

April 16, 2015

Dear member,

You are cordially invited to attend the Thirteenth Annual General Meeting of the members of the company on Friday, July 31, 2015 at 10.00 AM IST 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,

Sd/-

U. B. Pravin Rao

Chairman of the Board

Enclosures:

- 1 Notice of AGM
- 2 Explanatory statement pursuant to section 102 of the Companies Act 2013
- 3 Proxy form
- 4 Attendance slip

INFOSYS BPO LIMITED

CIN : U72200KA2002PLC030310

Electronics City, Hosur Road

Bangalore 560100, India

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Notice

NOTICE is hereby given that the Thirteenth Annual General Meeting (AGM) of the Members of Infosys BPO Limited (the "Company") will be held on Friday, July 31, 2015 at 10.00 AM IST 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

Item no. 1 - Adoption of accounts

To receive, consider and adopt the Financial Statements of the company for the year ended March 31, 2015 including audited Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss for the year ended as on that date and the Reports of the Directors and Auditors thereon.

Item no. 2 - Appointment of auditors

To appoint B S R & Co. LLP, Chartered Accountants (LLP registration no AAB-8181) as statutory auditors of the Company and fix their remuneration and to pass the following resolution thereof

RESOLVED THAT B S R & Co. LLP, Chartered Accountants with LLP registration no AAB-8181 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, and the remuneration may be paid on a progressive billing basis as may be agreed between the auditors and the Board of Directors

Special business

Item no. 3 - Appointment of U. B. Pravin Rao as Director

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

RESOLVED THAT pursuant to Section 161(1) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, U. B. Pravin Rao (bearing DIN: 06782450) who was appointed as an additional director of the Company by the Board of Directors with effect from July 8, 2014 and who holds office until the date of the AGM in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose U. B. Pravin Rao as a candidate for the office of the director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

Item no. 4 - Appointment of Anup Uppadhyay as Director

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

RESOLVED THAT pursuant to Section 161(1) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Anup Uppadhyay (bearing DIN: 07031005) who was appointed as an additional director of the Company by the Board of Directors with effect from December 1, 2014, and who holds office until the date of the AGM in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160

of the Companies Act, 2013 signifying his intention to propose Anup Uppadhyay as a candidate for the office of the director of the Company, be and is hereby appointed as Director of the Company.

Item no. 5 - Appointment of Anup Uppadhyay as Chief Executive Officer and Managing Director

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 149, 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the approval of the Company be and is hereby accorded to the appointment of Anup Uppadhyay as Chief Executive Officer and Managing Director of the company for a period of five (5) years with effect from December 1, 2014 or till attaining his age of superannuation, whichever is earlier, as per the terms and conditions as stated in the explanatory statement and on the remuneration set out follows:

- Fixed Gross Salary per annum – ₹1,05,29,805/- in the scale of ₹1,00,00,000/- to ₹4,00,00,000/-.
- Performance Bonus – ₹56,69,895/- payable quarterly or at such intervals as may be decided by the Board in the scale of ₹50,00,000/- to ₹3,00,00,000/-.
- Long Term Bonus – ₹38,00,300/- payable quarterly or at such intervals as may be decided by the Board in the scale of ₹35,00,000/- to ₹1,00,00,000/-.

Perquisites and allowances – Anup Uppadhyay shall be entitled to the following perquisites and allowances:

- 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.
- Personal accident insurance : As per the rules of the company.

Other benefits – Anup Uppadhyay shall be entitled to the other benefits as follows:

- Earned / Privilege Leave : As per the rules of the company
- Company contribution to provident fund and superannuation fund : As per the rules of the company.
- Gratuity : As per the rules of the company.
- Encashment of Leave : As per the rules of the company.

RESOLVED FURTHER THAT notwithstanding anything hereinabove contained, 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 Anup Uppadhyay, the remuneration by way of salary, perquisites, other allowances and other benefits as aforesaid as minimum remuneration, subject however to the limit specified under Section II of Part II of Schedule

V to the Companies Act, 2013 (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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to by the Board of Directors and Anup Uppadhayay.

Item no. 6 Appointment of Diaz Murillo Dalupan & Co as branch auditors for Philippines branch

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

RESOLVED THAT 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 143(8) of the Companies Act 2013, at a remuneration to be fixed by the Board of Directors of the Company after discussion with the aforesaid auditors.

Item no. 7 Payment of Commission to Non- Executive Independent Directors of the company

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 Section 197 and other applicable provisions, if any, of the Companies Act, 2013, a sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 and any other applicable provisions of the Companies Act, 2013, 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.

*by order of the Board of Directors
for Infosys BPO Limited*

Sd/-

Bangalore
April 16, 2015

A. G. S. Manikantha
Company Secretary

Notes

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be accompanied by resolution of the Board / Power of Attorney / Attested specimen signature, as may be applicable.
4. Members / proxies should bring duly-filled attendance slips sent herewith to attend the meeting.
5. The Register of Director's and Key Managerial Personnel and their shareholdings, maintained under Section 170 (1) of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the registered office of the company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

U. B. Pravin Rao was appointed by the Board of Directors as an additional director of the Company with effect from July 8, 2014 pursuant to Section 161 of the Companies Act, 2013 and Article 114 of the Articles of Association of the Company. U. B. Pravin Rao holds office of the additional director up to the date of the ensuing annual general meeting in terms of Section 161 of the Companies Act 2013. The Company has received a notice in writing from a member along with a deposit of ₹ 1,00,000/- (Rupees One Lakh only) proposing the candidature of U. B. Pravin Rao for the office of the director under the provisions of Section 160(1) of the Companies Act, 2013.

The Company has received from U. B. Pravin Rao (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification Of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification Of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of section 164 of Companies Act 2013.

A brief profile of U. B. Pravin Rao, his expertise in specific functional areas, is furnished in the 'Additional Information on directors seeking election at the annual general meeting' forming part of this Notice. The Board considers that the appointment of U. B. Pravin Rao as a Director of the Company would be of immense benefit to the company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

None of the directors and Key Managerial Personnel other than U. B. Pravin Rao to whom the resolution relates, are interested or concerned in the proposed resolution as set out in Item No. 3 above.

Item No. 4

Anup Uppadhayay was appointed as an additional director of the Company with effect from December 1, 2014 pursuant to Section 161 of the Companies Act, 2013 and Article 114 of the Articles of Association of the Company. Anup Uppadhayay 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 ₹ 1,00,000/- (Rupees One Lakhs only) proposing the candidature of Anup Uppadhayay for the office of the director under the provisions of Section 160 of the Companies Act, 2013

Further, brief profile of Anup Uppadhayay, his expertise in specific functional areas, is 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 and Key Managerial Personnel other than Anup Uppadhayay to whom the resolution relates, are interested or concerned in the proposed resolution as set out in Item No. 4 above.

Item No. 5

Anup Uppadhayay was also appointed as the Chief Executive Officer and Managing Director of the company from December 1, 2014 for a period of 5 years or until attaining the age of his superannuation, whichever is earlier. Further, the company has entered into an employment agreement / contract with Anup Uppadhayay.

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

1. Date of appointment : December 1, 2014
2. Tenure of appointment : Five (5) years with effect from December 1, 2014 or attaining his age of superannuation whichever is earlier.
3. Details of remuneration : As provided in the statement made in the resolution.
4. The agreement executed between the company and Anup Uppadhayay, may be terminated by either party by giving six months' notice in writing.
5. Anup Uppadhayay 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 and Key Managerial Personnel other than Anup Uppadhayay to whom the resolution relates, are interested or concerned in the resolution. 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. 5 of the notice for the approval of the members.

Item No. 6

The Board of Directors had appointed 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 date of inception till the date 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.

No directors or Key Managerial Personnel of the Company and their relatives are interested or concerned in the proposed resolution as set out in Item No. 6 above.

Item No. 7

The shareholders of the Company at the Annual General Meeting held on June 7, 2013, had by a special resolution approved the payment of remuneration by way of commission to directors who are neither in the whole-time employment of the Company or a managing director (non-executive directors), such remuneration not to exceed 1% of the net profits of the Company for each year for a period of five years commencing from April 1, 2013 to March 31, 2018.

Although the approval is valid till March 31, 2018, the resolution proposes to seek approval of members in accordance with section 197 of the Companies Act, 2013 in order to continue payment of commission to non-executive directors. The Board of Directors will determine each year, the specific amount to be paid as commission to the non-executive directors which shall not exceed 1% of the net profits of the Company for that year, as computed in the manner referred to in section 198 of the Act.

The payment of commission would be in addition to the sitting fees payable for attending meetings of the Board and Committees thereof.

All the non-executive directors of the Company may be deemed to be interested in the resolution to the extent of commission payable to them in accordance with the proposed resolution.

The Board recommends the resolution set forth in Item no. 7 for approval of the members.

Additional information on directors seeking election at the annual general meeting



U. B. Pravin Rao
Chairman and Director

As the Chief Operating Officer, Pravin Rao is responsible for driving growth and differentiation across portfolios at Infosys. Additionally, he oversees global delivery, quality and productivity, the supply chain, business enabler functions. He is also the Chairperson of Infosys BPO.

Pravin has over 28 years of experience. Since joining Infosys in 1986, he has held a number of senior leadership roles such as Head of Infrastructure Management Services, Delivery Head for Europe, and Head of Retail, Consumer Packaged Goods, Logistics and Life Sciences. Pravin holds a degree in electrical engineering from Bangalore University, India.



Anup Uppadhyay
Chief Executive Officer and Managing Director

Anup has been with Infosys for 21 years, and during this period has led multiple client relationships in US and Europe; and has managed engineering and operations teams in India.

He most recently served as the Senior Vice President & Global Head Delivery – Financial Services with Infosys Limited. In that role he was responsible for strategy, solutions, delivery, engineering and operations of the Financial Services segment across retail, commercial, and investment banking lines of business, and specialized financial services. Prior to that, he built and led the Enterprise Mobility business unit.

Anup has an Engineering degree in Computer Science from Pune University, and an MBA from Indian Institute of Management, Bangalore.