

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

April 7, 2008

Dear Member,

You are cordially invited to attend the Sixth Annual General Meeting of the members of the company on Friday, June 6, 2008 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,



**T V Mohandas Pai**  
**Chairman**

## Notice

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**NOTICE** is hereby given that the Sixth Annual General Meeting of the Members of Infosys BPO Limited (the "Company") will be held on Friday, June 6, 2008 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, 2008 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 Mr. T V Mohandas Pai, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Amitabh Chaudhry, 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 authorized 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.

Bangalore  
April 7, 2008

**By Order of the Board**

**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 Mr. Amitabh Chaudhry, Managing Director and Chief Executive Officer**

Mr. Amitabh Chaudhry brings with him a total of 16 years of experience in banking industry. Before joining Infosys BPO Limited, Mr. Amitabh Chaudhry was with Credit Lyonnais Securities in Singapore where he headed their investment banking franchise for South East Asia and structured finance practice for Asia. Prior to Credit Lyonnais, he worked for Bank of America where he served in various senior roles including Head of Technology Investment Banking for Asia, Regional Finance Head for wholesale banking and global markets and Chief Finance Officer of Bank of America, India. He is a graduate in engineering from Birla Institute of Technology and Science, Pilani and an MBA from Indian Institute of Management, Ahmadabad. Mr. Amitabh Chaudhry is the Chairman of Infosys BPO s.r.o and a Managing Director in Pan Financial Shared Services India Private Limited and is a Director PAN Financial Holding B.V.

### **Brief profile of Mr. T. V. Mohandas Pai, Chairman and Director**

T. V. Mohandas Pai is Member of the Board and Director-Human Resources, Education and Research and Administration. Mohan joined Infosys in 1994 and has served as a Member of the Board since May 2000. He served as the Chief Financial Officer from 1994 to 2006. In 2006, he voluntarily remitted the office of CFO to lead efforts in the areas of Human Resources and Education & Research.

During his tenure as CFO, Mohan played a strategic role in transforming Infosys to one of the world's most respected and widely-known software services companies. He put in place the country's first publicly articulated financial policy for the company and played a key role in branding the company among the investor community and enhancing transparency and disclosure levels. The Infosys Annual Report, under his supervision, has won the Best Presented Annual Accounts Award from the Institute of Chartered Accountants of India for ten years in succession as well as from the South Asia Federation of Accountants (2000).

Mohan was an integral part of the Infosys team that enabled the first listing of an India-registered company on NASDAQ and the first sponsored secondary offering of American Depository Shares by an Indian company. He was voted 'CFO of the Year' in 2001 by IMA India (formerly EIU India) and American Express. He won the "Best CFO in India" award from Finance Asia in 2002, and "Best Chief Financial Officer in India" in the AsiaMoney Best Managed Companies Poll 2004.

Mohan has been active in working with regulators to improve the business ecosystem. He was also a member of the Kelkar Committee constituted by the Ministry of Finance, Government of India (GoI) for reforming direct taxes, the Non-Resident Taxation Committee, the High Powered Committee on e-Commerce & Taxation. He is currently a member of the SEBI Accounting Standards Sub-committee and the Empowered committee for setting up the Tax Information Network of the GoI. He also works with the Union and State Governments in the fields of education, information technology and business. Mohan is also a Trustee of the International Accounting Standards Committee Foundation, the body that oversees the International Accounting Standards Board.

In addition to his current responsibilities, Mohan is working with governments and decision-makers across India to improve the quality of education and availability of skilled manpower in India. He is also involved in Akshaya Patra Foundation, a project that provides mid-day meals to over 450,000 children across India, and which aims to reach out to one million children.

Mohan has a bachelor's degree in commerce (B.Com) from St. Joseph's College of Commerce, Bangalore and a bachelor's degree in law (LLB) from Bangalore University. He is a Fellow Chartered Accountant (FCA).