

Infosys Ltd
Form 6-K
June 27, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934

For the month of June 2018

Commission File Number 001-35754

Infosys Limited

(Exact name of Registrant as specified in its charter)

Not Applicable.

(Translation of Registrant's name into English)

Electronics City, Hosur Road, Bangalore - 560 100, Karnataka, India. +91-80-2852-0261

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F:

Form 20-F þ Form 40-F o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): o

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SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Infosys Limited (“Infosys” or the “Company”) hereby furnishes to the United States Securities and Exchange Commission, the following information concerning the matters voted upon at the Annual General Meeting, or AGM, of the Company held on June 23, 2018.

The following is a brief description of the matters voted upon by the members of the Company both by electronic means and at the AGM held on June 23, 2018, along with votes cast for and against as to each matter.

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This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

The matters to be voted upon were notified to the shareholders on record and, through the Depositary, to all registered holders of American Depositary Shares ("ADSs") who were holding the ADSs on a record date determined by the Depositary.

As per the Indian Companies Act, 2013, the Company provided its members the facility to cast their votes by electronic means ("E-voting") for all resolutions. The E-voting period commenced on June 18, 2018 and ended on June 22, 2018. Those shareholders of the Company who were eligible to vote and did not vote by E-voting could only cast their votes at the AGM.

1,071 shareholders representing in aggregate 2,4,999,419 equity shares attended the AGM in person, 30 shareholders representing in aggregate 428,162,241 equity shares attended the AGM through a proxy and 187 shareholders representing in aggregate 571,531 equity shares attended the AGM through video conference from Mumbai, India.

At the Company's AGM, the following director retired by rotation and was eligible for re-election:

- U. B. Pravin Rao

U. B. Pravin Rao was re-elected by the requisite majority of the Company's shareholders.

In addition, the following matters were also voted upon at the AGM:

- Adoption of financial statements
- Declaration of dividend
- Ratification of appointment of auditors

Brief Description of the matter put to vote

**Votes for ⁽¹⁾⁽²⁾ Votes
against ⁽¹⁾⁽²⁾**

- | | | |
|---|---------------|------------|
| To consider and adopt the audited financial statements (including the consolidated | | |
| 1. financial statements) of the Company for the financial year ended March 31, 2018 and | 1,555,835,357 | 809,990 |
| the reports of the Board of Directors and Auditors thereon. | | |
| To declare a final dividend of 20.50 per equity share and a special dividend of 10 per | | |
| 2. equity share. Further, to approve the interim dividend of 13 per equity share, already | 1,607,055,745 | 63,295 |
| paid during the year, for the year ended March 31, 2018. | | |
| To appoint a director in place of U.B. Pravin Rao, who retires by rotation and, being | | |
| 3. eligible, seeks re-appointment. | 1,597,145,826 | 9,831,728 |
| To ratify the appointment of Deloitte Haskins & Sells, LLP, Chartered Accountants as | | |
| 4. the statutory auditors of the Company and to fix the remuneration payable to them for | 1,547,700,401 | 53,547,515 |
| the financial year ending March 31, 2019, as may be determined by the Board of | | |
| Directors in consultation with the auditors. | | |

- Under the Indian Companies Act, 2013, the Company shall provide to its members the facility to exercise their right to vote at general meetings by electronic means. Accordingly, the Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions. Those members who did not vote by electronic means, could only cast their votes at the AGM, whether in person or by proxy.
- (1)
- Under the Indian Companies Act, 2013, and as per our Articles of Association, the voting rights of every member whether present in person or by proxy, shall be in proportion to his or her share of our paid-up capital.
- (2)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly organized.

Infosys Limited

/s/ Inderpreet Sawhney

Inderpreet Sawhney

Date: June 25, 2018

Group General Counsel & Chief Compliance Officer

