

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

April 8, 2009

Dear Member,

You are cordially invited to attend the Seventh Annual General Meeting of the members of the company on Monday, June 15, 2009 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

**NOTICE** is hereby given that the Seventh Annual General Meeting of the Members of Infosys BPO Limited (the "Company") will be held on Monday, June 15, 2009 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, 2009 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. S D Shibulal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. B G Srinivas, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Eric S Paternoster, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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.

### SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956, a sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Companies Act, 1956, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and the Executive Director) in such amounts or proportions and in such manner as may be directed by the Board of Directors, and such payments shall be made out of profits of the Company for each corresponding year, till March 31, 2014."

**By Order of the Board**

Bangalore  
April 8, 2009

**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. S D Shibulal, Director**

Mr. S.D. Shibulal is a co-founder and member of the Board of Directors of Infosys Technologies Limited. He took over from Mr. S. Gopalakrishnan as Chief Operating Officer on June 22, 2007. His focus is on increasing competitiveness, improving customer experience, improving employee engagement and increasing the depth of services.

Prior to June 22, 2007, Shibulal served as Group Head – Worldwide Sales & Customer Delivery, where he was responsible for the performance of practice units in terms of value delivered to customers, business performance, and organizational efficiency. This was complemented by his other responsibilities in fostering innovation, leadership, teamwork and work values within the organization.

In 1981 he started sales operations in the North American region and managed customer relationships for the next ten years, predominantly in the manufacturing and retail sectors.

Between 1991 and 1996 he took a sabbatical with Sun Microsystems where he was responsible for designing and implementing *Sun Plaza*, Sun's first e-commerce application, supporting online ordering, payments and distribution of software. As Senior Information Resource Manager, he was a consultant to various divisions of Sun Microsystems in the areas of architecture, auditing, implementation and security policies. He was chosen 'Producer of the Year' and received the SunIR Academy Award for 1995.

In 1997, on his return to Infosys, Shibulal established and headed the Internet Consultancy Practice and also served as Head of Manufacturing, Distribution and Y2K Business Unit. He took over as Worldwide Head of Customer Delivery in 1999 with the responsibility of creating and managing a scalable delivery organization, which he continues to hold.

Mr. Shibulal received a master's degree in Physics from the University of Kerala and an MS in Computer Science from Boston University.

### **Brief profile of Mr. B.G.Srinivas, Director**

Mr. B G Srinivas is head of operations of EMEA for Infosys Technologies Limited. Mr. B G Srinivas has nearly 20 of experience in operations and consulting environment across multiple geographies and industry sectors. Prior to joining Infosys, Mr. Srinivas led corporate process systems for process automation and power transmission multinational, ABB. He has presented on Total quality in manufacturing at the international seminar for excellence in manufacturing and published papers on supply chains and enterprise solutions. Mr. Srinivas holds a Bachelor's degree in mechanical engineering from Bangalore University and Business Strategy with Wharton.

### **Brief profile of Mr. Eric S. Paternoster, Director**

Mr. Eric S Paternoster joined Infosys Business Consulting Services in early 2002 as a Regional Consulting Head and is at present Head for the Insurance, HealthCare and Life Science Business Units of Infosys Technologies Limited. Mr. Eric S Paternoster has 23 years of experience in professional services/ consulting with Accenture, Ernst & Young and Infosys Technologies Limited. Prior to joining Infosys, Mr. Eric was with Accenture and Ernst & Young and handled a number of clients in banking, health care and insurance. Mr. Eric holds a engineering degree from the US Military Academy and a Masters in Business Administration in Finance from the University of Cincinnati. He also served as Infantry Officer in US Army.

## **EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956**

### **Item No.6**

Section 309(4)(b) of the Companies Act, 1956 provides that a director who is neither in the whole-time employment of the company nor a Managing Director may be paid remuneration by way of commission, if the company by special resolution, authorizes such payment.

The proposed resolution would allow the Company to make payment by way of commission to the non-executive independent directors till the period ending March 31, 2014 in accordance with Section 309 of the Companies Act, 1956.

All the non-executive independent directors other than the Managing Director of the Company may be deemed to be interested or concerned in the resolution to the extent of the commission payable to them in accordance with the proposed resolution.

The Directors recommend the resolution for your approval