

July 21, 2022

Dear Member,

You are cordially invited to attend the 20th Annual General Meeting of the members of Infosys BPM Limited ("the Company") to be held on August 16, 2022 at 5:30 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 yours,

Sd/-

Ravikumar S.
Chairman

Enclosures:

1. Notice to the 20th 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

(Formerly Known as Infosys BPO Limited)

CIN: U72200KA2002PLC030310

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Bengaluru - 560 100, India

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Notice of 20th Annual General Meeting

Notice is hereby given that the twentieth Annual General Meeting (AGM) of the Members of Infosys BPM Limited ("the Company") will be held on Tuesday, August 16, 2022 at 5:30 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, 2022 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 ₹ 205,000 per equity share for the year ended March 31, 2022.

Item No. 3 – Appointment of Anantharaman Radhakrishnan, 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 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, Anantharaman Radhakrishnan (DIN: 07516278), who retires by rotation, be and is hereby reappointed as a director liable to retire by rotation.

Item No. 4 – Reappointment of Deloitte Haskins & Sells LLP, Chartered Accountants as the statutory auditors of the Company

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

"RESOLVED THAT pursuant to Sections 139, 141, 142, and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof), and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, Deloitte Haskins & Sells LLP Chartered Accountants (Firm registration number: 117366 W/W 100018) ('Deloitte') be, and are hereby reappointed as statutory auditors of the Company for a second term of five

consecutive years, who shall hold office from the conclusion of this 20th AGM till the conclusion of the 25th AGM of the Company to be held in the year 2027, at such remuneration as may be determined by the Board of Directors of the Company (including its Committee thereof)."

*By order of
the Board of Directors
For Infosys BPM Limited*

Sd/-

Bindu Raghavan
Company Secretary

July 21, 2022
Bengaluru

Notes

1. Pursuant to the General Circular numbers 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively 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. 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.
3. 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.
4. 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").
5. 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.
6. 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.

7. 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.
8. Details of the VC are provided below:
 - Instructions to join
 - Recommended browser: Google chrome
 - Meeting access code: 2517 253 5020
 - URL: <https://infosys.webex.com>
 - Meeting password: The password will be shared before the AGM

Explanatory statement

Item no. 4 – Reappointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as statutory auditors of the Company

Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number 117366W/W-100018), (hereinafter referred to as Deloitte) were appointed as statutory auditors of the Company at the 15th AGM held on June 24, 2017 to hold office from the conclusion of the said meeting till the conclusion of the 20th AGM to be held in the year 2022. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years. Deloitte is eligible for reappointment for a further period of five years. Based on the recommendations of the audit committee, the Board of Directors, at its meeting held on April 11, 2022, approved the reappointment of Deloitte as the statutory auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the ensuing AGM until the conclusion of the 25th AGM to be held in the year 2027. The reappointment is subject to approval of the shareholders of the Company.

The Board of Directors, in consultation with the audit committee, may fix the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Considering the evaluation of the past performance, experience and expertise of Deloitte and based on the recommendation of the audit committee, it is proposed to appoint Deloitte as statutory auditors of the Company for a second term of five consecutive years till the conclusion of the 25th AGM of the Company in terms of the aforesaid provisions. Apart from the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms.

Brief profile of Deloitte

Deloitte Haskins & Sells was constituted in 1997 and was converted to a Limited Liability Partnership, Deloitte Haskins & Sells LLP (“DHS LLP” or “Firm”), in November 2013. DHS LLP is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). The Firm has around 4000 professionals and staff. DHS LLP has offices in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur and Goa. The registered office of the Firm is One International Center, Tower 3, 27th to 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400013, Maharashtra, India. The Firm has been engaged in statutory audits of some of the large companies in the technology sector.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

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

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



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: 54 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 holds directorship and committee membership Directorship: Nil

Shareholding in the Company: Nil

Remuneration proposed to be paid: The details of remuneration paid during fiscal 2022 is available in the Corporate governance report section of the Annual Report.

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended: Radha was first appointed to the Board on May 16, 2017. The details of number of meetings attended are provided in the Corporate governance report section of the Annual Report.

Safe Harbor

This Annual Report contains 'forward-looking statements' within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance and are based on our current expectations, assumptions, estimates and projections about the Company, our industry, economic conditions in the markets in which we operate, and certain other matters. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'will', 'project', 'seek', 'should' and similar expressions. Those statements include, among other things, risks and uncertainties regarding COVID-19 and the effects of government and other measures seeking to contain its spread, the discussions of our business strategy, including the localization of our workforce and investments to reskill our employees and expectations concerning our market position, future operations, margins, profitability, liquidity, capital resources, global increase in wages including India and the US, change in the Indian regulations governing wages, restrictions on immigration in the US, and corporate actions.

These statements are subject to known and unknown risks, uncertainties and other factors, which may cause actual results or outcomes to differ materially from those implied by the forward-looking statements. Important factors that may cause actual results or outcomes to differ from those implied by the forward-looking statements include, but are not limited to, those discussed in the "Outlook, risks and concerns" section in this Annual Report, and are discussed in more detail in our Form 20-F filed with the US Securities and Exchange Commission. In the light of these and other uncertainties, you should not conclude that the results or outcomes referred to in any of the forward-looking statements will be achieved. All forward-looking statements included in this Annual Report are based on information and estimates available to us on the date hereof, and we do not undertake any obligation to update these forward-looking statements unless required to do so by law.

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