

Infosys BPO Limited

Electronics City, Hosur Road

Bangalore 560100, India

Tel.: 91-80-28522405

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April 6, 2012

Dear Member,

You are cordially invited to attend the Tenth Annual General Meeting of the members of the company on Friday, June 8, 2012 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,

V. Balakrishnan

Chairman

Notice

NOTICE is hereby given that the Tenth Annual General Meeting of the Members of Infosys BPO Limited (the “Company”) will be held on Friday, June 8, 2012 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, 2012 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 auditors and to fix their remuneration for the ensuing year.

RESOLVED THAT B S R & 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 Mr. V. Balakrishnan, who was co-opted as an additional director by the Board of Directors, and who holds office under Section 260 of the Companies Act, 1956 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 Mr. Chandrashekar Kakal, who was co-opted as an additional director by the Board of Directors, and who holds office under Section 260 of the Companies Act, 1956 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.

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 & 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 6, 2012

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.

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

Item No.5

Mr. V. Balakrishnan was co-opted as an additional director of the Company with effect from June 11, 2011 pursuant to Section 260 of the Companies Act, 1956. Mr. V. Balakrishnan holds office of the additional director up to the date of the ensuing annual general meeting. The Company has received a notice in writing from a member along with a deposit of ₹ 500 (Rupees five hundred) proposing the candidature of Mr. V. Balakrishnan for the office of the director under the provisions of Section 257 of the Companies Act, 1956.

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

The Directors recommend the resolution for your approval.

Item No.6

Mr. Chandrashekar Kakal was co-opted as an additional director of the Company with effect from October 7, 2011 pursuant to Section 260 of the Companies Act, 1956. Mr. Chandrashekar Kakal holds office of the additional director up to the date of the ensuing annual general meeting. The Company has received a notice in writing from a member along with a deposit of ₹ 500 (Rupees five hundred) proposing the candidature of Mr. Chandrashekar Kakal for the office of the director under the provisions of Section 257 of the Companies Act, 1956.

None of the directors other than Mr. Chandrashekar Kakal may be deemed to be interested or concerned in the proposed resolution as set out in Item No. 6 above.

The Directors recommend the resolution for your approval.

Item No.7

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. 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 board of Gujarat International Finance Tec-City Co. Ltd, as an Independent Director

Brief profile of Mr. V Balakrishnan, Chairman and Director

With over 22 years of experience in leadership positions in the finance domain, Mr. V. Balakrishnan now plays the role of the Group Chief Financial Officer. His areas of responsibilities include Corporate Finance, International Taxation, Risk Management and Mergers & Acquisitions for the whole group. Mr. V Balakrishnan was appointed the Chief Financial Officer in April 2006. Prior to that, he served as Company Secretary and Senior Vice President – Finance. Mr. V. Balakrishnan joined Infosys in 1991 and has served in various capacities in the Finance Department.

Mr. V. Balakrishnan played a key role in Infosys' Indian IPO in 1993 as well as the company's first overseas listing in 1999. He closely supervised the three sponsored secondary offerings by Infosys including two Public Offer Without Listing in Japan. He also played a significant role in Infosys' first acquisition in Australia. His contribution was valuable in procuring VC funding for Infosys BPO and its ultimate sale.

Mr. V Balakrishnan was conferred the CNBC TV 18 Best performing CFO award for IT and ITES sector for 2008 and 2009. He was voted the Best CFO by Finance Asia in its Asia's Best Companies Poll for 2008, 2009 and 2011. He won the Best CFO (Information Technology, Media, Communication and Entertainment) award from the ICAI (The Institute of Chartered Accountants of India) for 2008.

He is an Associate Member of the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and the Institute of Cost & Works Accountants of India.

Prior to joining Infosys, Mr. V. Balakrishnan was a Senior Accounts Executive with Amco Batteries Limited.

Mr. V Balakrishnan holds a B.Sc. degree from the University of Madras. He also holds ACA, ACS and AICWA degrees.

Brief profile of Mr. Chandrashekar Kakal, Director

Mr. Chandrashekar Kakal is at present Senior Vice-President and Global Head of Business IT Services and Member of Executive Council, Infosys Limited. In his current leadership role, Mr. Chandrashekar Kakal is responsible for Infosys' application development, maintenance, testing, and infrastructure management services worldwide. Operating out of a global network of delivery centers, the organization comprises 60,000 employees serving Infosys' clients across the vertical industry spectrum.

Mr. Chandrashekar Kakal joined Infosys in 1999 as one of the leaders of the company's Enterprise Solutions (ES) service unit, playing an instrumental role in the company's entry into the package implementation and related services market. In the process, he established partnerships with SAP, Oracle, Sterling Commerce, TIBCO, and other enterprise solutions vendors.

In 2000, Mr. Chandrashekar Kakal took on the additional responsibility of starting the Hyderabad Development Center. During his four-year tenure as Head of the center, he established a foundation for an organization that today numbers

more than 18,000 employees who serve several of Infosys' largest global clients. In 2004, Mr. Chandrashekar Kakal took on the role of Global Head of Enterprise Solutions. Under his leadership, the unit grew to account for more than 25% of Infosys' total service revenues and, in the process, recognized as an industry leader in the sector by top analyst firms. In 2010, Mr. Chandrashekar Kakal was recognized by Consulting Magazine as one of the Top 25 Consultants in the world for excellence in technology consulting.

Mr. Chandrashekar Kakal holds an MBA in International Business from the Asian Institute of Technology, Bangkok and a Mechanical Engineering degree from Bangalore University. He also holds a graduate diploma in Materials Management from Indian Institute of Materials Management.