

C. Board committees

Currently, the Board has five committees: audit committee, compensation committee, nominations committee, investor grievance committee and risk management committee. All committees consist entirely of independent directors.

The Board, in consultation with the nominations committee, is responsible for constituting, assigning, co-opting and fixing terms of service for committee members. It delegates these powers to the nominations committee.

The Chairperson of the Board, in consultation with the Company Secretary and the committee chairperson, determines the frequency and duration of the committee meetings. Normally, all the committees meet four times a year. Recommendations of the committees are submitted to the entire Board for approval.

The quorum for meetings is either two members or one-third of the members of the committee, whichever is higher.

1. Audit committee

During the year, our audit committee ('the committee') comprised four independent directors:

- Deepak M. Satwalekar, *Chairperson*
- Prof. Marti G. Subrahmanyam
- Dr. Omkar Goswami
- Sridar A. Iyengar

Effective April 13, 2010, the committee was reconstituted as follows:

- Deepak M. Satwalekar, *Chairperson*
- Prof. Marti G. Subrahmanyam
- Sridar A. Iyengar
- K. V. Kamath

In India, we are listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). In the U.S., we are listed on the NASDAQ Global Select. In India, Clause 49 of the Listing Agreement makes it mandatory for listed companies to adopt an appropriate audit committee charter. The Blue Ribbon Committee set up by the SEC, USA recommends that every listed company adopt an audit committee charter. This recommendation has also been adopted by NASDAQ.

In our meeting on May 27, 2000, our committee adopted a charter which meets the requirements of Clause 49 of the Listing Agreement with Indian stock exchanges and the SEC, USA.

The primary objective of the committee is to monitor and provide effective supervision of the Management's financial reporting process with a view to ensuring accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The committee oversees the work carried out in the financial reporting process by the Management, the internal auditors and the independent auditor, and notes the processes and safeguards employed by each. The committee has the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the independent auditor in accordance with the law. All possible measures must be taken by the committee to ensure the objectivity and independence of the independent auditor.

Audit committee attendance during fiscal 2010

Four audit committee meetings were held during the year – on April 14, 2009; July 9, 2009; October 8, 2009 and January 11, 2010.

	No. of meetings	
	Held	Attended
Deepak M. Satwalekar	4	4
Prof. Marti G. Subrahmanyam	4	4
Dr. Omkar Goswami	4	3
Sridar A. Iyengar	4	4

During the year, the audit committee held two conference calls on April 6, 2009 and July 4, 2009.

Audit committee report for the year ended March 31, 2010

Each member of the committee is an independent director, according to the definition laid down in the audit committee charter, and Clause 49 of the Listing Agreement with the relevant Indian stock exchanges.

The Management is responsible for the Company's internal controls and the financial reporting process. The independent auditors are responsible for performing an independent audit of the Company's financial statements in accordance with the generally accepted auditing standards, and for issuing a report thereon. The committee's responsibility is to monitor these processes. The committee is also responsible for overseeing the processes related to the financial reporting and information dissemination. This is to ensure that the financial statements are true, fair, sufficient and credible. In addition, the committee recommends to the Board the appointment of the Company's internal and independent auditors.

In this context, the committee discussed with the Company's auditors the overall scope and plans for the independent audit. The Management represented to the committee that the Company's financial statements were prepared in accordance with GAAP. The committee discussed with the auditors, in the absence of the Management (whenever necessary), the Company's audited financial statements including the auditors' judgments about the quality, not just the applicability, of the accounting principles, the rationality of significant judgments and the clarity of disclosures in the financial statements.

The committee also discussed with the auditors other matters required by the Statement on Auditing Standards No.114 (SAS 114) – The Auditors' Communication With Those Charged With Governance and the Sarbanes-Oxley Act of 2002.

Relying on the review and discussions conducted with the Management and the independent auditors, the audit committee believes that the Company's financial statements are fairly presented in conformity with GAAP in all material aspects.

The committee has also reviewed the internal controls put in place to ensure that the accounts of the Company are properly maintained and that the accounting transactions are in accordance with the prevailing laws and regulations. In conducting such reviews, the committee found no material discrepancy or weakness in the internal control systems of the Company.

The committee also reviewed the financial policies of the Company and expressed its satisfaction with the same.

The Company's auditors provided the committee with the written disclosures required by Independence Standards Board Standard No. 1 – 'Independence Discussions with Audit Committees', based on which the committee discussed the auditors' independence with both the Management and the auditors. After review, the committee expressed its satisfaction on the independence of both the internal and the statutory auditors.

Moreover, the committee considered whether any non-audit services provided by the auditors' firm could impair the auditors' independence, and concluded that none of such service provided by the auditors had impaired their independence.

The committee secured compliance on the affirmation of the Board of Directors to the NASDAQ stock exchange, under the relevant rules of the exchange on the composition of the committee and independence of the committee members, disclosures relating to non-independent members, financial literacy and financial expertise of members, and a review of the audit charter.

Based on the committee's discussion with the Management and the auditors and the committee's review of the representations of the Management and the report of the auditors to the committee, the committee has recommended the following to the Board of Directors:

1. The audited financial statements prepared as per Indian GAAP of Infosys Technologies Limited for the year ended March 31,

2010, be accepted by the Board as a true and fair statement of the financial status of the Company

2. The audited abridged financial statements prepared as per Indian GAAP of Infosys Technologies Limited for the year ended March 31, 2010, be accepted by the Board as a true and fair statement of the financial status of the Company
3. The audited consolidated financial statements prepared as per Indian GAAP of Infosys Technologies Limited and its subsidiaries for the year ended March 31, 2010, be accepted by the Board as a true and fair statement of the financial status of the group, and
4. The audited financial statements prepared as per IFRS as issued by International Accounting Standards Board (IASB) for the year ended March 31, 2010, be accepted and included in the Company's Annual Report on Form 20-F, to be filed with the SEC, USA.

The committee has recommended to the Board the re-appointment of B S R & Co., Chartered Accountants, as the statutory auditors of the Company for the fiscal year ending March 31, 2011, and that the necessary resolutions for appointing them as auditors be placed before the shareholders. The committee has also recommended to the Board the appointment of KPMG, India as independent auditors of the Company for the IFRS financial statements, for the financial year ending March 31, 2011.

The committee recommended the appointment of Singhvi, Dev & Unni as the internal auditors of the Company for the fiscal ending March 31, 2011, to review various operations of the Company, and determined and approved the fees payable to them.

The committee has also issued a letter in line with recommendation No. 9 of the Blue Ribbon Committee on audit committee effectiveness, which is to be provided in the Financial statements prepared in accordance with IFRS. This letter is incorporated in Form 20-F, which is available on our website, www.infosys.com.

In conclusion, the committee is sufficiently satisfied that it has complied with its responsibilities as outlined in the Audit committee charter.

Sd/-

Mumbai
April 30, 2010

Deepak M. Satwalekar
Chairperson

2. Compensation committee

During the year, our compensation committee ('the committee') comprised four independent directors. They are:

- Prof. Marti G. Subrahmanyam, *Chairperson*
- Prof. Jeffrey S. Lehman
- David L. Boyles
- Claude Smadja

Effective April 13, 2010, the committee was reconstituted as follows:

- K. V. Kamath, *Chairperson*
- Prof. Jeffrey S. Lehman
- David L. Boyles
- Dr. Omkar Goswami

The purpose of the committee of the Board of Directors ('the Board') shall be to discharge the Board's responsibilities related to compensation of the Company's executive directors and senior management. The committee has the overall responsibility of approving and evaluating the compensation plans, policies and programs for executive directors and senior management.

The committee shall annually review and approve for the CEO, the executive directors and senior management (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements / provisions, and (e) any other benefits, compensation or arrangements.

The committee, in consultation with the CEO, shall review the performance of all the executive directors each quarter, on the basis

of the detailed performance parameters set for each of the executive directors at the beginning of the year. The compensation committee may, from time-to-time, also evaluate the usefulness of such performance parameters, and make necessary amendments.

Compensation committee attendance during fiscal 2010

Five compensation committee meetings were held during the year ended March 31, 2010. These were held on April 14, 2009; June 20, 2009; July 10, 2009; October 9, 2009 and January 12, 2010.

	No. of meetings	
	Held	Attended
Prof. Marti G. Subrahmanyam	5	5
Prof. Jeffrey S. Lehman	5	5
David L. Boyles	5	5
Claude Smadja	5	5

During the year, the compensation committee held two conference calls – on September 4, 2009 and February 24, 2010.

Compensation committee report for the year ended March 31, 2010

The committee reviewed the performance of all executive directors on a quarterly basis and approved the payment of individual performance incentives to each one of them. The committee believes that the compensation and benefits are adequate to motivate and retain the senior officers of the Company. Apart from the said disclosures, none of the directors had a material beneficial interest in any contract of significance to which the Company or any of its subsidiary undertakings was a party, during the financial year.

Sd/-

Bangalore
April 12, 2010

Prof. Marti G. Subrahmanyam
Chairperson

3. Nominations committee

During the year, our nominations committee ('the committee') comprised three independent directors. They are:

- Prof. Jeffrey S. Lehman, *Chairperson*
- Deepak M. Satwalekar
- Dr. Omkar Goswami

Effective April 13, 2010, the committee was reconstituted as follows:

- Prof. Jeffrey S. Lehman, *Chairperson*
- Deepak M. Satwalekar
- K. V. Kamath

The purpose of the committee ('the committee') of the Board of Directors ('the Board') is to oversee the Company's nomination process for the top level management and specifically to identify, screen and review individuals qualified to serve as executive directors, non-executive directors and independent directors consistent with criteria approved by the Board and to recommend, for approval by the Board, nominees for election at the annual meeting of shareholders. The committee also makes recommendations to the Board on candidates for: (i) nomination for election or re-election by the shareholders; and (ii) any Board vacancies that are to be filled by the Board.

The committee may act on its own in identifying potential candidates, inside or outside the Company, or may act upon proposals submitted by the Chairperson of the Board of Directors. The committee will review and discuss all documents pertaining to candidates and will conduct evaluation of candidates in accordance with a process that it sees fit and appropriate, passing on the recommendations for nomination to the Board.

The committee also coordinates and oversees the annual self-evaluation of the Board's performance and of individual directors in the governance of the Company.

Nominations committee attendance during fiscal 2010

The committee held five meetings during the year – on April 14, 2009; June 20, 2009; July 10, 2009; October 9, 2009 and January 12, 2010.

	No. of meetings	
	Held	Attended
Prof. Jeffrey S. Lehman	5	5
Deepak M. Satwalekar	5	5
Dr. Omkar Goswami	5	4

Nominations committee report for the year ended March 31, 2010

During the year, the committee recommended the induction of K. V. Kamath to the Board. It also recommended the appointment of Prof. Marti G. Subrahmanyam as Lead Independent Director, succeeding Deepak M. Satwalekar.

The committee discussed the retirement of members of the Board as per statutory requirements. As a third of the members have to retire every year based on their date of appointment, Prof. Marti G. Subrahmanyam, N. R. Narayana Murthy, S. Gopalakrishnan, S. D. Shibulal and T. V. Mohandas Pai, will retire in the ensuing AGM. The committee considered their performance and recommended that the necessary resolutions for their re-appointment be considered by the shareholders. The committee also considered the re-appointment of T. V. Mohandas Pai and Srinath Batni as whole-time directors for a further period of five years commencing from May 27, 2010 and recommended that the necessary resolution be placed before the shareholders for their consideration.

During the year, the committee coordinated and oversaw the annual performance self-evaluation of the Board and of individual directors in the governance of the Company.

Sd/-
Prof. Jeffrey S. Lehman
Chairperson

Bangalore
April 12, 2010

4. Investor grievance committee

During the year, our investor grievance committee ('the committee') comprised three independent directors. They are:

- Rama Bijapurkar, *Chairperson*
- Dr. Omkar Goswami
- Claude Smadja

Effective April 13, 2010, the committee was reconstituted as follows:

- Dr. Omkar Goswami, *Chairperson*
- Deepak M. Satwalekar
- Prof. Marti G. Subrahmanyam

K. Parvatheesam, Company Secretary, is the Compliance Officer.

Investor grievance committee attendance during fiscal 2010

The committee has the mandate to review and redress shareholder grievances. Four investor grievance committee meetings were held during the year – on April 14, 2009; July 9, 2009; October 8, 2009 and January 12, 2010.

	No. of meetings	
	Held	Attended
Rama Bijapurkar	4	4
Dr. Omkar Goswami	4	3
Claude Smadja	4	4

Investor grievance committee report for the year ended March 31, 2010

The committee expresses satisfaction with the Company's performance in dealing with investor grievances and its share transfer system.

The details of complaints resolved during the financial year ended March 31, 2010 are as follows:

Nature of complaints	Received	Resolved	Closing
Dividend related	629	629	–

It has also been noted that the shareholding in dematerialized mode as on March 31, 2010 was 99.70%, the same as in the previous year.

Sd/-
Dr. Omkar Goswami
Chairperson

Bangalore
April 13, 2010

5. Risk management committee

During the year, our risk management committee ('the committee') comprised four independent directors. They are:

- David L. Boyles, *Chairperson*
- Sridar A. Iyengar
- Rama Bijapurkar
- Prof. Jeffrey S. Lehman

Effective April 13, 2010, the committee was reconstituted as follows:

- David L. Boyles, *Chairperson*
- Sridar A. Iyengar
- Dr. Omkar Goswami
- Prof. Jeffrey S. Lehman

The purpose of the committee of the Board of Directors ('the Board') shall be to assist the Board in fulfilling its corporate governance ideals in overseeing the responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and external environment risks. The committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company. The committee is also responsible for reviewing and approving risk disclosure statements in any public documents or disclosures.

Risk management committee attendance during fiscal 2010

The committee held four meetings during the year – on April 15, 2009; July 9, 2009; October 8, 2009 and January 11, 2010.

	No. of meetings	
	Held	Attended
David L. Boyles	4	4
Sridar A. Iyengar	4	4
Rama Bijapurkar	4	3
Prof. Jeffrey S. Lehman	4	4

The committee also held three conference calls on April 9, 2009, October 5, 2009 and on January 7, 2010.

Risk management committee report for the year ended March 31, 2010

The committee reviewed the Company's risk management activities on a quarterly basis. These included a review of the report on top risks including risk level, exposure, potential impact, trend line and progress of mitigation plans. Further, as per the scheduled annual calendar, the committee reviewed risk management practices in the areas of information security, business continuity management, physical security, project and account level risks, status of implementation of Enterprise Risk Management (ERM) at subsidiaries, contractual compliance tracking mechanisms and financial risks. The committee also reviewed the results of the annual risk survey.

While acknowledging the challenging business environment faced by the Company, the committee believes that the Infosys Risk Framework along with risk assessment, monitoring and reporting practices are adequate to minimize foreseeable material risks facing the Company and will strengthen the risk management practices in the Company. In conclusion, the committee is sufficiently satisfied that it has complied with its responsibilities as outlined in the risk management committee charter.

Sd/-
David L. Boyles
Chairperson

Bangalore
April 12, 2010