

**QUARTERLY INTEGRATED FILING (GOVERNANCE)**

**A. Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis**

1. Name of the Listed Entity: **Infosys Limited**

2. Quarter ending: **December 31, 2024**

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr./ Ms.)</b>	<b>Name of the Director</b>	<b>PAN<sup>s</sup> &amp; DIN</b>	<b>Category (Chairperson /Executive/non-executive/in dependent/ Nominee) &amp;</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-appoint ment</b>	<b>Date of Cessa tion</b>	<b>Ten ure*</b>	<b>Date of Birth</b>	<b>No. of directorship in listed entities including this listed entity [with reference to Reg 17A]</b>	<b>No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to reg 17A(1)] &amp; reg. 17A(2)]</b>	<b>No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Reg 26(1) of the LODR)</b>	<b>No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Reg 26(1) of the LODR)</b>
Mr.	Nandan Nilekani	0004 1245	Chairperson-Non-Executive-Non-Independent	24-Aug-2017			NA	02-Jun-1955	1	0	0	0
Mr.	Salil Parekh	0187 6159	Executive-Managing Director & Chief Executive Officer	02-Jan-2018	01-July-2022		NA	05-Jun-1964	1	0	0	0
Mr.	D. Sundaram	0001 6304	Non-Executive-Independent	14-Jul-2017	14-Jul-2022		90	16-Apr-1953	3	3	8	3
Mr.	Michael Nelson Gibbs	0817 7291	Non-Executive-Independent	13-Jul-2018	13-Jul-2021		78	08-Nov-1957	1	1	2	1
Mr.	Bobby Kanubhai Parikh	0001 9437	Non-Executive-Independent	15-Jul-2020	15-Jul-2023		54	30-Apr-1964	3	3	7	4
Ms.	Chitra Nayak	0910 1763	Non-Executive-Independent	25-Mar-2021	25-Mar-2024		45	09-Apr-1963	1	1	1	0
Mr.	Govind Iyer	0016 9343	Non-Executive-Independent	12-Jan-2023			24	22-Sept-1962	1	1	0	0
Ms.	Helene Auriol Potier	1016 6891	Non-Executive-Independent	26-May-2023			19	26-Nov-1962	1	1	0	0

Mr.	Nitin Paranjpe	0004 5204	Non-Executive-Independent	01-Jan-2024			12	04-Mar-1963	2	1	0	0
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<b>Whether Regular chairperson appointed</b>	<b>Yes</b>
<b>Whether Chairperson is related to managing director or CEO</b>	<b>No</b>
<p>§PAN number of any director would not be displayed on the website of Stock Exchange  &amp;Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen  * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>	

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/ Nominee)&amp;</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	1. Bobby Kanubhai Parikh	Chairperson-Non-Executive-Independent	16-Jul-2020	
		2. D. Sundaram	Non-Executive-Independent	14-Jul-2017	
		3. Michael Nelson Gibbs	Non-Executive-Independent	04-Feb-2020	
2. Nomination & Remuneration Committee	Yes	1. D. Sundaram	Chairperson-Non-Executive-Independent	14-Jul-2017	
		2. Michael Nelson Gibbs	Non-Executive-Independent	21-Apr-2020	
		3. Govind Iyer	Non-Executive-Independent	13-Jan-2023	
		4. Nitin Paranjpe	Non-Executive-Independent	01-Jan-2024	
3. Risk Management Committee	Yes	1. D. Sundaram	Chairperson-Non-Executive-Independent	14-Jul-2017	
		2. Michael Nelson Gibbs	Non-Executive-Independent	13-Jul-2018	
		3. Bobby Kanubhai Parikh	Non-Executive-Independent	16-Jul-2020	
		4. Chitra Nayak	Non-Executive-Independent	25-Mar-2021	
		5. Govind Iyer	Non-Executive-Independent	13-Jan-2023	
		6. Helene Auriol Potier	Non-Executive-Independent	17-Jun-2023	
		7. Nitin Paranjpe	Non-Executive-Independent	01-Jan-2024	
4. Stakeholders Relationship Committee	Yes	1. Michael Nelson Gibbs	Chairperson-Non-Executive-Independent	23-Mar-2023	
		2. D. Sundaram	Non-Executive-Independent	21-Apr-2020	
		3. Bobby Kanubhai Parikh	Non-Executive-Independent	14-Jan-2021	
		4. Chitra Nayak	Non-Executive-Independent	25-Mar-2021	

5. Corporate Social Responsibility Committee	Yes	Govind Iyer	Chairperson-Non-Executive-Independent	13-Jan-2023	
		Chitra Nayak	Non-Executive-Independent	25-Mar-2021	
		Michael Nelson Gibbs	Non-Executive-Independent	20-Apr-2023	
6. Environmental Social and Governance Committee	Yes	Chitra Nayak	Chairperson-Non-Executive-Independent	14-Apr-2021	
		Govind Iyer	Non-Executive-Independent	13-Jan-2023	
		Helene Auriol Potier	Non-Executive-Independent	17-Jun-2023	

*&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen*

### III. Meeting of Board of Directors

Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
October 17, 2024	Yes	9	7	July 18, 2024, and July 19, 2024	89

\* to be filled in only for the current quarter meetings

Note – The Board meeting concluded on October 17, 2024, was held over two days, i.e. October 16, 2024, and October 17, 2024.

### IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
Audit Committee	October 17, 2024	Yes	3	3	July 18, 2024, and September 20, 2024	63 days
Nomination & Remuneration Committee	October 16, 2024	Yes	4	4	July 17, 2024	90 days
Risk Management Committee	October 10, 2024	Yes	7	7	July 11, 2024	90 days
Stakeholders Relationship Committee	October 11, 2024	Yes	4	4	July 10, 2024	92 days
Corporate Social Responsibility Committee	October 11, 2024	Yes	3	3	July 9, 2024	93 days

Environmental Social and Governance Committee	October 11, 2024	Yes	3	3	July 11, 2024	91 days
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\* to be filled in only for the current quarter meetings

\*\* This information has to be mandatorily be given for audit committee and Risk Management Committee, for rest of the committees giving this information is optional

#### **V. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration Committee
  - c. Stakeholders relationship Committee
  - d. Risk management Committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000)
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

#### **Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by the listed entity and instead a statement "same as previous quarter" may be given.

### **B. INVESTOR GRIEVANCE REDRESSAL REPORT**

<b>Investor Grievance Redressal Report</b>	
<b>No. of investor complaints pending at the beginning of Quarter</b>	<b>0</b>
<b>No. of investor complaints received during the Quarter</b>	<b>39</b>
<b>No. of investor complaints disposed off during the Quarter</b>	<b>38</b>
<b>No. of investor complaints those remaining unresolved at the end of the Quarter</b>	<b>1</b>

### **C. DETAILS OF CYBER SECURITY INCIDENCE**

Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
<b>Date of the event</b>	<b>Brief details of the event</b>
NA	NA

#### **D. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES**

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

<b>S. No.</b>	<b>Name of the unlisted company in which shares or voting rights have been acquired</b>	<b>Date of acquisition</b>	<b>Aggregate holding (% shares or voting rights) as at the end of the previous quarter</b>	<b>% shares or voting rights acquired during the quarter</b>	<b>Aggregate holding (% shares or voting rights) as at the end of the quarter</b>
1.	Blitz 24-893 SE	October 17, 2024	NA	100% of the equity share capital  Acquirer: Infosys Singapore Pte Ltd., a wholly owned subsidiary of Infosys Limited	100% of the equity share capital  Acquirer: Infosys Singapore Pte Ltd., a wholly owned subsidiary of Infosys Limited
2.	4baseCare Precision Health Private Limited	December 13, 2024	NA	A minority holding, not exceeding 20% of the outstanding share capital of the company	A minority holding, not exceeding 20% of the outstanding share capital of the company

#### **E. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY**

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

<b>S. No.</b>	<b>Name of the authority</b>	<b>Nature and details of the action(s) taken or order(s) passed</b>	<b>Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority</b>	<b>Details of the violation(s)/ contravention(s) committed or alleged to be committed</b>	<b>Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible</b>
1.	State of New Jersey Department of Labor and Workforce, USA	Order passed/ action taken.  Penalty – \$ 150.00/-	December 31, 2024	Alleged non-compliance related to remittance processing for the quarter ended June 30 and September 30, 2024.	None, there is no material impact on financials, operations or other activities of the Company.
2.	Government of The District of Columbia Department of Employment, USA	Order passed/ action taken.  Penalty – \$ 300.00/-	December 25, 2024	Alleged non-payment of State Unemployment Insurance liability for Q4'23, Q2'24 and Q3'24.	None, there is no material impact on financials, operations or other activities of the Company.

3.	State of New Jersey Department of labor, USA	Order passed/ action taken. Penalty – \$ 100.00/-	December 21, 2024	Alleged delay in filing of returns for Q1'24.	None, there is no material impact on financials, operations or other activities of the Company.
4.	Campbell County Occupational License Dept, USA	Order passed/ action taken. Penalty – \$ 25.00/-	December 16, 2024	Alleged underpayment for Quarterly return of license fee or Annual Payroll reconciliation for Q3'24.	None, there is no material impact on financials, operations or other activities of the Company.
5.	Peruvian Tax Authority, SUNAT, Peru	Order passed/ action taken. Penalty – PEN 25,416/-	December 5, 2024	Alleged incorrect declaration of requisite tax information/ documents.	None, there is no material impact on financials, operations or other activities of the Company.
6.	Illinois Department of Revenue, USA	Order passed/ action taken. Penalty – \$ 53.28	December 3, 2024	Alleged late payment of withholding income tax return for Q3 2024.	None, there is no material impact on financials, operations or other activities of the Company.
7.	Tobyhanna TWP Municipal Authority, Commonwealth of Pennsylvania, USA	Order passed/ action taken. Penalty – \$ 453.82	December 3, 2024	Alleged short payment of Local Service Tax short payment for Q1, Q2, Q3, Q4 '2022.	None, there is no material impact on financials, operations or other activities of the Company.
8.	Millcreek Township SCH DIST/ Millcreek Township Municipal authority, Commonwealth of Pennsylvania, USA	Order passed/ action taken. Penalty – \$ 207.90	December 3, 2024	Alleged short payment of Local Service Tax short payment for Q3 and Q4 2022.	None, there is no material impact on financials, operations or other activities of the Company.
9.	Abington Heights SD / South Abington TWP Municipal authority, Commonwealth of Pennsylvania	Order passed/ action taken. Penalty – \$ 127.74	December 3, 2024	Alleged short payment of Local Service Tax short payment for Q1 2022.	None, there is no material impact on financials, operations or other activities of the Company.
10.	Oregon Department of Revenue – USA	Order passed/ action taken. Penalty – \$ 55.56	November 27, 2024	Alleged Short Payment of State Income tax for Q4- 2023	None, there is no material impact on financials, operations or other activities of the Company.
11.	Campbell County Occupational License Department – USA	Order passed/ action taken. Penalty – \$ 48/-	November 21, 2024	Alleged Short Payment of Campbell county's senior citizens and general Taxes for Q1- 2024	None, there is no material impact on financials, operations or other activities of the Company.
12.	Employment Security Department - USA	Order passed/ action taken.	November 21, 2024	Alleged error in reporting unemployment wage and Tax report for Q3- 2024	None, there is no material impact on financials, operations or other

		Penalty – \$ 250/ Order passed/ action taken.			activities of the Company.
13.	Office of Unemployment Compensation – USA	Penalty – \$ 100/- Order passed/ action taken.	November 23, 2024	Alleged short payment of unemployment insurance tax for Q3 - 2024	None, there is no material impact on financials, operations or other activities of the Company.
14.	Revenue Authority - Mauritius	Penalty – MUR 106,675.88 Order passed/ action taken.	November 26, 2024	Alleged Short and late payment of Income Tax (CTAX) and TDS respectively as on June 30, 2024	None, there is no material impact on financials, operations or other activities of the Company.
15.	Georgia Department of Labor, USA	Levy of penalty and pending tax payment for the period from Q3'2019 to Q1'2024 (Calendar Year).  Penalty – \$ 3,281,960.97	November 21, 2024	The Company has received an intimation from the Georgia Department of Labor towards levy of penalty and pending tax payment for the period from Q3'2019 to Q1'2024 (Calendar Year).  The Company is in the process of seeking clarifications on the pending tax amounts and levy of penalty.	None, there is no material impact on financials, operations or other activities of the Company.
16.	Oklahoma Employment Security Commission, USA	Order passed/ action taken.  Penalty – \$ 23.16/-	November 19, 2024	Alleged short payment of unemployment insurance tax for the Q2 - 2024 and Q3 - 2024	None, there is no material impact on financials, operations or other activities of the Company.
17.	Compulsory Enforcement Services, Armenia	Order passed/ action taken.  Penalty – AMD 23,500/-	October 25, 2024	Non-receipt of Stamp Duty in the designated account by Compulsory Enforcement Services, Armenia.	None, there is no material impact on financials, operations or other activities of the Company.
18.	Department of Employment Services, District of Columbia, USA	Order passed/ action taken.  Penalty – \$ 200/-	October 24, 2024	Alleged short payment of State Unemployment Insurance Taxes for Q4'23 to Q2'24.	None, there is no material impact on financials, operations or other activities of the Company.
19.	State of Michigan, Department of Labor, USA	Order passed/ action taken.  Penalty – \$ 50/-	October 12, 2024	Alleged short payment of State Unemployment Insurance Tax for Q2 2024.	None, there is no material impact on financials, operations or other activities of the Company.
20.	Department of Labor and Workforce Development, State of New Jersey, USA	Order passed/ action taken.  Penalty – \$ 2,384.88	October 3, 2024	Alleged short deposit of State Unemployment Insurance taxes for Q1 to Q4 2023.	None, there is no material impact on financials, operations or other activities of the Company.

21.	Indiana Department of Revenue, USA	Order passed/ action taken.  Penalty – \$ 8.41	October 2, 2024	Alleged short payment of Indiana State Income Tax for July 2024.	None, there is no material impact on financials, operations or other activities of the Company.
22.	Canadian Revenue Agency, Canada	Order passed/ action taken.  Penalty – CAD 329.52	October 01, 2024	Alleged late remittance of withholding tax for August 2024.	None, there is no material impact on financials, operations or other activities of the Company.

**F. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES**

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
-	-	-	-	-

**Related Party Transactions**

Sr. No	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	Yes
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

This report was placed before the Board of Directors in their meeting held on January 16, 2025 and there were no specific observations.

**Name: A.G.S Manikantha**  
**Designation: Company Secretary**  
**ACS- 21918**