

June 14, 2021

Dear Member,

You are cordially invited to attend the 19th Annual General Meeting of the members of Infosys BPM Limited (“the Company”) to be held on Wednesday, July 7, 2021 at 5:00 p.m. IST through video conference and other audiovisual means (VC).

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

Very truly yours,

Sd/-

Ravikumar S.
Chairman

Enclosures:

1. Notice to the 19th 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

INFOSYS BPM LIMITED
CIN : U72200KA2002PLC030310
Electronics City, Hosur Road
Bengaluru 560100, India
T : 91 80 2858 2405
F : 91 80 2852 2411
cosecretarybpm@infosys.com
www.infosysbpm.com

Notice of the 19th Annual General Meeting

Notice is hereby given that the Nineteenth Annual General Meeting (AGM) of the Members of Infosys BPM Limited (“the Company”) will be held on Wednesday, July 7, 2021 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, 2021 and the reports of the Board of Directors (“the Board”) and auditors thereon.

Item no. 2 – Declaration of dividend

To declare a final dividend of ₹175 per equity share for the year ended March 31, 2021.

Item No. 3 – Appointment of Inderpreet Sawhney, as director liable to retire by rotation

To appoint a Director in place of Inderpreet Sawhney (DIN: 07925783), who retires by rotation and, being eligible, seeks reappointment.

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, Inderpreet Sawhney (DIN: 07925783), who retires by rotation, be and is hereby reappointed as a director liable to retire by rotation.

Special business

Item No.4 – Reappointment of Anantharaman Radhakrishnan as 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 Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re enactment(s) thereof, for the time being in force), and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for reappointment of Anantharaman Radhakrishnan (DIN: 07516278) as the Chief Executive Officer and Managing Director, a Key Managerial Personnel of the Company for a further period of five (5) years with effect from May 16, 2021 on the existing terms and conditions and the remuneration as hereunder:

1. **Fixed gross salary per annum** – Gross salary per annum of ₹ 17,394,948 and total gross salary per annum inclusive of performance bonus (at an indicative payment of 100%) will be ₹ 28,364,748

2. **Performance bonus / Variable pay** –The performance bonus of ₹ 10,969,800 to be paid on achievement of targets and in accordance with the Company’s rules and policies.
3. **Superannuation** – Eligible for a Superannuation / Superannuation allowance which is calculated at 15% of the sum of basic salary and fixed dearness allowance. Out of this amount, a maximum amount of ₹ 8,333 per month will be contributed to the superannuation fund of the Company; the balance amount shall be paid to as a part of the monthly salary.
4. **Stock compensation** - Subject to the approval of the Board or the nomination and remuneration committee of the Company, Anantharaman Radhakrishnan may, from time to time be granted equity-based compensation awards in respect of the shares of the common stock of parent company, Infosys Limited pursuant to the parent company’s stock incentive compensation plans. Such equity-based awards will be subject to the terms and conditions of the Plan in force from time to time and the applicable award agreement.
5. **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.
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, 2021, during the tenure of Anantharaman Radhakrishnan as Chief Executive Officer and Managing Director, 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, or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

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 of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment and / or components of remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) there-of, for the time being in force).

Item No. 5 – Reappointment of Michael Gibbs as an independent director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 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, Michael Gibbs (DIN: 08177291) who holds office as an independent director up to July 8, 2021 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term with effect from July 9, 2021 up to the date of the 20th annual general meeting.

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. 6 – Reappointment of Gopal Devanahalli as an independent director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 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, Gopal Devanahalli (DIN: 07105349), who holds office as an independent director up to July 8, 2021 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term with effect from July 9, 2021 up to the date of the 20th annual general meeting.

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. 7 – Appointment of Martha King as a Director

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

RESOLVED THAT pursuant to the provisions of Sections 152 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, Martha King (DIN: 09166670) who was appointed as an additional director of the Company effective May 11, 2021 and who holds office up to the date of the annual general meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013

proposing her candidature, 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 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/-

Bindu Raghavan
Company Secretary

June 14, 2021

Bengaluru

Notes

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 and 02/2021 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.
7. In compliance with Section 107 of the Act, the Company will provide the voting through show of hands at the meeting for each of the resolutions.
8. Members are requested to address all correspondence, including dividend-related matters, to RTA, KFin Technologies Private Limited, Unit: Infosys Limited,

Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500032.

9. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at cosecretarybpm@infosys.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF rules.
10. 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.
11. 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 at cosecretarybpm@infosys.com

12. Details of the VC are provided below:

Instructions to join

Recommended browser: Google chrome

Meeting access code: 1847 53 8215

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

Meeting password: The password will be shared before the AGM

- Open the 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

Item No. 4 – Reappointment of Anantharaman Radhakrishnan as Chief Executive Officer and Managing Director

The members of the Company have approved the appointment of Anantharaman Radhakrishnan as the Chief Executive Officer and Managing Director (CEO & MD) for a period of five years effective May 17, 2016. His first term of appointment completed on May 16, 2021.

Anantharaman Radhakrishnan 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. Under his able leadership as the CEO & MD, implemented a client-facing but employee-friendly strategy to turn around BPM from negative growth and revenue of 554 M\$ in fiscal 2016 to more than double the growth (approx. 1,129 M\$) and also be one of the fastest growing service lines within Infosys in fiscal 2021. During fiscal 2020, the

Company achieved a milestone of a Billion US \$ in revenue and successfully navigated through the pandemic with record accolades from clients.

Considering his performance and contribution to the growth of the Company, the Board of Directors of the Company at their meeting held on April 12, 2021, on the recommendation of the nomination and remuneration committee and subject to the approval of the members of the Company have reappointed Anantharaman Radhakrishnan as the CEO & MD of the Company for a further period of five years from May 16, 2021 to May 15, 2026, on such remuneration as set out in the resolution and the agreement of appointment of Managing Director entered into with him.

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") and (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.

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.

In compliance with the general circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

No director, key managerial personnel or their relatives except Anantharaman Radhakrishnan, 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 the approval of members.

Item No. 5 – Reappointment of Michael Nelson Gibbs as an independent director

Michael Gibbs was appointed as an independent director of the Company pursuant to Section 149 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the members in the AGM held on July 9, 2021, to hold office up to July 8, 2021. He is due for retirement from the first term as an independent director on July 8, 2021. The Board, after taking into account the performance evaluation of Michael Gibbs and considering his knowledge, acumen, expertise, experience and substantial contribution, has recommended to the Board his reappointment for a second term. Based on the recommendation of the nomination and remuneration committee, the Board has recommended the reappointment of Michael Gibbs as independent director, not liable to retire by rotation, for a second term with effect from July 9, 2021, up to the date of the 20th annual general meeting.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Company.

Michael Gibbs fulfills the requirements of an independent director as laid down under Section 149(6) of the Companies

Act, 2013. The Company has received all statutory disclosures / declarations from Michael Gibbs 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 Companies Act, 2013. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to propose Michael Gibbs candidature for the office of Independent Director.

In the opinion of the Board, and based on its evaluation, Michael Gibbs fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for his reappointment as an independent director of the Company and he is independent of the management of the Company. A copy of the draft letter for the reappointment of Michael Gibbs 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 reappointment of Michael Gibbs as an independent director of the Company up to the date of the 20th annual general meeting. 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 his office shall not be liable to retire by rotation.

In compliance with the general circular number 20/2020 issued by the MCA, this item is considered 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. 5.

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

Item No. 5 – Reappointment of Gopal Devanahalli as an independent director

Gopal Devanahalli was appointed as an independent director of the Company pursuant to Section 149 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the members in the AGM held on July 9, 2021, to hold office up to July 8, 2021. He is due for retirement from the first term as an independent director on July 8, 2021. The Board, after taking into account the performance evaluation of Gopal Devanahalli and considering his knowledge, acumen, expertise, experience and substantial contribution, has recommended to the Board his reappointment for a second term. Based on the recommendation of the nomination and remuneration committee, the Board has recommended the reappointment of Gopal Devanahalli as independent director, not liable to retire by rotation, for a second term with effect from July 9, 2021, up to the date of the 20th annual general meeting.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of

a Company but shall be eligible for reappointment on passing of a special resolution by the Company.

Gopal Devanahalli fulfills the requirements of an independent director as laid down under Section 149(6) of the Companies Act, 2013. The Company has received all statutory disclosures / declarations from Gopal Devanahalli 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 Companies Act, 2013. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to propose Gopal Devanahalli candidature for the office of Independent Director.

In the opinion of the Board, and based on its evaluation, Gopal Devanahalli fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for his reappointment as an independent director of the Company and he is independent of the management of the Company. A copy of the draft letter for the reappointment of Gopal Devanahalli 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 reappointment of Gopal Devanahalli as an independent director of the Company up to the date of the 20th annual general meeting.

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 his office shall not be liable to retire by rotation.

In compliance with the general circular number 20/2020 issued by the MCA, this item is considered 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. 6.

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

Item No. 7 – Appointment of Martha King as a Director

Martha King was appointed as an additional director of the Company with effect from May 11, 2021 by the Board of Directors of the Company on the recommendation of the nomination and remuneration committee. In terms of Section 161(1) of the Act, Martha King holds office only up to the date of the forthcoming Annual General Meeting. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, proposing Martha King's candidature for the office of a Director in the Company.

The Company has received all statutory disclosures / declarations from Martha King (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”) and (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to propose Martha King’s candidature for the office of Director. In compliance with the general circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

No director, key managerial personnel or their relatives except Martha King, to whom the resolution relates, is interested in or concerned with the resolution in Item no. 7.

The Board recommends the resolution set forth in Item no. 7 for the approval of members.

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



Inderpreet Sawhney

Inderpreet Sawhney is the Group General Counsel and the Chief Compliance Officer of Infosys. In this role she leads the legal and compliance function of the Company. She is a strategic business partner supporting the business in legal and regulatory matters and ensuring the implementation of the compliance and ethics program of the Company in line with Infosys’ core C-LIFE values. 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). She is a frequent speaker at international conferences. Inderpreet has a BA (Hons.) and LL.B degree from Delhi University and an LL.M from Queen’s University, Kingston, Canada

Age: 56 years

Nature of expertise in specific functional areas: Legal Compliance and ethics

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

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

Shareholding in the Company: Nil

Remuneration proposed to be paid: Nil

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended: Inderpreet was first appointed to the Board on October 13, 2018. The details of number of meetings attended are provided in the Corporate governance report section of the Annual Report.



Anantharaman Radhakrishnan

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

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: 53 years

Nature of expertise in specific functional areas: Information Technology Services and Business Management

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

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

Shareholding in the Company: Nil

Remuneration proposed to be paid: The details of remuneration paid during fiscal 2021 is available in the Corporate governance report section of the Annual Report.

Key terms and conditions of reappointment: As per the resolution at Item no. 4 of this Notice, read with the explanatory statement thereto.



Michael Nelson Gibbs

Michael Gibbs is an Independent Director of Infosys Limited. Michael Gibbs is the former Group CIO for BP, PLC who held the responsibility of setting up 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 cybersecurity 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 and 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 and Marketing, before becoming Group CIO in 2013.

Currently, Michael does occasional business consulting and speaking. He has chaired several church and missions 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 second most powerful IT executive in Europe.

Age: 63 years

Nature of expertise in specific functional areas: Information Technology Services and Business Management

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

Companies (other than Infosys Group) in which Michael Gibbs holds directorship and committee membership: - Nil

Shareholding in the Company: Nil

Remuneration proposed to be paid: The shareholders of the Company at their 13th AGM held on July 31, 2015 have approved a sum not exceeding 1% of the net profit of the Company per annum, calculated as per Section 198 of the Companies Act, 2013, to be paid the non-executive independent directors of the Company in the manner decided by the Board.

Key terms and conditions of reappointment: 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: Michael Gibbs was first appointed to the Board on July 10, 2019. The details of remuneration drawn, and number of meetings attended are provided in the Corporate governance report section of the Annual Report.



Gopal Devanahalli

Gopal has over 29 years of professional services experience. Since July 2019, he is the CEO of Manipal Education Americas. Prior to that, he was the CEO of MeritTrac Services, a leading assessments company. MeritTrac is part of Manipal Global Education (Manipal). Gopal was also responsible for all digital initiatives for Manipal. Earlier, he was the COO of 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, a leading technology company and seven years in Kotak Mahindra Finance. At Infosys, Gopal has played various roles ranging from managing a business, developing corporate strategy as well as business development. His last role there was as Vice President, Products and Platforms.

Gopal has an Engineering Degree in Computer Science, from BITS, Pilani and a PGDM from IIM, Kolkata.

Age: 53 years

Nature of expertise in specific functional areas: Information Technology Services, Healthcare, Learning

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

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

Directorship/Manager: Manipal Education Americas LLC

Shareholding in the Company: Nil

Remuneration proposed to be paid: The shareholders of the Company at their 13th AGM held on July 31, 2015 have approved a sum not exceeding 1% of the net profit of the Company per annum, calculated as per Section 198 of the Companies Act, 2013, to be paid the non-executive independent directors of the Company in the manner decided by the Board.

Key terms and conditions of reappointment: As per the resolution at Item no. 6 of this Notice, read with the explanatory statement thereto.

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended: Gopal Devanahalli was first appointed to the Board on July 10, 2019. The details of remuneration drawn, and number of meetings attended are provided in the Corporate governance report section of the Annual Report.



Martha King

Martha King is the Chief Client Officer at Infosys, as well as the Executive Vice President and head of Infosys' Retirement Services Center of Excellence. She is responsible for navigating the next client-centric technology frontier in the financial services industry in order to enable better outcomes for millions of retirement savers. At the Retirement Services Center of Excellence, the current focus is on revolutionizing the retirement plan experience by developing the industry's first cloud-native recordkeeping system, delivering greater insights and unprecedented personalization to plan sponsors and retirement savers, and maintaining an unwavering commitment to world-class client service.

Core to the Retirement Services Center of Excellence is a strategic relationship between Infosys and Vanguard, where Martha King most recently served as the Managing Director of the firm's institutional investor group, which serves nearly five million participants and 1,500 sponsors – all of whom will benefit from this relationship. Prior to that, she served as the Managing Director and founder of Vanguard's financial advisor services division, which now oversees more than \$2 trillion in assets.

Martha King joined Vanguard in 1985 and earned a B.S. from Bloomsburg University of Pennsylvania. She has completed the Advanced Management Program at the Wharton School of the University of Pennsylvania.

Age: 57 years

Nature of expertise in specific functional areas:
Information Technology Services

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

Companies (other than Infosys Group) in which Martha King holds directorship and committee membership: Nil

Shareholding in the Company: Nil

Remuneration proposed to be paid: Nil

Key terms and conditions of appointment: As per the resolution at Item no. 7 of this Notice, read with the explanatory statement thereto.