



Infosys BPO Limited

Electronics City, Hosur Road
Bangalore 560100, India
Tel.: 91-80-28522405
Fax: 91-80-28522411

April 6, 2007

Dear Member,

You are cordially invited to attend the Fifth Annual General Meeting of the members of the company on Wednesday, June 13, 2007 at 10.00 A.M. at the Registered Office of the company at Plot No 26/3, 26/4 and 26/6, Electronics City, Hosur Road, Bangalore 560100.

The notice for the meeting containing the proposed resolutions is enclosed herewith.

Very truly yours,

A handwritten signature in black ink, which appears to read "T.V. Mohandas Pai".

T V Mohandas Pai
Chairman

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Notice

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of Infosys BPO Limited (the "Company") will be held on Wednesday, June 13, 2007 at 10.00 A.M. at the Registered Office of the company at Plot No. 26/3, 26/4, 26/6, Electronics City, Hosur Road, Bangalore 560100, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2007 and the Profit and Loss Account for the year ended as on that date and reports of the directors and auditors thereon.
2. To appoint a director in place of Prof. Jayanth R Varma, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Sridar Iyengar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors and to fix their remuneration for the ensuing year.

RESOLVED THAT BSR & Co., Chartered Accountants be and are hereby appointed as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and the Board of Directors be and are hereby authorised to fix a suitable remuneration in consultation with the auditors which remuneration may be paid on a progressive billing basis as may be agreed between the auditors and the Board of Directors.

By Order of the Board

Bangalore
April 6, 2007

N. R. Ravikrishnan
Company Secretary

Notes:

1. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. UNDER THE COMPANIES ACT, 1956, VOTING IS BY A 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 PAID-UP CAPITAL OF ATLEAST Rs. 50,000. A PROXY SHALL NOT VOTE EXCEPT ON A POLL.**
3. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
4. Members/ proxies should bring duly-filled attendance slips sent herewith to attend the meeting.
5. The Register of Director's shareholdings, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the AGM.
6. The Register of Contracts, maintained under Section 301 of the Companies Act, 1956, will be available for inspection by the members at the registered office of the company.

Additional information on directors seeking election at the annual general meeting

Brief profile of Prof Jayanth R Varma, Director

Prof. Jayanth R. Varma is a Professor at the Indian Institute of Management, Ahmadabad. He was also the chairman and member of various committees formed by the Securities Exchange Board of India and Department of Company Affairs. Prof. Jayanth R. Varma is the Chairman of the Audit Committee and Compensation Committee of the company and also an independent director of the company. He is also in the Boards of UTI Bank Limited and OnMobile Asia Pacific Private Limited as an Independent Director

Brief profile of Mr. Sridar Iyengar, Director

Mr. Sridar Iyengar is the President of TiE (The Indus Entrepreneurs) in Silicon Valley. Previously, he was partner-in-charge of KPMG's Emerging Business Practice. Mr. Sridar Iyengar has the unique distinction of having worked as a partner in all three of KPMG's regions - Europe, America and Asia-pacific as well as in all four of KPMG's functional disciplines - assurance, tax, consulting and financial advisory services. He was the Chairman and CEO of KPMG's India operations between 1997 to 2000 and during that period was a member of the executive board of KPMG's Asia-Pacific practice. Prior to that, he headed the International Services practice in the West Coast. On his return from India in 2000 he was asked to lead a major effort of KPMG focused on delivering audit and advisory services to early stage companies. Mr. Sridar Iyengar served as a member of the audit strategy group of KPMG LLP. He was with KPMG from 1968 until his retirement in March 2002. Mr. Sridar Iyengar is a Fellow of the Institute of Chartered Accountants in England and Wales, holds Bachelors Degree in Commerce (honors) from the University of Calcutta and has attended the Executive Education Course at Stanford. He is also in the Boards of ICICI Bank Limited, Infosys Technologies Limited OnMobile Asia Pacific Private Limited as an Independent Director