

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

April 8, 2010

Dear Member,

You are cordially invited to attend the Eighth Annual General Meeting of the members of the company on Friday, June 11, 2010 at 10.00 A.M. at the Registered Office of the company at Plot Nos 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,

s/d-

T V Mohandas Pai
Chairman

Notice

NOTICE is hereby given that the Eighth Annual General Meeting of the Members of Infosys BPO Limited (the "Company") will be held on Friday, June 11, 2010 at 10.00 A.M. at the Registered Office of the company at Plot Nos. 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, 2010 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 him for re-appointment.
3. To appoint a director in place of Mr. 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 B S R & 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

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. D Swaminathan, who was co-opted as an additional director by the Board of Directors of the company and who in terms of Section 260 of the Companies Act, 1956, holds until the date of the ensuing annual general meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of a director, be and is hereby appointed as a director of the Company, liable to retire by rotation.

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

RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or reenactments thereof, for the time being in force) to the Companies Act, 1956 the approval of the shareholders of the Company be and is hereby accorded to the appointment of Mr. D Swaminathan as Managing Director and Chief Executive Officer of the company for a period of five (5) years with effect from January 16, 2010 or till attaining his age of superannuation, whichever is earlier, as per terms and conditions as stated in the explanatory statement and on the remuneration set out follows:

- (i) Fixed Salary per month – Rs. 4,16,971/- in the scale of Rs. 3,00,000 to Rs. 10,00,000.
- (ii) Company performance linked incentive – Mr. D Swaminathan shall be entitled to company performance linked incentive, payable quarterly or at such other intervals as may be decided by the Board.
- (iii) Individual performance linked incentive - Mr. D Swaminathan shall be entitled to Individual performance linked incentive, payable quarterly or at such other intervals as may be decided by the Board.
- (iv) Long term Bonus – USD 60,000 payable quarterly or at such intervals as may be decided by the Board.

Perquisites and allowances - Mr. D Swaminathan shall be entitled to the following perquisites and allowances:

- Housing: Furnished/ unfurnished residential accommodation or house rent allowance upto 10% of salary in lieu thereof. The expenditure incurred by the company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules. 1962.
- Medical Reimbursement/ allowance: Reimbursement of actual expenses for self and family and/ or allowance will be paid as decided by the Board from time to time.
- Leave travel concession/ allowance: For self and family once in a year, as decided by the Board from time to time.
- Club fees: Fees payable subject to a maximum of two clubs.
- Provision for driver/ driver's salary allowance: As per the rules of the company.
- Personal accident insurance: As per the rules of the company.

Other benefit- Mr. D Swaminathan shall be entitled to the other benefits as follows:

- (a) Earned/ Privilege leave: As per the Rules of the company.
- (b) Company contribution to provident fund and superannuation fund: As per the rules of the company.
- (c) Gratuity: As per the rules of the company.
- (d) Encashment of leave: As per the rules of the company.
- (e) Company car and telephone: Use of the company's car and telephone at residence for official purpose, as per the rules of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary, alter or modify the different components of the above-stated remuneration as may be agreed to by the Board of Directors and Mr. D Swaminathan.

RESOLVED FURTHER THAT notwithstanding the statements made above, wherein any financial year during the tenure of his appointment, the company has incurred loss or its profits are inadequate, the company shall pay to Mr. D Swaminathan, the remuneration by way of salary, perquisites, other allowances and other benefits not exceeding the limits specified under paragraph 2 of Section II, Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the government from time to time as minimum remuneration

7. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution

RESOLVED THAT M/s. Diaz Murillo Dalupan and Co, Chartered Accountants, Philippines be and hereby appointed as the Branch Auditors of the company for auditing the books of accounts maintained by the Manila Branch of the company situated in Philippines from the date of the inception of the branch till the date of the next annual meeting of the company, pursuant to Section 228 (3) of the Companies Act, 1956, at a remuneration to be fixed by the Board of Directors of the Company after discussion with the aforesaid auditors.

By Order of the Board
For Infosys BPO Limited
s/d-

N. R. Ravikrishnan
Company Secretary

Bangalore

April 8, 2010

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.

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

Item No.5

Mr. D Swaminathan was co-opted as an additional director of the Company with effect from January 16, 2010 pursuant to Section 260 of the Companies Act, 1956 and Article 111 of the Article of Association of the Company. Mr. D Swaminathan holds office of the additional director up to the date of the ensuing annual general meeting and is eligible for reappointment as a Director liable to retire by rotation. The Company has received a notice in writing from a member along with a deposit of Rs. 500/- (Rupees Five Hundred) proposing the candidature of Mr. D Swaminathan for the office of the director under the provisions of Section 257 of the Companies Act, 1956

Further a brief resume of Mr. D Swaminathan, his expertise in specific functional areas and details of other directorships/ committees memberships are furnished in the 'Additional Information on Directors seeking election at the Annual General Meeting' forming part of this Notice.

The Board considers that his appointment as a Director will be beneficial to and in the interest of the company. The Directors recommend the resolution for your approval.

None of the directors other than Mr. D Swaminathan may be deemed to be interested or concerned in the proposed resolution as set out in Item No. 5 above.

Item No.6

The Board of Directors of the company, at their meeting held on January 7, 2010, have inducted Mr. D Swaminathan on the Board of the company and further appointed him as the Managing Director and Chief Executive Officer of the company for a period of five (5) years with effect from January 16, 2010 or attaining the age of his superannuation, whichever is earlier. Further, the company has entered into an employment agreement / contract with Mr. D Swaminathan. It may be noted that the abstract of the terms and conditions of appointment of Mr. D Swaminathan as Managing Director and Chief Executive Officer of the company and the memorandum signifying the concern or interest of the Directors therein, were circulated to the shareholders of the company vide letter dated January 18, 2010 as required under Section 302 of the Companies Act, 1956.

The appointment is subject to the approval of members. The terms and conditions of his appointment are as follows:-

- (a) Date of appointment: January 16, 2010.
- (b) Tenure of appointment: Five (5) years with effect from January 16, 2010 or attaining his age of superannuation whichever is earlier.
- (c) Details of remuneration: As provided in the statement made in the resolution.

- (d) The agreement executed between the company and Mr. D Swaminathan, may be terminated by either party by giving six months notice in writing.
- (e) Mr. D Swaminathan shall perform such duties as shall from time to time be entrusted to him, subject to the superintendence, guidance and control of the Board of Directors and he shall perform such other duties as shall from time to time be entrusted to him by the Board of Directors and / or Chairman.

None of the directors other than Mr. D Swaminathan may be deemed to be interested or concerned in his appointment and remuneration payable to him as Managing Director and Chief Executive Officer of the company. The Copies of relevant resolutions of the Board and agreement with respect to the appointment is available for inspection by the members at the registered office of the company during working hours on any working day till the date of this Annual General Meeting.

The Board accordingly recommends the resolution as set out in Item No. 6 of the Notice for the approval of the members.

Item No. 7

The Board of Directors in their meeting held on April 8, 2010 have appointed M/s. Diaz Murillo Dalupan and Co, Chartered Accountants, Philippines as the Branch Auditors of the company for auditing the books of accounts maintained by the Manila Branch of the company situated in Philippines from the date of inception till the date of the next annual general meeting. In this context, it is highlighted that the approval of the shareholders is taken as matter of abundant caution as we have been advised that there is no requirement to have an statutory audit under the laws of Philippines but the audit is done only from tax perspective.

None of the directors may be deemed to be interested or concerned in the proposed resolution as set out in Item No. 7 above.

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 Axis Bank Limited and On Mobile Global Limited as an Independent Director. Prof Jayanth R Varma holds "Nil" equity shares of the company.

Brief profile of Mr. Sridar Iyengar, Director

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, On Mobile Global Limited, Mahindra Holidays and Resorts Limited as an Independent Director. Mr. Sridar Iyengar holds "Nil" equity shares in the company.

Brief profile of Mr. D Swaminathan, Managing Director and Chief Executive Officer

Mr. D Swaminathan joined Infosys BPO in 2004 and has been a key member in the Executive Council of Infosys BPO. He has provided leadership in building some of the key Industry Verticals, International Centers, Horizontal Practices and managing Corporate Functions such as Business Transition, Quality and Risk. He has contributed significantly in the growth of Infosys BPO. He has built CSP and EM business almost from the start to USD 115 Mn. He has provided leadership in building all the practices in Customer Service, Finance and Accounting, Sourcing and Procurement, Sales and Fulfillment, Human Resources which now account for 61% of Infosys BPO business.

Prior to joining Infosys, He was working with OTE Group, Nippon Gulf Enterprises LLC, Eicher Limited, East India Hotels Ltd. and IBM World Trade Corporation Inc. performing multiple roles in the field of marketing and operations. He has over 30 years of experience in the areas of General Management, Finance and Accounting, Sales and Marketing, International Trading and Human Resources Management. He is a Chartered Accountant and is relentless in his operations, financial and people focus. Mr. D Swaminathan holds “Nil” shares in the company.