 and currently Infosys Limited holds 99.99% equity shareholding in the Company and remaining 0.01% equity shareholding of the Company is held by other 18 individual

members who are majorly former employees of the Company or Infosys Limited.

The present shareholding pattern of the Company is as follows:

Sl. No	Name of the members	No. of equity shares of ₹ 10/- each	Percentage
1	Infosys Limited	3,38,23,444	99.99
2	Other 18 members	4,307	0.01
Total		3,38,27,751	100

Majority of the members of the Company hold miniscule quantum of the equity shares of the Company ranging from 1 to 750 equity shares, which they have acquired under an employee stock option plan of the Company. Considering the nature, scale and size of the business activities of the Company, there are no commensurate benefits as compared to the servicing, compliance and administration costs incurred for such fragmented members.

Unlike in case of a Listed Company, the shares of an unlisted company are not freely marketable. Therefore, it is difficult for members to liquidate their investment when required and there is no easy exit. Though, the Company has been receiving requests frequently from some of its members to provide them with an exit route, until now, due to the small holding, it has not been possible for the Company to consider such individual requests. To cater to all such requests, it is proposed to consolidate the share capital of the Company to provide an opportunity of exit and better realization of value.

Therefore, with a view to provide an exit opportunity to the members of the Company and for better management and compliance purpose, considering the overall interest of the Company and all its stakeholders, it is considered expedient to and accordingly proposed to consolidate the share capital of the Company as provided under Section 61(1)(b) of the Act and Rules made thereunder.

Accordingly, subject to approval of members and receipt of other regulatory approvals, the Board of Directors at its meeting held on January 8, 2020 considered and approved the consolidation of equity share capital and consequent disposal of the said shares and distribute the proceeds of the same in the same proportion of the fractional entitlement(s) held by members, at a price to be determined on the basis of the valuation report obtained from a registered valuer.

The fractional entitlement, arising out of the consolidation of share capital, will be consolidated into a whole number and thereafter such whole number of shares shall be sold by the trustee at a price of ₹ 3,007 per equity share, determined on the basis of the valuation report dated March 17, 2020 of an Independent Chartered Accountant and Registered Valuer ("Valuation Report 1").

However, taking into consideration the time that could be involved from the date of Valuation Report 1 until the Effective Date, the Board of the Company would seek an additional valuation report from the said valuer determining the fair value of the equity share of the Company as on the Effective Date ("Valuation Report 2"). The members of the Company entitled to receive the fractional shares will be paid a fair value price per equity share of the Company for their

fractional entitlements, in accordance with the Valuation Report 1 or Valuation Report 2, whichever is higher. The aforesaid consolidation of the equity share capital of the Company shall take effect from the Effective Date.

The aforesaid Valuation Report 1 is available for electronic inspection without any fee by the members. Accordingly, the board approved, subject to the approval of shareholders and other regulatory authorities.

The consolidation of share capital will not be prejudicial to the creditors of the Company whose interests will not be affected, since the proposed consolidation of share capital does not involve either decrease in capital or diminution of liability in respect of unpaid share capital or reduction in liability of creditors or any payment against the share capital by the Company to any member.

The consolidation of capital will also have no adverse effect on the Company's ability to honor its commitments or pay its debts/ creditors in the ordinary course of business.

The said resolution is subject to the approval of member's and the National Company Law Tribunal. Since this is the first shareholder meeting of the Company after the approval of the consolidation by the Board, in accordance with the General Circular number 20/2020 issued by MCA, this item is considered as unavoidable and forms part of this Notice.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution in item No. 6 except to the extent of their shareholding.

#### **Item No. 7 - Alteration of capital clause of Memorandum of Association of the Company**

In order to facilitate and as a consequence of proposed consolidation of equity shares and to conform to the requirements of the Act, Clause V of the Memorandum of

Association of the Company needs to be amended to reflect the change in the nominal value of shares.

As per section 13 of the Act, the alteration of Memorandum of Association of the Company requires the approval of members and accordingly the resolution seeks such approval of members for the alteration in the capital clause of the Memorandum to the effect that the share capital shall consist of equity shares of ₹10,000 each in place of equity shares of ₹10 each.

Upon approval of the members of the Company for consolidation of equity shares, the equity shares of the Company that are held in physical form, the old share certificates of face value of ₹10/- each will be cancelled on the Effective Date and the new share certificates of face value ₹10,000/- each will be sent to the members. In case where the equity shares of the Company are held in dematerialized form, the consolidated shares of face value ₹10,000/- each will be directly credited to the members' demat account on the Effective Date in lieu of the existing equity shares of the Company of face value ₹10/- each held by them, and the old equity shares of the Company of face value ₹10/- each shall be debited from the members' demat account

As a consequence of the proposed consolidation, Clause V of the Memorandum of Association of the Company needs to be amended to reflect the change in the nominal value of shares. In accordance with the General Circular number 20/2020 issued by MCA, this item is considered as unavoidable and forms part of this Notice.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in this Resolution in Item No. 7 except to the extent of their shareholding.

The Board recommends the passing of the resolution as set out in Item No. 7 of the Notice.

Additional information on director recommended for appointment / re-appointment/ revision of remuneration as required under the applicable Secretarial Standards



Ravikumar Singiseti

Ravikumar Singiseti is a President and the Deputy Chief Operating Officer at Infosys. In this role, he leads the Infosys global delivery organization across all global industry segments, driving digital transformation services, application development and maintenance; independent validation services, engineering services, emerging technology solutions, business intelligence & analytics, cloud & infrastructure, and enterprise package applications service lines. In addition, Ravi is championing and leading the U.S & Europe talent model for Infosys to drive the creation of new Innovation and Technology Hubs by collaborating with clients, local state governments and academic ecosystems. Currently he serves as Chairman of Infosys BPM Limited, Simplus, Fluidio Oy, HIPUS Co., Ltd and WongDoody Holding Company Inc. In addition, he is also director on the boards of Infosys Canada Public Service INC, Infosys Nova Holdings LLC, Infosys Public Services Inc, Brilliant Basics Limited, Brilliant Basics Holdings Limited and Infosys Consulting Holding AG – subsidiaries of Infosys Limited.

Ravi's responsibilities include managing the alliances organization and the partner ecosystems at Infosys. He is chairperson of the Infosys Foundation, USA focused on K12 Schools in the US. Ravi started his career as a nuclear scientist at the Bhabha Atomic Research Center.

Ravi has over 18 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. He is a part of the Skills Consortium of the World Economic Forum (WEF), Chair of the IT & BPS Workforce Committee for the Connecticut State, Member of the Young Presidents Organization (YPO)-Manhattan Chapter, and many other industry forums.

Ravi has a master's degree in business administration from Xavier Institute of Management, Bhubaneswar, India.

Age: 48 years

Qualifications: Master's degree in business administration from Xavier Institute of Management, Bhubaneswar, India.

Experience: 18 years

Details of remuneration to be paid: Ravikumar Singiseti., President & Deputy COO, does not receive any remuneration from Infosys BPM Limited. He receives remuneration from Infosys Limited

Date of first appointment on Board: June 2, 2016

Number of Board meetings attended: Please refer Corporate Governance Report

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 S. holds directorship and committee membership

Directorship: None

Chairperson/ Membership on Board committees: None

Shareholding in the Company: Nil





Gopal Devanahalli

Gopal has over 28 years of professional services experience. He is currently the CEO of Manipal Education Americas since Aug 2019. Earlier he was CEO of MeritTrac Services, a leading assessments Company, which is a part of Manipal Global Education. Earlier he was with Manipal Health Enterprises, where he was responsible for operating the various hospital units and incubating new growth engines which included Digital based Healthcare Delivery. He has been with the Manipal Group since April 2014. Prior to Manipal, he has spent over 15 years at Infosys and 7 years in Kotak. At Infosys, he has played various roles ranging from managing a business, developing corporate strategy as well as business development. His last role at Infosys was Vice President, Products & Platforms. Gopal has an Engineering Degree in Computer Science, from BITS, Pilani and a PGDM from IIM, Calcutta.

Age: 51 years

Qualifications: Engineering Degree in Computer Science, from BITS, Pilani and a PGDM from IIM, Calcutta.

Experience: 28 years

Key terms and conditions of re-appointment/appointment: As per the resolution at Item No. 3 of this Notice read with the explanatory statement thereto.

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended: Please refer Corporate Governance Report

Nature of expertise in specific functional areas: Strategy, Offshoring, Business Operations, Digital

Disclosure of inter-se relationships between directors and key managerial personnel: None

Companies (other than Infosys Group) in which Gopal Devanahalli holds directorship and committee membership

Directorship: Manipal Education Americas LLC

Chairperson/ Membership on Board committees: None

Shareholding in the Company: Nil



Michael Nelson Gibbs

Michael Gibbs is an Independent Director of Infosys Limited. He is the former Group CIO for BP, PLC having responsibility for setting and implementing BP's IT strategy and providing computing and telecommunications technology services worldwide.

As CIO, Michael led a transformation of the IT function at BP, reorganizing the function and operating model. He led improvements in Cyber Security and the application of emerging digital technologies including plans for a migration of legacy data centers to the cloud.

Michael served as CIO for various businesses including Conoco Refining & Marketing, Europe and Asia, based in London and ConocoPhillips Supply and Trading, Corporate Functions and Global Downstream, based in Houston. In 2008, Michael returned to London joining BP as VP/CIO, Refining & Marketing, before becoming Group CIO in 2013. Currently, Michael does occasional business consulting and speaking. He has chaired several church and mission's boards and currently serves as Vice-Chair of "A Child's Hope – Haiti" serving the orphans of Haiti.

Michael graduated summa cum laude from Oklahoma State University with a degree in Management Science. He completed the Executive Management Program at Penn State University in 1997 and the Concours/Cash CIO Leadership Program in 2004. In 2015 he was named to CIO magazine's list of the most influential Global CIOs and ranked as I-CIO's 2nd most powerful IT executive in Europe.

Age: 62 years

Qualifications: Graduated summa cum laude from Oklahoma State University with a degree in Management Science. He completed the Executive Management Program at Penn State University in 1997 and the Concours/Cash CIO Leadership Program in 2004.

Experience: 18 years

Key terms and conditions of re-appointment/appointment: As per the resolution at Item No. 4 of this Notice read with the explanatory statement thereto.

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended: Please refer Corporate Governance Report

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 Michael Gibbs holds directorship and committee membership

Directorship: None

Chairperson/ Membership on Board committees: None

Shareholding in the Company: Nil



Anantharaman Radhakrishnan

Anantha Radhakrishnan (Radha) 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).

**Age:** 52 years

**Qualifications:** 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)

**Experience:** 20 years

**Key terms and conditions of re-appointment/appointment:** As per the resolution at Item No.5 of this Notice read with the explanatory statement thereto.

**Date of first appointment on Board, last drawn remuneration and number of Board meetings attended:** Please refer Corporate Governance Report

**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