

**TO ALL STOCK EXCHANGES**

BSE LIMITED  
NATIONAL STOCK EXCHANGE OF INDIA LIMITED  
NEW YORK STOCK EXCHANGE  
NYSE EURONEXT LONDON  
NYSE EURONEXT PARIS

February 24, 2016

Dear Sir, Madam,

**Sub: Outcome of the Board meeting**

The Board, at today's meeting, transacted the following items of business:

1. The Company's Nomination and Remuneration Committee (Committee) and Board recognized the outstanding initiatives taken by Dr. Vishal Sikka ('Dr. Sikka') towards restoring the Company to Industry leadership, which have already begun to show results. The management, under the leadership of Dr. Sikka has drawn up goals for revenue, margins and people productivity for the year Financial Year 2020-2021 which are expected to be progressively achieved in the next five years. The Board believes that Dr. Sikka's leadership will be essential to achieve these goals. Hence the Board recommends that Dr. Sikka's present contract of employment be replaced with a new contract that is fully aligned to the period and goals, as well as to shareholder value creation, the Board has approved:
  - (a) the amendments to the executive employment Agreement executed by the Company and Dr. Sikka dated June 12, 2014 ("Existing Employment Agreement") in relation to appointment of Dr. Sikka as the Managing Director and the Chief Executive Officer of the Company from August 1, 2014 to June 13, 2019 and as approved by shareholders in their extra ordinary general meeting held on July 30, 2014 to reduce the term of the agreement until December 31, 2016 (unless extended by the Board subject to any necessary shareholder or regulatory approvals).
  - (b) the execution of the new executive employment agreement with Dr. Sikka ("New Employment Agreement") for his re-appointment as the Managing Director and Chief Executive Officer of the Company with effect from April 1, 2016 until March 31, 2021 to reflect certain changes to executive's compensation and the terms and conditions thereof, subject to the shareholders' approval and regulatory approvals. To the extent the effectiveness of the New Executive Employment Agreement is conditioned on shareholders' or regulatory approvals, the Existing Employment Agreement (as amended) shall remain in force and effect until such approvals are received. After receipt of the these approvals and on a date that the Nomination and Remuneration Committee shall determine and inform Dr. Sikka, the Existing Employment Agreement shall stand terminated and be superseded by the New Employment Agreement.
2. Approved the Postal Ballot Notice and Schedule of events for Postal Ballot.
  - (a) The Board considered and approved the Postal Ballot Notice which entails the following resolutions to be passed by shareholders:

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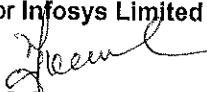
- (i) Approval of 2015 Stock Incentive Compensation plan and grant of stock incentives to the eligible employees of the Company under the Plan
- (ii) Approval of 2015 Stock Incentive Compensation plan and grant of stock incentives to the eligible employees of the Company's subsidiaries under the Plan
- (iii) Reappointment of Prof. Jeffery S Lehman, as an Independent Director
- (iv) Appointment of Dr. Punita Kumar Sinha, as an Independent Director
- (v) Reappointment of Dr. Vishal Sikka, Chief Executive Office and Managing Director.

(b) Approved the schedule of events for postal ballot as follows-

Sl. No	Activity	Date
1	Relevant date/Benpos date for sending notice to shareholders	Thursday, February 25, 2016
2	Voting start date	Wednesday, March 2, 2016
3	Close of voting	Thursday, March 31, 2016
4	Scrutinizer's report	Sunday, April 3, 2016
5	Declaration of results	Sunday, April 3, 2016

Yours sincerely,

For Infosys Limited

  
**A.G.S. Manikantha**  
Company Secretary



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