

Infosys BPO Limited

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

April 11, 2011

Dear Member,

You are cordially invited to attend the Ninth Annual General Meeting of the members of the company on Friday, June 10, 2011 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 Ninth Annual General Meeting of the Members of Infosys BPO Limited (the “Company”) will be held on Friday, June 10, 2011 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, 2011 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. S D Shibulal, 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 with Firm registration number: 101248W 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 M/s. Diaz Murillo Dalupan & 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 conclusion of this meeting until the conclusion of the next annual general meeting, 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

Bangalore
April 11, 2011

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 ₹ 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

The Board of Directors in their meeting held on April 11, 2011 have appointed M/s. Diaz Murillo Dalupan & 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 conclusion of this meeting until the conclusion of the next annual general meeting In this context, it is highlighted to 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. 5 above.

Additional information on directors seeking election at the annual general meeting

Brief profile of Mr. T V Mohandas Pai, Director

Mr. 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, Mr. T. V. Mohandas Pai 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).

Mr. T. V. Mohandas Pai 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 Depositary 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.

Mr. T. V. Mohandas Pai 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. Mr. T. V. Mohandas Pai 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, Mr. T. V. Mohandas Pai 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.

Mr. T. V. Mohandas Pai 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).

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.