

TO ALL STOCK EXCHANGES

**BSE LIMITED
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
NEW YORK STOCK EXCHANGE**

July 31, 2024

Dear Sir/ Madam,

Sub: Modification to the Trust Deeds consequent to the change in composition of the Trustees - Infosys Employee Benefits Trust and Infosys Expanded Stock Ownership Trust

Pursuant to Regulation 3 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, we would like to inform you that the trust deeds of Infosys Employee Benefits Trust and Infosys Expanded Stock Ownership Trust has been modified to the extent of change in the composition of the trustees.

Accordingly, we are enclosing herewith the copy of Deed of Variations.

This is for your information and records.

Yours Sincerely,
For **Infosys Limited**

A.G.S. Manikantha
Company Secretary
ACS - 21918



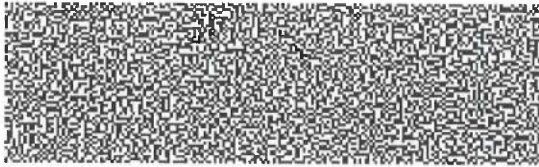
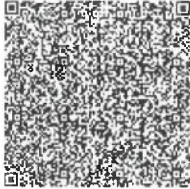
सत्यमेव जयते

INDIA NON JUDICIAL

Government of Karnataka

e-Stamp

Certificate No. : IN-KA62082676486458W
Certificate Issued Date : 18-Jul-2024 11:45 AM
Account Reference : NONACC (FI)/ kagcsi08/ ELECTRONIC CITY2/ KA-JY
Unique Doc. Reference : SUBIN-KAKAGCSL0878186400042484W
Purchased by : INFOSYS LIMITED
Description of Document : Article 2(B) Administration Bond - In any other case
Property Description : VARIATION DEED
Consideration Price (Rs.) : 0
(Zero)
First Party : INFOSYS LIMITED
Second Party : INFOSYS EMPLOYEE BENEFITS TRUST
Stamp Duty Paid By : INFOSYS LIMITED
Stamp Duty Amount(Rs.) : 100
(One Hundred only)



Please write or type below this line

NINTH DEED OF VARIATION

THIS AMENDMENT TO THE INFOSYS EMPLOYEE BENEFITS TRUST DEED made at Bengaluru, India this 22nd day of July, 2024, and as amended from time to time (hereinafter referred to as the "Ninth Deed of Variation"),

BY

- 1) **INFOSYS LIMITED**, a company incorporated under the Companies Act, 1956 and having its registered office at Plot No. 44, Electronics City, Hosur Road, Bangalore - 560 100 (hereinafter referred to as the "**Settlor**", which expression shall, unless repugnant to the context or meaning hereof, be deemed to include its successors and assigns) of the ONE PART,

Statutory Alert:

- 1 The authenticity of this Stamp certificate should be verified at 'www.shcilestamp.com' or using e-Stamp Mobile App of Stock Holding. Any discrepancy in the details on this Certificate and as available on the website / Mobile App renders it invalid
- 2 The onus of checking the legitimacy is on the users of the certificate
- 3 In case of any discrepancy please inform the Competent Authority

- 2) Nandini S, aged 50 years, an Indian Citizen, residing at B1-34, Sobha Dewflower, 4th cross Sarakki main road, JP nagar 1st phase, Bengaluru - 560078, Karnataka
- 3) Shaji Mathew, aged 53 years, an Indian citizen, residing at No. 721, EDEN, Ashram Road, Hinkal, Mysore - 570017, Karnataka.
- 4) Deepak Bhalla, aged 50 years, an Indian citizen, residing at 2051, Shoba Primrose Apts, Outer Ring Road, Bellandur, Bengalure-560103, Karnataka
- 5) Gopalakrishnan Ramachandran, aged 43 years, an Indian citizen, residing at C-204, Atulya, R K Township, Yerandhalli, Jigni Link Road, Bangalore-560099, Karnataka

(hereinafter referred to as the "Trustees" of the Infosys Employee benefits trust) of the OTHER PART

WHEREAS:

- (A) By a deed of trust dated September 15, 1994 (hereinafter referred to as the "Original Deed"), the then Infosys Technologies Limited established the Infosys Technologies Limited Employees' Welfare Trust for providing medical, educational, housing, recreational etc. facilities to its employees (as beneficiaries).
- (B) The Original Deed was amended as follows:
 - (i) by a first deed of variation dated June 28, 2011, recording the change of the name of the company from Infosys Technologies Limited to Infosys Limited and replacing the Original Deed with the trust deed dated June 28, 2011 ("Deed")
 - (ii) by a second deed of variation dated December 31, 2015, recording the changes mandated by the SEBI (Share Based Employee Benefits) Regulations, 2014 and the change in the names of the Trustees
 - (iii) by a third deed of variation dated June 28, 2016, amending the name of the Trust as Infosys Employee benefits trust
 - (iv) by a fourth deed of variation dated June 21, 2019, recording the resignation of Jayesh Dhanvantkumar Sanghrajka from the Board of Trustees
 - (v) by a fifth deed of variation dated October 14, 2020, recording the appointment of Jayesh Dhavantkumar Sanghrajka, Shamita Chatterjee and Krishnamurthy Shankar as members of the Board of Trustees of Infosys Employee Benefits Trust
 - (vi) by a sixth deed of variation dated October 14, 2020, recording the resignation of Binod Rangadore Hampapur and Richard Lobo from the Board of Trustees.
 - (vii) by a seventh deed of variation dated October 13, 2022, recording the resignation of Sunil Kumar Dhareshwar and appointment of Dhiraj Sethi on the Board of Trustees.
 - (viii) by a eight deed of variation dated April 22, 2024, recording the resignation of Jayesh Dhavantkumar Sanghrajka and Dhiraj Sethi and appointment of Deepak Bhalla and Rajesh Kini M on the Board of Trustees.

- (C) The Board of Trustees now proposes the appointment of Gopalakrishnan Ramachandran aged 43 years, residing at C-204, Atulya, R K Township, Yerandhalli, Jigni Link Road, Bangalore-560099, Karnataka as a member of the Board of Trustees effective July 22, 2024 and record the resignation of Rajesh Kini M as a Trustee effective July 5, 2024 by way of this Ninth deed of variation.
- (D) Pursuant to the terms of Clause 32 of the Deed and the resolution dated July 18, 2024 of the Board of Trustees, the Board of Trustees has accorded its approval for the amending the Deed. The Board of Trustees is now desirous of entering into this ninth deed of variation to effect the amendments in the Deed.

NOW ACCORDINGLY, THIS NINTH DEED OF VARIATION HEREBY WITNESSES AS FOLLOWS:

1. DEFINITIONS

All capitalized terms used but not defined herein shall have the same meaning as provided respectively in the Deed, unless specified otherwise. Other capitalized terms used in this Deed of Variation shall have such meaning given under this Ninth Deed of Variation.

2. AMENDMENTS

2.1 The names of the Trustees stated in the Deed shall stand modified as follows:

1. Ms. Nandini S
2. Mr. Shaji Mathew
3. Mr. Deepak Bhalla and
4. Mr. Gopalakrishnan Ramachandran

3. MISCELLANEOUS

3.1 Governing Law and Jurisdiction

This Ninth Deed of Variation and any obligations arising out of or in connection with this Ninth Deed of Variation shall be governed by and construed in accordance with Indian law and the courts and tribunals of Bangalore, shall have non-exclusive jurisdiction.

3.2 Supersession

- (i) In the event of any discrepancy, inconsistency or contradiction in terms of the Deed and those contained in this Deed of Variation, the terms of this Deed of Variation shall override and supersede the terms of the Deed to the extent of such contradiction, inconsistency and contradiction.
- (ii) This Deed of Variation is supplemental to the Deed and shall form an integral part of the Deed, which shall continue to have effect, and be of binding nature in accordance with its terms, as supplemented and/ or modified hereby.

SIGNATURE PAGE

IN WITNESS WHEREOF the Settlor has caused this Ninth deed of Variation to be executed the day and year first hereinabove written.

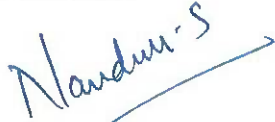
SIGNED AND DELIVERED:

By Infosys Limited, being the Settlor



**A G S Manikantha
Company Secretary**

By the Trustees




1. Nandini S



2. Shaji Mathew





3. Deepak Bhalla



4. Gopalakrishnan Ramachandran

In the presence of:

1. 
(Gopinath S. Bhat)
2. 
(Bhanu Shetty)

- 2) Nandini S, aged 50 years, an Indian Citizen, residing at B1-34, Sobha Dewflower, 4th cross Sarakki main road, JP nagar 1st phase, Bengaluru - 560078, Karnataka
- 3) Shaji Mathew, aged 53 years, an Indian citizen, residing at No. 721, EDEN, Ashram Road, Hinkal, Mysore - 570017, Karnataka.
- 4) Deepak Bhalla, aged 50 years, an Indian citizen, residing at 2051, Shoba Primrose Apts, Outer Ring Road, Bellandur, Bengalure-560103, Karnataka
- 5) Gopalakrishnan Ramachandran, aged 43 years, an Indian citizen, residing at C-204, Atulya, R K Township, Yerandhalli, Jigni Link Road, Bangalore-560099, Karnataka.

(hereinafter referred to as the "Trustees" of the Infosys Expanded Stock Ownership Trust) of the OTHER PART

WHEREAS:

- (A) By a deed of trust dated May 15, 2019 (hereinafter referred to as the "Original Deed"), Infosys Limited, established Infosys Expanded Stock Ownership Trust in order to promote the welfare of employees by providing employees an opportunity to participate in the growth or prosperity of the Settlor through issue of shares or other securities or warrants which would entitle such employees to apply for shares of the company through the Settlor's Expanded Stock Ownership Program 2019.
- (B) The Original Deed was amended as follows:
 - i. by a first deed of variation dated October 14, 2020 recording the appointment of Shamita Chatterjee as member of the Board of Trustees.
 - ii. by a second deed of variation dated October 13, 2022, recording the resignation of Sunil Kumar Dhareshwar and appointment of Dhiraj Sethi on the Board of Trustees
 - iii. by a third deed of variation dated April 22, 2024, recording the resignation of Jayesh Dhavantkumar Sanghrajka and Dhiraj Sethi and appointment of Deepak Bhalla and Rajesh Kini M on the Board of Trustees.
- (C) The Board of Trustees now proposes the appointment of Gopalakrishnan Ramachandran aged 43 years, residing at C-204, Atulya, R K Township, Yerandhalli, Jigni Link Road, Bangalore-560099, Karnataka as a member of the Board of Trustees effective July 22, 2024 and record the resignation of Rajesh Kini M as a Trustee effective July 5, 2024 by way of this Fourth deed of variation.
- (D) Pursuant to the terms of Clause 12 of the Deed and the resolution dated July 18, 2024 of the Board of Trustees, the Board of Trustees has accorded its approval for the amending the Deed. The Board of Trustees is now desirous of entering into this fourth deed of variation to effect the amendments in the Deed.

NOW ACCORDINGLY, THIS FOURTH DEED OF VARIATION HEREBY WITNESSES AS FOLLOWS:

1. DEFINITIONS

All capitalized terms used but not defined herein shall have the same meaning as provided respectively in the Deed, unless specified otherwise. Other capitalized terms used in this Fourth Deed of Variation shall have such meaning given under this Fourth Deed of Variation.

2. AMENDMENTS

2.1 The names of the Trustees stated in the Deed shall stand modified as follows:

1. Ms. Nandini S
2. Mr. Shaji Mathew
3. Mr. Deepak Bhalla
4. Mr. Gopalakrishnan Ramachandran

5. MISCELLANEOUS

a. Governing Law and Jurisdiction

This Fourth Deed of Variation and any obligations arising out of or in connection with this Fourth Deed of Variation shall be governed by and construed in accordance with Indian law and the courts and tribunals of Bangalore, shall have non-exclusive jurisdiction.

b. Supersession

- (i) In the event of any discrepancy, inconsistency or contradiction in terms of the Deed and those contained in this Deed of Variation, the terms of this Deed of Variation shall override and supersede the terms of the Deed to the extent of such contradiction, inconsistency and contradiction.
- (ii) This Deed of Variation is supplemental to the Deed and shall form an integral part of the Deed, which shall continue to have effect, and be of binding nature in accordance with its terms, as supplemented and/ or modified hereby.

SIGNATURE PAGE

IN WITNESS WHEREOF the Settlor has caused this Fourth of Variation to be executed the day and year first hereinabove written.

SIGNED AND DELIVERED:

By Infosys Limited, being the Settlor



A G S Manikantha
Company Secretary

By the Trustees

1. Nandini S



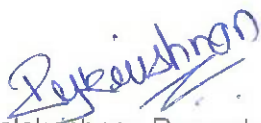
2. Shaji Mathew



3. Deepak Bhalla

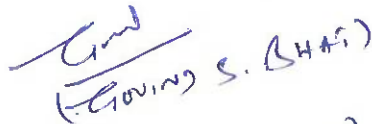


4. Gopalakrishnan Ramachandran



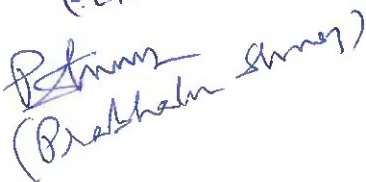
In the presence of:

1.



(Govind S. (SHAF))

2.



(Brahmachari Shree)