

May 30, 2025

Dear Member,

You are cordially invited to attend the 44<sup>th</sup> Annual General Meeting (AGM) of the members of Infosys Limited ("the Company") to be held on Wednesday, June 25, 2025 at 4:00 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. As per Section 108 of the Companies Act, 2013 ("the Act"), read with the related rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations"), the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

Very truly yours,

Sd/-

**Nandan M. Nilekani**  
Chairman

*Enclosures:*

1. Notice of the 44<sup>th</sup> Annual General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

Note: Attendees who require technical assistance to access and participate in the meeting through VC are requested to contact either of these helpline numbers:  
+91 80 4156 5555 / +91 80 4156 5777

INFOSYS LIMITED  
CIN: L85110KA1981PLC013115  
Electronics City, Hosur Road  
Bengaluru 560 100, India  
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[investors@infosys.com](mailto:investors@infosys.com)  
[www.infosys.com](http://www.infosys.com)

# Notice of the 44<sup>th</sup> Annual General Meeting

Notice is hereby given that the 44<sup>th</sup> Annual General Meeting (AGM) of the members of Infosys Limited ("the Company") will be held on Wednesday, June 25, 2025, at 4:00 p.m. IST through video conference / 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, 2025 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 ₹22/- per equity share for the financial year ended March 31, 2025.

### Item no. 3 – Appointment of Salil Parekh as a director, liable to retire by rotation

To appoint a director in place of Salil Parekh (DIN: 01876159), who retires by rotation and being eligible, seeks reappointment.

**Explanation:** Based on the terms of appointment, executive directors, non-executive and non-independent chairman are subject to retirement by rotation. Salil Parekh, Chief Executive Officer and Managing Director, who was reappointed on June 28, 2023 and will serve as a Chief Executive Officer and Managing Director up to March 31, 2027 and whose office is liable to retire at the ensuing AGM, being eligible, seeks reappointment. Based on performance evaluation and recommendation of the Nomination and Remuneration Committee, The Board recommends his reappointment.

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

**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Salil Parekh (DIN: 01876159) as a director up to March 31, 2027, who is liable to retire by rotation.

## Special business

### Item No. 4 – Material related party transactions of Infosys Limited and its subsidiaries with Stater N.V

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

**RESOLVED THAT** pursuant to and in accordance with: (i) Provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the LODR Regulations"); (ii) Applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof ("the Act") and the rules framed thereunder; (iii) Policy on related party transactions of the Company; and (iv) Approval of the Audit Committee and recommendation of the Board of Directors, the approval of the Members of the Company be and is hereby accorded to the Company and specific subsidiaries of the Company (as listed in the explanatory statement to this resolution) to enter into and / or continue related party contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with Stater N.V., a majority-owned subsidiary of the Company, which qualifies as a related party transaction within the meaning of Regulation 2(1)(zc) of the LODR Regulations, in the course of purchase / sale of services, purchase / sale of shared services, loans, equity infusion and merger on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be agreed by the Company and specific subsidiary with Stater N.V., such that during the financial year ending on March 31, 2026, the maximum value of the transactions of the Company and each specific subsidiary of the Company with Stater N.V. does not exceed the value as specified in the explanatory statement and the aggregate value of all such transactions with Stater N.V. does not exceed ₹2,975 crore or 1.83% of the annual consolidated turnover, provided that the said transactions shall be at arm's length basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution(s) / transaction(s) and / or enter into and / or carry out new contract(s) / arrangement(s) / transaction(s), whether by way of an individual transaction or transactions taken together as a series of transactions or otherwise) of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

## Item no. 5 – Material related party transactions of Infosys Limited and its subsidiaries with Stater Nederland B.V.

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

**RESOLVED THAT** pursuant to and in accordance with: (i) Provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“the LODR Regulations”); (ii) Applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof (“the Act”) and the rules framed thereunder; (iii) Policy on Related Party Transactions of the Company; and (iv) Approval of the Audit Committee and recommendation of the Board of Directors, approval of the members of the Company be and is hereby accorded to the Company and the specific subsidiaries of the Company (as listed in the explanatory statement to this resolution) to enter into and / or continue related party contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with Stater Nederland B.V., a majority-owned subsidiary of the Company, which qualifies as a related party transaction within the meaning of Regulation 2(1)(zc) of the LODR Regulations, in the course of purchase / sale of services, purchase / sale of shared services and parental guarantee on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be agreed by the Company and specific subsidiary with Stater Nederland B.V., such that during the financial year ending on March 31, 2026, the maximum value of the transactions of the Company and each specific subsidiary of the Company with Stater Nederland B.V. does not exceed the value as specified in the explanatory statement and the aggregate value of all such transactions of the Company and its subsidiaries with Stater Nederland B.V. does not exceed ₹2,670 crore or 1.64% of the annual consolidated turnover, provided that the said transactions shall be at arm’s length basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution(s) / transaction(s) and / or enter into and / or carry out new contract(s) / arrangement(s) / transaction(s), whether by way of an individual transaction or transactions taken together as a series of transactions or otherwise) of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

## Item no. 6 – Appointment of M/s Makarand M. Joshi & Co., Company Secretaries as Secretarial Auditor of the Company

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

**RESOLVED THAT** pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s Makarand M. Joshi & Co., Company Secretaries (Firm registration no: P2009MH007000), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

**RESOLVED FURTHER THAT** The Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

INFOSYS LIMITED  
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Electronics City, Hosur Road  
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Tel: +91 80 2852 0261 Fax: +91 80 2852 0362  
[investors@infosys.com](mailto:investors@infosys.com)  
[www.infosys.com](http://www.infosys.com)

by order of the Board of Directors  
for Infosys Limited

Sd/-

**A.G.S. Manikantha**  
Company Secretary  
Membership No. ACS 21918

April 17, 2025

### Notes

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (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 the AGM is being held through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

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 Scrutinizer by email to [evoting@infosys.com](mailto:evoting@infosys.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
5. The register of directors and key managerial personnel (KMP) 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 from the date of circulation of this Notice up to the date of AGM, i.e. June 25, 2025. Members seeking to inspect such documents can send an email to [investors@infosys.com](mailto:investors@infosys.com).
6. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the SEBI Circulars from time to time. We urge members to utilize the ECS for receiving dividends. Please refer to point no. 16 for the process to be followed for updating bank account details.
7. Members may note that the Board, at its meeting held on April 17, 2025, has recommended a final dividend of ₹22 per equity share for the financial year ended March 31, 2025. The record date for the purpose of final dividend is May 30, 2025. The final dividend, once approved by the members in the ensuing AGM, will be paid on June 30, 2025, through various modes. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
8. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

\* As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as provided in section 206AA of the IT Act, 1961 i.e., 20% of tax deduction at source.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2025-2026 does not exceed ₹10,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI), between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders / authorized signatory
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under [notification-no-3-2022-systems.pdf](https://www.incometaxindia.gov.in) ([incometaxindia.gov.in](https://www.incometaxindia.gov.in))]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

The aforementioned documents are required to be uploaded on the shareholder portal at <https://www.infosys.com/investors/shareholder-services/dividend-tax.html> on or before June 6, 2025. Members are requested to visit <https://www.infosys.com/>

[investors/shareholder-services/dividend-tax.html](https://investors/shareholder-services/dividend-tax.html) for more instructions and information on this subject. No communication would be accepted from members after June 6, 2025, regarding tax-withholding matters. Shareholders may write to [dividend.tax@infosys.com](mailto:dividend.tax@infosys.com) for any clarifications on this subject.

Shareholders can check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or “View Your Tax Credit” on <https://www.tdscpc.gov.in>.

9. Members are requested to address all correspondence, including dividend-related matters, to RTA, KFin Technologies Limited, Unit: Infosys Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032 and e-mail at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
10. 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 [investors@infosys.com](mailto:investors@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 the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
11. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Hemanth, Holla & Co., (Membership No. FCS 6374) (CP No. 6519) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
12. Members holding shares either in physical or dematerialized mode, as on cut-off date, i.e. June 18, 2025, may cast their votes electronically. The e-voting period commences on Friday, June 20, 2025 (9:00 a.m. IST) and ends on Tuesday, June 24, 2025 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. June 18, 2025. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
13. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
14. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. June 18, 2025, may obtain the login ID and password by sending a request to [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.
15. In compliance with the Circulars, the Integrated Annual Report for 2024-25, the Notice of the 44<sup>th</sup> AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP). A letter providing the web-link for accessing the Integrated Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company.
16. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), to receive copies of the Integrated Annual Report 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update bank account details for the receipt of dividend.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to KFin Technologies Limited, Unit: Infosys Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

17. Members may also note that the Notice of the 44<sup>th</sup> AGM and the Integrated Annual Report 2024-25 will also be available on the Company's website at, <https://www.infosys.com/investors/reports-filings.html>, websites of the stock exchanges, i.e. BSE and NSE, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of NSDL, <https://www.evoting.nsdl.com>.
18. An Explanatory Statement pursuant to Section 102 of the Act in respect of the business under item nos. 4 to 6 set out above and additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
19. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, KFin Technologies Limited, at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The forms for updating the same are available at <https://www.infosys.com/investors/shareholder-services/investors-service.html>.
20. As per Section 72 of the Act, members holding shares in physical mode may submit their nomination by submitting SH-13 which can be downloaded from the Company's website at <https://www.infosys.com/investors/shareholder-services/documents/investors-service/form-sh13.pdf>. Members holding shares in demat mode may contact their respective DPs to update the nomination.
21. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, [www.infosys.com](http://www.infosys.com).
22. 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.

INFOSYS LIMITED  
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[investors@infosys.com](mailto:investors@infosys.com)  
[www.infosys.com](http://www.infosys.com)

April 17, 2025

by order of the Board of Directors  
for Infosys Limited

Sd/-

**A.G.S. Manikantha**  
Company Secretary  
Membership No. ACS 21918



# Explanatory Statement

## Background and context for item nos. 4 and 5

### Applicable law

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the LODR Regulations"), any transactions with a related party shall be considered material, if the transaction(s) entered into / to be entered into individually or taken together with the previous transactions during a financial year, exceed the lower of ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, and shall require prior approval of shareholders by means of an ordinary resolution.

The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned Company and at an arm's length basis.

The Company has assessed the related party transactions in accordance with Regulation 2(1)(zc) of the LODR Regulations and accordingly, seeks approval of the shareholders for these transactions set out in *Annexure 1* and *Annexure 2*.

### Background of the transactions for which approval of the Members of the Company is being sought

In May 2019, the Company (through its subsidiary Infosys Singapore Pte Ltd) had acquired a majority stake (75%) in Stater N.V. (which was a wholly-owned subsidiary of ABN AMRO Bank N.V.) with a view to augment the administrative mortgage services business and related activities. The remaining minority stake (25%) in Stater N.V. is held by ABN AMRO Bank N.V.

In the course of their business, during the financial year ending March 31, 2026, the Company and specific subsidiaries of the Company as mentioned below will enter into or continue to enter into transactions / contract(s) / agreement(s) / arrangement(s) with Stater N.V. and / or Stater Nederland B.V.

- Infosys BPM Limited;
- Infosys Singapore Pte Ltd;
- Stater Belgium N.V. / S.A.;
- Stater GmbH;
- Stater XXL B.V.;
- Hypocasso B.V. and
- Infosys Poland S.p z.o.o

All related party transactions of the Company and its subsidiaries are at arm's length and in the ordinary course of business. It is in the above context that item nos. 4 and 5 are placed for the approval of the Members of the Company. The Company had obtained similar approval for the financial year ended March 31, 2025, through the postal ballot dated October 17, 2024, and the same was approved by the members. Background details of the parties and the proposed transactions, and its benefits, are as follows:

### Item no. 4 – Material related party transactions of Infosys Limited and its subsidiaries with Stater N.V.

Stater N.V., a foreign majority-owned (step-down) subsidiary of the Company based in the Netherlands, is in the business of providing mortgage services to its customers. As part of enhancing operational efficiency, collaboration, leveraging the expertise, complementary strengths and facilities available within the Infosys Group ("the Group"), during the financial year ending on March 31, 2026, the Company and specific subsidiaries of the Company will have transactions with Stater N.V.

In the course of their business, during the financial year ending March 31, 2026, the Company and specific subsidiaries of the Company, as mentioned below, will enter into or continue to enter into transaction(s) / contract(s) / agreement(s) / arrangement(s) with Stater N.V.

- Infosys BPM Limited;
- Infosys Poland S.p z.o.o.;
- Stater Nederland B.V.;
- Stater Belgium N.V. / S.A.;
- Stater GmbH;
- Stater XXL B.V. and
- Hypocasso B.V.

Since the estimated aggregate value (₹2,975 crore or 1.83% of annual consolidated turnover) of all transactions of the Company and specific subsidiaries of the Company with Stater N.V. for the financial year ending March 31, 2026 is expected to exceed the materiality

threshold of ₹1,000 crore, such transactions will qualify as material related party transactions in terms of Regulation 23 of the LODR Regulations, and an approval of the shareholders (by way of an ordinary resolution) is sought for the transactions.

The Audit Committee has been provided with the relevant details, as required under law, of the aforementioned transactions with Stater N.V., including material terms. The Audit Committee, after reviewing all necessary information, has granted approval for entering into the transactions with Stater N.V. during the financial year ending March 31, 2026. The Audit Committee has noted that the said transactions will be at arm's length basis and in the ordinary course of business.

Accordingly, based on the review and approval of the Audit Committee, the Board of Directors recommends the resolution contained in item no. 4 of the accompanying Notice to the shareholders for approval.

**Information pursuant to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is provided as follows:**

**Transactions with Stater N.V.**

Particulars	Details
<b>Summary of information provided by the management to the Audit Committee</b>	
Name of related party and its relationship with listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Stater N.V. is a majority-owned step-down subsidiary of the Company. For details regarding the names and the nature of the relationship between the Company and each of its subsidiaries that have engaged in transactions with Stater N.V., refer to <i>Annexure 1</i> .
Summary of information provided by the management to the Audit Committee regarding the type of transaction	Refer to <i>Annexure 1</i> .
Tenure of the transaction	The related party transactions with Stater N.V. are continuing business transactions, and approval of the shareholders is being sought for transactions for financial year 2025-26.
Value of the transaction and the percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	Refer to <i>Annexure 1</i> .
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Refer to <i>Annexure 1</i> .
Justification as to why the related party transaction is in the interest of the listed entity	<p>These transactions are undertaken in furtherance of the ordinary course of business of the Company, specific subsidiaries and Stater N.V.</p> <p>The expertise, complementary strengths and competencies and facilities available within the Group are leveraged for enhancing operating efficiency through these transactions.</p>

The Members may note that in terms of the provisions of the LODR Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve resolutions under item no. 4.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution mentioned in item no. 4 of the Notice.

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

**Item no. 5 – Material related party transactions of Infosys Limited and its subsidiaries with Stater Nederland B.V.**

Stater Nederland B.V. ("Stater Nederland"), a subsidiary of Stater N.V., a foreign majority-owned (step-down) subsidiary of the Company, based in the Netherlands, is in the business of providing mortgage and loan management services. As part of enhancing operational efficiency, collaboration, leveraging the expertise, complementary strengths and facilities available within the Group, during the financial year ending on March 31, 2026, the Company and certain specific subsidiaries of the Company will have transactions with Stater Nederland.



In the course of their business, during the financial year ending March 31, 2026, the Company and the following subsidiaries of the Company will enter into or continue to enter into transaction(s) / contract(s) / agreement(s) / arrangement(s) with Stater Nederland B. V:

- Infosys Singapore Pte Ltd
- Stater N.V.;
- Stater Belgium N.V. / S.A.;
- Stater GmbH;
- Stater XXL B.V. and
- Hypocasso B.V.

Since the estimated aggregate value (₹2,670 crore or 1.64% of annual consolidated turnover) of all transactions of the Company and specific subsidiaries with Stater Nederland B.V. in the financial year ending March 31, 2026 is expected to exceed the materiality threshold ₹ 1,000 crore, such transactions will qualify as material related party transactions in terms of Regulation 23 of the LODR Regulations, and an approval of the shareholders (by way of an ordinary resolution) is sought for the transactions.

The Audit Committee has been provided with the relevant details, as required under law, of the aforementioned transactions with Stater Nederland B.V, including material terms. The Audit Committee after reviewing all necessary information, has granted approval for entering into the transactions with Stater Nederland B.V. during the financial year ending March 31, 2026. The Audit Committee has noted that the said transactions will be at an arm's length basis and in the ordinary course of business.

Accordingly, based on the review and approval of the Audit Committee, the Board of Directors recommends the resolution contained in item no. 5 of the accompanying Notice to the shareholders for approval.

**Information pursuant to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is provided as follows:**

**Transactions with Stater Nederland B.V.**

Particulars	Details
<b>Summary of information provided by the management to the Audit Committee</b>	
Name of related party and its relationship with listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Stater Nederland B.V. ("Stater Nederland"), a subsidiary of Stater N.V., a foreign majority-owned (step-down) subsidiary of the Company, Stater Nederland is a majority-owned step-down subsidiary of the Company. For details regarding the names and the nature of the relationship between the Company and each of its subsidiaries that have engaged in transactions with Stater Nederland, refer to <i>Annexure 2</i> .
Summary of information provided by the management to the Audit Committee regarding the type of transaction	Refer to <i>Annexure 2</i> .
Tenure of the transaction	The related party transactions with Stater Nederland are continuing business transactions, and approval of the shareholders is being sought for transactions for financial year 2025-26.
Value of the transaction and the percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	Refer to <i>Annexure 2</i> .
If the transaction relates to any loans, inter-corporate deposits, advances or investments or guarantee made or given by the listed entity or its subsidiary, Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Refer to <i>Annexure 2</i> .
Justification as to why the related party transaction is in the interest of the listed entity	These transactions are undertaken in furtherance of the ordinary course of business of the Company, specific subsidiaries and Stater Nederland B.V. The expertise, complementary strengths and competencies and facilities available within the Group are leveraged for enhancing operating efficiency through these transactions.

The Members may note that in terms of the provisions of the LODR Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve resolutions under item no. 5.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution mentioned at item no. 5 of the Notice.

The Board recommends the resolution set forth at item no. 5 for the approval of the Members.

## Item no. 6 – Appointment of M/s Makarand M. Joshi & Co., Company Secretaries as secretarial auditors of the Company

M/s. Makarand M. Joshi & Co., a leading firm of practicing Company Secretaries (hereinafter referred to as MMJC) with over 25 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. MMJC were appointed as secretarial auditors of the Company for conducting secretarial audit for the financial year 2022-23, 2023-24 and 2024-25 and the same is not considered as a term of Appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations"). In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer-reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. MMJC is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on April 17, 2025, approved the appointment of MMJC as secretarial auditors of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company.

MMJC has given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, MMJC has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The proposed remuneration to be paid to MMJC for secretarial audit services for the financial year ending March 31, 2026, is ₹10 lakhs (Rupees ten lakhs) plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from MMJC under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of MMJC for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with MMJC.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

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. 6 for the approval of members.

## Annexure 1: Transactions with Stater N.V.

S. no.	Particulars / Name of listed entity or subsidiary	HypoCasso B.V.	Stater Belgium N.V./S.A.	Stater Gmbh	Stater XXL B.V.	Stater Nederland B.V	Infosys Poland sp Z o o	Infosys BPM Limited	Infosys Limited								
1	Nature of Relationship of Listed entity or its subsidiary with the related party (Stater N.V.)	Wholly-owned subsidiary	Wholly-owned subsidiary	Wholly-owned subsidiary	Wholly-owned subsidiary	Wholly-owned subsidiary	Fellow subsidiary	Fellow subsidiary	Ultimate parent company								
2	Summary of information provided by the management to the Audit Committee regarding the type of transaction <sup>(1)</sup>	i) Purchase of services ii) Purchase of shared services iii) Sale of shared services	i) Purchase of services ii) Purchase of shared services iii) Loan given	i) Purchase of services ii) Purchase of shared services iii) Sale of services iv) Sale of shared services v) Equity infusion vi) Loan taken	i) Purchase of services ii) Purchase of shared services iii) Sale of services iv) Sale of shared services v) Merger within Stater group vi) Equity infusion	i) Purchase of services ii) Purchase of shared services iii) Sale of services iv) Sale of shared services	i) Loan given	i) Purchase of shared services	i) Sale of services								
3	Value of the transaction and the percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction <sup>(2)</sup>																
		in ₹ crore	%	in ₹ crore	%	in ₹ crore	%	in ₹ crore	%	in ₹ crore	%	in ₹ crore	%	in ₹ crore	%	in ₹ crore	%
	i) Purchase of services	20	0.01	5	0.00	25	0.02	10	0.01	1,300	0.80	–	–	–	–	–	–
	ii) Purchase of shared services	150	0.09	5	0.00	20	0.01	10	0.01	600	0.37	–	–	10	0.01	–	–
	iii) Sale of services	–	–	–	–	100	0.06	50	0.03	50	0.03	–	–	–	–	10	0.01
	iv) Sale of shared services	10	0.01	–	–	100	0.06	50	0.03	20	0.01	–	–	–	–	–	–
	v) Merger within the Stater group <sup>(3)</sup>	–	–	–	–	–	–	5	0.00	–	–	–	–	–	–	–	–
	vi) Equity infusion within the Stater group <sup>(4)</sup>	–	–	–	–	100	0.06	10	0.01	–	–	–	–	–	–	–	–
	vii) Loan for financial year 2025-26	–	–	40	0.02	75	0.05	–	–	–	–	200	0.12	–	–	–	–

S. no.	Particulars / Name of listed entity or subsidiary	HypoCasso B.V.	Stater Belgium N.V./S.A.	Stater GmbH	Stater XXL B.V.	Stater Nederland B.V	Infosys Poland sp Z o o	Infosys BPM Limited	Infosys Limited
	Nature, tenure, repayment terms and purpose of loan		Unsecured loan for the purpose of meeting working capital requirements for a term of 5 years.	Unsecured loan for the purpose of meeting working capital requirements for a term of 5 years.			Unsecured loan for the purpose of meeting working capital requirements for a term of 5 years.		
	Interest		Interest based on 12 months Euro Interbank Offered Rate (EURIBOR) + appropriate spread, or 0.25% per annum, whichever is higher.	Interest based on 12 months Euro Interbank Offered Rate (EURIBOR) + appropriate spread, or 0.25% per annum, whichever is higher.			Interest based on 12 months Euro Interbank Offered Rate (EURIBOR) + appropriate spread, or 0.25% per annum, whichever is higher.		
	Source of funds and whether any financial indebtedness is incurred to make or give loans		Internal accruals. No financial indebtedness is incurred	Internal accruals. No financial indebtedness is incurred			Internal accruals. No financial indebtedness is incurred		

S. no.	Particulars / Name of listed entity or subsidiary	HypoCasso B.V.	Stater Belgium N.V./S.A.	Stater GmbH	Stater XXL B.V.	Stater Nederland B.V.	Infosys Poland sp Z o o	Infosys BPM Limited	Infosys Limited
4	Percentage of the subsidiary's annual standalone turnover that is represented by the total value of the proposed RPT <sup>(5)(6)</sup>								
		in ₹ crore	%	in ₹ crore	%	in ₹ crore	%	in ₹ crore	%
i)	Purchase of services	20	9.14	5	2.28	25	11.42	10	4.57
ii)	Purchase of shared services	150	68.55	5	2.28	20	9.14	10	4.57
iii)	Sale of services	–	–	–	–	100	45.70	50	22.85
iv)	Sale of shared services	10	4.57	–	–	100	45.70	50	22.85
v)	Merger within the Stater group <sup>(3)</sup>	–	–	–	–	–	–	–	–
vi)	Equity infusion within the Stater group <sup>(4)</sup>	–	–	–	–	100	45.70	10	4.57
vii)	Loan for financial year 2025-26	–	–	40	18.28	75	34.21	–	–

## Notes

- <sup>(1)</sup> In order to leverage efficiencies of scale and optimize the resources available in the group, resources are shared within the group. Accordingly, purchase, sale of services and shared services majorly includes transfer of manpower, sharing of business enabling services like Finance & Accounting, Legal Support, Purchase & Facility Management, Human Resource Management Services, Risk Management, Information Security, Management Support, software license and other administrative services.
- <sup>(2)</sup> Transactions between the Stater entities in the Netherlands (HypoCasso B.V.; Stater XXL B.V.; Stater Nederland and Stater N.V.) are generally on a cost basis as all these entities are under a tax group and file a single tax return. The transactions between other subsidiaries are either on a cost-sharing or cost-plus-markup basis depending on the respective local regulations on transfer pricing. All transactions are at arm's length basis.
- <sup>(3)</sup> As a part of an ongoing program of entity rationalization, the Company may from time to time propose merger / demerger of entities within the Group. These mergers are generally based on the local regulatory requirements and are accounted for as transactions under common control under the relevant accounting standards.
- <sup>(4)</sup> Equity infusion by Stater N.V. is to strengthen subsidiary operational capabilities.
- <sup>(5)</sup> Key financial information of each of the subsidiaries is available in annexure 1 to the boards report forming part of this annual report
- <sup>(6)</sup> Percentage is calculated based on the standalone turnover of Stater N.V.

## Annexure 2: Transactions with Stater Nederland B.V.

S. no	Particulars / Name of listed entity or subsidiary	HypoCasso B.V.	Stater Belgium N.V./S.A.	Stater Gmbh	Stater N.V.	Stater XXL B.V.	Infosys Singapore Pte. Ltd	Infosys Limited							
1	Nature of Relationship of Listed entity or its subsidiary with the related party (Stater Nederland B.V.)	Fellow subsidiary	Fellow subsidiary	Fellow subsidiary	Immediate parent company	Wholly-owned subsidiary	Parent company of Stater N.V.	Ultimate parent company							
2	Summary of information provided by the management to the Audit Committee regarding the type of transaction <sup>(1)</sup>	i) Purchase of services ii) Purchase of shared services iii) Sale of services iv) Sale of shared services	i) Purchase of services	i) Purchase of services ii) Purchase of shared services iii) Sale of services iv) Sale of shared services	i) Purchase of services ii) Purchase of shared services iii) Sale of services iv) Sale of shared services	i) Purchase of services ii) Purchase of shared services iii) Sale of services iv) Sale of shared services	i) Parental guarantee given. Guarantee is provided to customer in the ordinary course of business in line with the contract with the customer.	i) Purchase of services ii) Purchase of shared services iii) Sale of services iv) Sale of shared services							
3	Value of the transaction and the percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction <sup>(2)</sup>														
		in ₹ crore	%	in ₹ crore	%	in ₹ crore	%	in ₹ crore	%	in ₹ crore	%	in ₹ crore	%		
	i) Purchase of services	25	0.02	10	0.01	30	0.02	50	0.03	50	0.03	–	–	10	0.01
	ii) Purchase of shared services	15	0.01	–	–	20	0.01	20	0.01	10	0.01	–	–	10	0.01
	iii) Sale of services	50	0.03	–	–	105	0.06	1,300	0.80	10	0.01	–	–	100	0.06
	iv) Sale of shared services	15	0.01	–	–	100	0.06	600	0.37	10	0.01	–	–	10	0.01
	v) Parental guarantee (including guarantee fee) <sup>(3)</sup>	–	–	–	–	–	–	–	–	–	–	120	0.07	–	–



S. no	Particulars / Name of listed entity or subsidiary	HypoCasso B.V.		Stater Belgium N.V./S.A.		Stater Gmbh		Stater N.V.		Stater XXL B.V.		Infosys Singapore Pte. Ltd		Infosys Limited	
4	Percentage of the subsidiary's annual standalone turnover that is represented by the total value of the proposed RPT <sup>(4)(5)</sup>														
		in ₹ crore	%	in ₹ crore	%	in ₹ crore	%	in ₹ crore	%	in ₹ crore	%	in ₹ crore	%	in ₹ crore	%
	i) Purchase of services	25	1.97	10	0.79	30	2.37	50	3.95	50	3.95	–	–	10	0.79
	ii) Purchase of shared services	15	1.18	–	–	20	1.58	20	1.58	10	0.79	–	–	10	0.79
	iii) Sale of services	50	3.95	–	–	105	8.29	1,300	102.64	10	0.79	–	–	100	7.90
	iv) Sale of shared services	15	1.18	–	–	100	7.90	600	47.37	10	0.79	–	–	10	0.79
	v) Parental guarantee (including guarantee fee) <sup>(3)</sup>	–	–	–	–	–	–	–	–	–	–	120	9.47	–	–

#### Notes

- <sup>(1)</sup> In order to leverage efficiencies of scale and optimize the resources available in the group, resources are shared within the group. Accordingly, purchase, sale of services and shared services majorly includes transfer of manpower, sharing of business enabling services like Finance & Accounting, Legal Support, Purchase & Facility Management, Human Resource Management, Risk Management, Information Security, Management Support, software license and other administrative services.
- <sup>(2)</sup> Transactions between the Stater entities in the Netherlands (HypoCasso B.V. ; Stater XXL B.V.; Stater Nederland B.V. and Stater N.V.) are generally on a cost basis as all these entities are under a tax group and file a single tax return. The transactions between other subsidiaries are either on a cost-sharing or cost-plus-markup basis depending on the respective local regulations on transfer pricing. All transactions are at arm's length basis.
- <sup>(3)</sup> The Parental guarantee will be provided by Infosys Singapore Pte. Ltd on behalf of Stater Nederland B.V. to the customer in the ordinary course of business. The parental guarantee shall align with the tenure of the contract with the customer, i.e., 10 years with an option for customer to extend for 3 consecutive periods of 12 months. While the liability of Stater Nederland B.V. in connection with any performance-related obligations under the contract is limited to Euro 10 million per year, the said limitation does not apply to certain liabilities in line with the general contracting practice, like fraud, willful misconduct, gross negligence of Stater [or its directors, officers, employees or (sub)contractors] or for personal injury or death or for any indemnities against third-party claim for infringement of Intellectual property including any open source integrated with Infosys solution or for any reasonable legal costs in defending such claim or for any claim by Dutch Tax and Customs Administration or any other tax authority relating to the work carried out by Stater Employees for Customer or for any damage resulting from non-compliance with the Labour Market Fraud (Bogus Schemes) Act or for any claim by the subcontractor against the customer in connection with the agreement.
- <sup>(4)</sup> Key financial information of each of the subsidiaries is available in annexure 1 to the boards report forming part of this annual report
- <sup>(5)</sup> Percentage is calculated based on the standalone turnover of Stater Nederland B.V.

## Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards



**Salil Parekh**  
Chief Executive Officer and Managing Director

Salil Parekh, as Chief Executive Officer and Managing Director, sets and evolves the strategic direction for the company and its portfolio of offerings, while nurturing a strong leadership team to drive its execution. Salil has helped transform Infosys into a leading digital, cloud, and AI company.

Salil has over three decades of global experience in the IT services industry with a strong track record of driving digital transformation for enterprises, executing business turnarounds and managing successful acquisitions.

Salil topped the IT services ranking in Brand Finance's Brand Guardianship Index (BGI) 2024 for the role of CEO as brand custodian and steward of long-term shareholder value. Over the years Salil has won several CEO leadership awards.

Earlier, Salil was a member of the Group Executive Board at Capgemini, where he held several leadership positions for 25 years.

He was responsible for overseeing a business cluster comprising Application Services (North America, UK, Asia), Cloud Infrastructure Services, and Sogeti. He was responsible for the strategy and execution of these businesses – setting direction and enabling rapid client adoption.

He was also the Chairman of Capgemini's North America Executive Council. He was the architect of the North America growth and turnaround strategy and was instrumental in setting up their offshoring capabilities.

Salil was also Partner at Ernst & Young and widely credited for bringing scale and value to the Indian operations of the consultancy firm.

He holds Master of Engineering degrees in Computer Science and Mechanical Engineering from Cornell University, and a Bachelor of Technology degree in Aeronautical Engineering from the Indian Institute of Technology, Bombay.

**Age:** 60 years

**Nature of expertise in specific functional areas:** Information Technology, Leadership, Strategy, Board service & governance, Financial, Diversity, Global business, Sales & marketing, Cybersecurity, Mergers & Acquisitions, Risk management, and Sustainability & ESG

**Disclosure of inter-se relationships between directors and KMP:** None

**Listed entities (other than the Infosys Group) in which Salil holds directorship and committee membership:** Nil

**Listed entities from which Salil has resigned in the past three years:** Nil

**Shareholding in the Company as on April 17, 2025:**

Name	Category	No. of equity shares held
Salil Parekh	CEO & MD	11,85,548

**Remuneration proposed to be paid:** As per the resolution approved in item no. 6 of the 41<sup>st</sup> Annual General Meeting Notice read with explanatory statement thereto-<https://www.infosys.com/investors/reports-filings/documents/agm-notice2022.pdf>.

**Key terms and conditions of appointment:** As per the resolution approved in item no. 6 of the 41<sup>st</sup> Annual General Meeting Notice read with explanatory statement thereto-<https://www.infosys.com/investors/reports-filings/documents/agm-notice2022.pdf>.

**Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended:** Salil was first appointed to the Board on January 2, 2018, as CEO & MD, and reappointed on July 1, 2022, as CEO & MD. The details pertaining to his appointment, remuneration, and number of meetings attended are provided in the *Corporate governance report* section of the Integrated Annual Report 2024-25.

# Instructions for participation through VC

Please follow the below steps for registration and participation.

Step 1:	Access the VC portal by clicking this link: <a href="https://agm.onwingspan.com/InfosysAGM">https://agm.onwingspan.com/InfosysAGM</a> or you could also join the AGM by visiting the investor page on our Company's website, <a href="http://www.infosys.com">www.infosys.com</a>	System requirements for best VC experience Internet connection: Broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more Microphone and speakers: Built-in or USB plug-in or wireless Bluetooth
Step 2:	Log in to join the VC session by using your DP ID and Client ID / Folio Number together with your PAN a) Members with NSDL account: 8-character DP ID followed by 8-digit Client ID (For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****). b) Members with CDSL account: 16-digit Beneficiary ID (For example, if your Beneficiary ID is 12*****, then your user ID is 12*****). c) Members with physical folio: ITL + Folio Number registered with the Company (For example, if your Folio Number is 0*****, then your user ID is ITL0*****)	Browser: Google Chrome: Version 90 or latest Microsoft Edge Chromium: Version 90 or latest Safari: Version 12 or latest Internet Explorer: Not supported Helpline numbers: +91-80- 4156 5555 +91-80- 4156 5777
	Note: Institutional / corporate shareholders are required to upload the Board Resolution / Authorization Letter authorizing its representatives to attend the AGM through VC.	
Step 3:	Click 'Enter' to join the virtual AGM.	
Step 4:	Members can post questions either through chat or the video feature available in the VC. Members can exercise these options once the floor is open for shareholder queries.	
Step 5:	Members who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM by following the 'Instructions for e-voting'.	

## General guidelines for VC participation

- i. Members may note that the 44<sup>th</sup> AGM of the Company will be convened through VC in compliance with the applicable provisions of the Act, read with the Circulars. The facility to attend the meeting through VC will be provided by the Company. Members may access the same at <https://agm.onwingspan.com/InfosysAGM>.
- ii. The facility of joining the AGM through VC will be opened 60 minutes before the scheduled start time of the AGM and will be available for members on a first-come-first-served basis.
- iii. The Company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM.
- iv. Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
- v. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot, may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.

# Instructions for e-voting





The process to vote electronically on NSDL e-voting system consists of two steps:

## Step 1: Access to the NSDL e-voting system

### (A) Login method for e-voting for individual shareholders holding securities in demat mode

In terms of SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	Existing IDeAS user can visit the e-Services website of NSDL, Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.
	For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
	Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.  <b>NSDL Mobile App is available on</b>   App Store  Google Play   
Individual shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi Tab and then use your existing my easi username and password.

	After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.
	If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab and then click on registration option.
	Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
<b>Type of shareholders</b>	<b>Login Method</b>
Individual shareholders (holding securities in demat mode) logging in through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" and "Forgot Password" options available on the above-mentioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call 022-48867000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call the toll-free number 1800-21-09911

## **B) Login method for e-voting and voting during the meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. Enter your User ID, Password / OTP and a verification code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log in to NSDL e-services using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL	8-character DP ID followed by 8-digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL	16-digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For members holding shares in physical mode	EVEN Number followed by Folio Number registered with the Company For example, if your Folio Number is 001*** and EVEN is 133810 then your User ID is 133810001***

5. Password details for shareholders other than individual shareholders are given below:
  - a. If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
  - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' for the system to prompt you to change your password.
  - c. How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for your NSDL account, or the last 8 digits of your Client ID for CDSL account, or Folio Number for shares held in physical mode. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
  - a. Click on 'Forgot User Details / Password?' (If you hold shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password? (If you hold shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by the above two options, you can send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number / Folio Number, your PAN, your name and your registered address.
  - d. Members can also use the OTP (One Time Password) based login for casting their vote on the e-voting system of NSDL.
7. After entering your password, tick on "Agree with Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on the 'Login' button.
9. After you click on the 'Login' button, the homepage of e-voting will open.

## Step 2: Cast your vote electronically on NSDL e-voting system

### How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

### General guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [evoting@infosys.com](mailto:evoting@infosys.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com), or contact Amit Vishal, Deputy Vice President, or Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., at the designated email ID: [evoting@nsdl.com](mailto:evoting@nsdl.com) to get your grievances on e-voting addressed.



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to [investors@infosys.com](mailto:investors@infosys.com) & [evoting@infosys.com](mailto:evoting@infosys.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to [investors@infosys.com](mailto:investors@infosys.com) & [evoting@infosys.com](mailto:evoting@infosys.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

## Information at a glance

Particulars	Details
Time and date of AGM	4:00 p.m. IST, Wednesday, June 25, 2025
Mode	Video conference and other audio-visual means
Participation through video-conferencing	<a href="https://agm.onwingspan.com/InfosysAGM">https://agm.onwingspan.com/InfosysAGM</a>
Helpline number for VC participation	+91-80-4156 5555 / +91-80-4156 5777
Webcast and transcripts	<a href="https://www.infosys.com/Investors/">https://www.infosys.com/Investors/</a>
Record date for the purpose of dividend	Friday, May 30, 2025
Dividend payment date	Monday, June 30, 2025
Information of tax on dividend	<a href="https://www.infosys.com/investors/shareholder-services/dividend-tax.html">https://www.infosys.com/investors/shareholder-services/dividend-tax.html</a>
Cut-off date for e-voting	Wednesday, June 18, 2025
E-voting start time and date	9:00 a.m. IST, Friday, June 20, 2025
E-voting end time and date	5:00 p.m. IST, Tuesday, June 24, 2025
E-voting website of NSDL	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Name, address and contact details of e-voting service provider	<p>Contact name:  <b>Amit Vishal</b>  <i>Deputy Vice President</i></p> <p><b>Pallavi Mhatre</b>  <i>Senior Manager</i></p> <p><a href="#">National Securities Depository Limited</a>,  T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex,  Bandra East, Mumbai- 400051</p> <p>Contact details:  Email ID's:  <a href="mailto:amitv@nsdl.com">amitv@nsdl.com</a>  <a href="mailto:pallavid@nsdl.com">pallavid@nsdl.com</a>  <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>  Contact number: 022 - 4886 7000</p>
Name, address and contact details of Registrar and Transfer Agent	<p>Contact name:  <b>Shobha Anand</b>  <i>Vice President</i></p> <p><a href="#">KFin Technologies Limited</a>,  Unit: Infosys Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda,  Serilingampally Mandal, Hyderabad-500 032</p> <p>Contact details:  Email ID's:  <a href="mailto:shobha.anand@kfintech.com">shobha.anand@kfintech.com</a>;  <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>;  Contact number: 1800-309-4001</p>