

Infosys Ltd
Form 6-K
June 18, 2013

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 2013

Commission File Number 000-25383

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 ☒ Form 40-F ☐

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): ☐

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): ☐

TABLE OF CONTENTS

SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

SIGNATURES

SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

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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 15, 2013.

The following is a brief description of the matters voted upon at the AGM of the Company held on June 15, 2013, along with votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, as to each matter.

The information contained in this Form 6-K shall be deemed to be incorporated by reference into the Company's registration statements under the Securities Act of 1933, as amended.

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. 862 shareholders representing in aggregate 50,509,530 equity shares attended the AGM in person and 256 shareholders representing in aggregate 225,254,269 equity shares attended the AGM through a proxy, including two proxies representing the Depositary to carry out the instructions of the holders of ADSs representing 71,914,645 equity shares.

At the Company’s AGM, the following directors retired by rotation, were eligible for re-election and were re-elected by the requisite vote by show of hands of the Company’s shareholders:

- S. D. Shibulal
- Srinath Batni
- Deepak Satwalekar
- Omkar Goswami
- R. Seshasayee

Mr. Leo Puri who had previously been appointed by the Board of Directors of the Company as an additional and independent director of the Company on April 11, 2013 was elected as a director liable to retire by rotation. Also, Mr. N.R. Narayana Murthy, who had previously been appointed by the Board of Directors of the Company as an additional director and Executive Chairman of the Company on June 1, 2013, was elected as a director liable to retire by rotation. Subsequent to the AGM, Mr. Murthy’s appointment as whole-time director and Executive Chairman of the Company will be subject to the approval of the shareholders at an extra-ordinary general meeting.

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

- The receipt, consideration and adoption of the Company’s balance sheet as at March 31, 2013, the profit and loss account for the year ended on that date and the report of the directors and the auditors thereon.
- The declaration of a final dividend for the financial year ended March 31, 2013.
- The appointment of auditors to hold office from the conclusion of the AGM until the conclusion of the Company’s next annual general meeting and to fix their remuneration.

Brief Description of the matter put to vote	Votes for (1)(2)(3)	Votes against/withheld (1)(2)(4)	Abstentions / Broker Non-votes
1. To receive, consider and adopt the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss account for the year ended on that date and the Report of the Directors and the Auditors thereon.	863	1	–
2.	863	1	–

To declare a final dividend for the financial year ended March 31, 2013.			
3. To appoint a director in place of S. D. Shibulal, who retires by rotation and, being eligible, seeks re-appointment.	863	1	—
4. To appoint a director in place of Srinath Batni, who retires by rotation, and being eligible, seeks re-appointment.	863	1	—
5. To appoint a director in place of Deepak Satwalekar, who retires by rotation and, being eligible, seeks re-appointment.	863	1	—
6. To appoint a director in place of Omkar Goswami, who retires by rotation and, being eligible, seeks re-appointment.	863	1	—
7. To appoint a director in place of R. Seshasayee, who retires by rotation and, being eligible, seeks re-appointment.	863	1	—
8. To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass a resolution thereof.	863	1	—
9. To appoint Leo Puri as a director of the Company, liable to retire by rotation.	863	1	—
10. To appoint N. R. Narayana Murthy as a director of the Company, liable to retire by rotation.	862	—	—

- (1) Under the Indian Companies Act, 1956, voting is by show of hands unless a poll is demanded by a member or members present in person, or by proxy holding at least one-tenth of the total shares entitled to vote on the resolution or by those holding shares with an aggregate paid-up capital of at least 50,000. Under our Articles of Association, members present by proxy are entitled to vote only on a poll but not on a show of hands, unless such member is a body corporate present by a representative in which case such proxy shall have a vote on the show of hands as if he were a member.
- (2) Under the Indian Companies Act, 1956, and as per our Articles of Association, on a show of hands every member present in person shall have one vote and upon a poll 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.
- (3) The number of members who are shown to have voted for the resolutions includes one representative of the Depository, with instructions to vote as such, on behalf of the holders of ADSs.
- (4) The number of members who are shown to have voted against the resolution includes one representative of the Depository, with instructions to vote as such, on behalf of the holders of the ADSs.

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.

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Infosys Limited
/s/ S. D. Shibulal

S. D.
Shibulal
Chief Executive
Officer

Date: June 18, 2013