



INFOSYS TECHNOLOGIES LIMITED

Regd. Office: Electronics City, Hosur Road
Bangalore 560 100, India.
Tel.: 91 80 2852 0261 Fax: 91 80 2852 0362
www.infosys.com

April 13, 2007

Dear member,

You are cordially invited to attend the twenty-sixth Annual General Meeting of the members to be held on Friday, June 22, 2007 at 3.00 p.m. at the NIMHANS Convention Centre, Hosur Road, Bangalore 560 029.

The notice of the meeting, containing the business to be transacted, is enclosed herewith.

If you are physically challenged and need special assistance at the Annual General Meeting, please contact Mr. Charles Henry Hawkes, *Associate Vice President – Facilities* on 98450 15990 or Mr. Madhu Krishna Rao, *Manager – Travel*, on 98450 28623.

Very truly yours,

N. R. Narayana Murthy
Chairman and Chief Mentor

Encl.



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Notice

Notice is hereby given that the twenty-sixth Annual General Meeting (AGM) of the members of Infosys Technologies Limited will be held on Friday, June 22, 2007, at 3.00 p.m. at the NIMHANS Convention Centre, Hosur Road, Bangalore 560 029, to transact the following business:

Ordinary business

1. To receive, consider and adopt the Balance Sheet as at March 31, 2007 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To declare a final dividend for the financial year ended March 31, 2007.
3. To appoint a Director in place of Mr. Deepak M. Satwalekar, who retires by rotation and, being eligible, offers himself for re-election.
4. To appoint a Director in place of Prof. Marti G. Subrahmanyam, who retires by rotation and, being eligible, offers himself for re-election.
5. To appoint a Director in place of Mr. S. Gopalakrishnan, who retires by rotation and, being eligible, offers himself for re-election.
6. To appoint a Director in place of Mr. S. D. Shibulal, who retires by rotation and, being eligible, offers himself for re-election.
7. To appoint a Director in place of Mr. T. V. Mohandas Pai, who retires by rotation and, being eligible, offers himself for re-election.
8. To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration, and to pass the following resolution thereof:

“Resolved that M/s. BSR & Co., Chartered Accountants, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting, on such remuneration as may be determined by the Board of Directors in consultation with the Auditors, which remuneration may be paid on a progressive billing basis to be agreed between the Auditors and the Board of Directors.”

Special business

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

Resolved that Mr. N. R. Narayana Murthy, who was appointed as Additional Director of the Company and who holds office until the date of the Annual General Meeting pursuant to section 260 of the Companies Act, 1956 and Article 114 of the Articles of Association of the Company and in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act, 1956, proposing his candidature, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

Resolved that pursuant to the provisions of Section(s) 269 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Nandan M. Nilekani, as Whole-time Director of the Company for a period of five years, with effect from May 1, 2007, on the

terms and conditions as stated in the explanatory statement and on the remuneration set out below:

1. *Salary per month*: Rs. 1,19,670 in the scale of Rs. 90,000 to Rs. 3,00,000.
2. *Bonus*: Up to a maximum of 20% of the salary, payable quarterly or at other intervals, as may be decided by the Board of Directors (Board).
3. *Company performance linked incentive*: Payable quarterly or at other intervals, as may be decided by the Board.
4. *Individual performance linked incentive*: Payable quarterly or at other intervals, as may be decided by the Board.

5. Perquisites and allowances:

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

6. Other benefits:

- a. *Earned / privilege leave*: As per the rules of the Company.
- b. *Company's 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 the residence for official purposes, as per the rules of the company.

Minimum remuneration:

Resolved further that notwithstanding anything herein above stated where in any financial year closing on and after March 31, 2008, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Nandan M. Nilekani the remuneration by way of salary, bonus and other allowances not exceeding the limits specified under Para 2 of Section II, Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modifications or re-enactment(s) 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 Mr. Nandan M. Nilekani.

Resolved further that Mr. Nandan M. Nilekani shall continue as the Chief Executive Officer and Managing Director of the Company till June 21, 2007 and be designated as the Co-Chairman of the Board of Directors with effect from June 22, 2007, until otherwise decided by the Board of Directors.

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

Resolved that pursuant to the provisions of Section(s) 269 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and subject to such sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded to the appointment of Mr. S. Gopalakrishnan, as Chief Executive Officer and Managing Director of the Company for a period of five years, with effect from June 22, 2007, as per the terms and conditions as stated in the explanatory statement and on the remuneration set out below:

1. *Salary per month*: Rs. 1,19,670 in the scale of Rs. 90,000 to Rs. 3,00,000.
2. *Bonus*: Up to a maximum of 20% of the salary, payable quarterly or at other intervals, as may be decided by the Board of Directors (Board).
3. *Company performance linked incentive*: Payable quarterly or at other intervals, as may be decided by the Board.
4. *Individual performance linked incentive*: Payable quarterly or at other intervals, as may be decided by the Board.
5. *Perquisites and allowances*:
 - a. *Housing*: Furnished / unfurnished residential accommodation or house rent allowance up to 10% of the salary in lieu thereof. The expenditure incurred by the Company on gas, electricity, water and furnishings, if any, shall be valued as per Income Tax Rules, 1962.
 - b. *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.
 - c. *Leave travel concession / allowance*: For self and family once in a year, as decided by the Board from time to time.
 - d. *Club fees*: Fees payable subject to a maximum of two clubs.
 - e. *Provision for driver / driver's salary allowance*: As per the rules of the Company.
 - f. *Personal accident insurance*: As per the rules of the Company.
6. *Other benefits*:
 - a. *Earned / privilege leave*: As per the rules of the Company.
 - b. *Company's 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 the residence for official purposes, as per the rules of the company.

Minimum remuneration:

Resolved further that notwithstanding anything herein above stated where in any financial year closing on and after March 31, 2008, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. S. Gopalakrishnan the remuneration by way of salary, bonus and other allowances not exceeding the limits specified under Para 2 of Section II, Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modifications or re-enactment(s) 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 Mr. S. Gopalakrishnan.

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

Resolved that pursuant to the provisions of Section(s) 269 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and subject to such sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded to the re-appointment of Mr. K. Dinesh, as Whole-time Director of the Company for a further period of five years, with effect from May 1, 2007, as per the terms and conditions as stated in the explanatory statement and on the remuneration set out below:

1. *Salary per month*: Rs. 1,19,670 in the scale of Rs. 90,000 to Rs. 3,00,000.
2. *Bonus*: Up to a maximum of 20% of the salary, payable quarterly or at other intervals, as may be decided by the Board of Directors (Board).
3. *Company performance linked incentive*: Payable quarterly or at other intervals, as may be decided by the Board.
4. *Individual performance linked incentive*: Payable quarterly or at other intervals, as may be decided by the Board.
5. *Perquisites and allowances*:
 - a. *Housing*: Furnished / unfurnished residential accommodation or house rent allowance up to 10% of the salary in lieu thereof. The expenditure incurred by the Company on gas, electricity, water and furnishings, if any, shall be valued as per Income Tax Rules, 1962.
 - b. *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.
 - c. *Leave travel concession / allowance*: For self and family once in a year, as decided by the Board from time to time.
 - d. *Club fees*: Fees payable subject to a maximum of two clubs.
 - e. *Provision for driver / driver's salary allowance*: As per the rules of the Company.
 - f. *Personal accident insurance*: As per the rules of the Company.
6. *Other benefits*:
 - a. *Earned / privilege leave*: As per the rules of the Company.
 - b. *Company's 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 the residence for official purposes, as per the rules of the company.

Minimum remuneration:

Resolved further that notwithstanding anything herein above stated where in any financial year closing on and after March 31, 2008, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. K. Dinesh the remuneration by way of salary, bonus and other allowances not exceeding the limits specified under Para 2 of Section II, Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modifications

or re-enactment(s) 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 Mr. K. Dinesh.

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

Resolved that pursuant to the provisions of Section(s) 269 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. S. D. Shibulal, as Whole-time Director of the Company for a further period of five years, with effect from January 10, 2007, as per the terms and conditions as stated in the explanatory statement and on the remuneration set out below:

1. *Salary per month:* Rs. 1,19,670 in the scale of Rs. 90,000 to Rs. 3,00,000
2. *Bonus:* Up to a maximum of 20% of the salary, payable quarterly or at other intervals, as may be decided by the Board of Directors (Board).
3. *Company performance linked incentive:* Payable quarterly or at other intervals, as may be decided by the Board.
4. *Individual performance linked incentive:* Payable quarterly or at other intervals, as may be decided by the Board.
5. **Perquisites and allowances:**
 - a. *Housing:* Furnished / unfurnished residential accommodation or house rent allowance up to 10% of the salary in lieu thereof. The expenditure incurred by the Company on gas, electricity, water and furnishings, if any, shall be valued as per Income Tax Rules, 1962.
 - b. *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.
 - c. *Leave travel concession / allowance:* For self and family once in a year, as decided by the Board from time to time.
 - d. *Club fees:* Fees payable subject to a maximum of two clubs.
 - e. *Provision for driver / driver's salary allowance:* As per the rules of the Company.
 - f. *Personal accident insurance:* As per the rules of the Company.
6. **Other benefits:**
 - a. *Earned / privilege leave:* As per the rules of the Company.
 - b. *Company's 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 the residence for official purposes, as per the rules of the company.

Minimum remuneration:

Resolved further that notwithstanding anything herein above stated where in any financial year closing on and after March 31, 2007, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. S. D. Shibulal the remuneration by way of salary, bonus and other allowances not exceeding the limits specified under Para 2 of Section II, Part II of Schedule XIII to

the Companies Act, 1956 (including any statutory modifications or re-enactment(s) 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 Mr. S. D. Shibulal.

14. To consider and, if thought fit, to pass with or without modifications, the following as a Special Resolution:

Resolved that pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 a sum not exceeding 1% per annum of the net profits of the company calculated in accordance with the provisions of Section 198, 349 and 350 of the Companies Act, 1956 be paid to and distributed amongst the directors of the company or some or any of them (other than the managing director and the whole-time directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made in respect of the profits of the company for each year of a period of five years commencing from April 1, 2008 to March 31, 2013.

Registered office:
Electronics City,
Hosur Road,
Bangalore 560 100,
India.

Bangalore
April 13, 2007

By Order of the Board of Directors
For Infosys Technologies Limited


Parvatheesam K.
Company Secretary

Notes

1. 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 GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
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 Directors' shareholding, 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.
7. The certificate from the Auditors of the Company certifying that the Company's 1998 Stock Option Plan and 1999 Stock Option Plan are being implemented in accordance with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, and in accordance with the resolution of the members passed at the general meeting will be available for inspection by the members at the AGM.
8. The Register of Members and Share Transfer Books will remain closed from June 8, 2007 to June 22, 2007 (both days inclusive).
9. Subject to the provisions of Section 206 A of the Companies Act, 1956, dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after June 22, 2007 to those members whose names appear on the Register of Members as on June 8, 2007.
10. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. K. Parvatheesam, Company Secretary, at the Company's registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
11. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updations of bank account details to their respective Depository Participants.
12. Members are requested to address all correspondences, including dividend matters, to Karvy Computershare Private Limited, Registrar and Share Transfer Agents, Plot No. 17 to 24, Near Image Hospital, Vittalrao Nagar, Madhapur, Hyderabad 500 081, India.

Explanatory Statement under Section 173(2) of the Companies Act, 1956

Item 9

Mr. N. R. Narayana Murthy was co-opted as an Additional Director of the company with effect from August 21, 2006, pursuant to Section 260 of the Companies Act, 1956, read with Article 114 of the Articles of Association of the Company. Mr. N. R. Narayana Murthy holds the office of Director up to the date of the ensuing Annual General Meeting. The Company has received notice in writing from a member along with a deposit of Rs. 500/- proposing the candidature of Mr. N. R. Narayana Murthy for the office of Director under the provisions of Section 257 of the Companies Act, 1956.

None of the Directors of the company other than Mr. N. R. Narayana Murthy is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 9 for the approval of the members.

Item 10

Mr. Nandan M. Nilekani was appointed as the Chief Executive Officer, President and Managing Director of the Company for a period of five years that expires on April 30, 2007. As a part of the initiative to create enduring leadership for the Company, the Board of Directors of the Company, at their meeting held on April 13, 2007 decided to re-appoint Mr. Nandan M. Nilekani as the Whole-time Director for a period of five years with effect from May 1, 2007.

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

1. Period of appointment: Five years beginning May 1, 2007 and ending on April 30, 2012.
2. Details of remuneration: As provided in the resolution.
3. The agreement, executed between the Company and Mr. Nandan M. Nilekani, may be terminated by either party by giving six months' notice in writing of such termination.
4. Mr. Nandan M. Nilekani 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 the Chairman.

No director, except Mr. Nandan M. Nilekani, is deemed to be interested or concerned in his re-appointment and remuneration payable to him as Whole-time Director.

The terms of re-appointment of Mr. Nandan M. Nilekani, as stated in this notice, may be treated as the abstract under Section 302 of the Companies Act, 1956. The copies of relevant resolutions of the Board in respect of the re-appointment is available for inspection by 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 10 for approval of the members.

The Board of Directors at their meeting held on April 13, 2007 resolved that Mr. Nandan M. Nilekani shall be the Chief Executive Officer and Managing Director of the Company till June 21, 2007 and that he shall be the Co-Chairman of the Board of Directors with effect from June 22, 2007.

Item 11

The members of the Company at their meeting held on June 12, 2004 approved the appointment of Mr. S. Gopalakrishnan as Deputy Managing Director and Chief Operating Officer of the Company for a period of five years commencing from October 18, 2004.

The Board of Directors at their meeting held on April 13, 2007 resolved to appoint Mr. S. Gopalakrishnan as Chief Executive Officer and Managing Director of the Company for a period of five years, commencing from June 22, 2007.

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

1. *Period of appointment:* Five years beginning June 22, 2007 and ending on June 21, 2012.
2. *Details of remuneration:* As provided in the resolution.
3. The agreement, executed between the Company and Mr. S. Gopalakrishnan, may be terminated by either party by giving six months notice in writing of such termination.
4. Mr. S. Gopalakrishnan 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 the Chairman.

The resolution seeks the approval of the members in terms of Section 269 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 for the appointment of Mr. S. Gopalakrishnan as the Chief Executive Officer and Managing Director of the Company for a period of five years commencing from June 22, 2007. This resolution supersedes the earlier resolution passed by the members at the Annual General Meeting held on June 12, 2004.

No director, except Mr. S. Gopalakrishnan, is deemed to be interested or concerned in his appointment and remuneration payable to him as CEO & Managing Director.

The terms of appointment of Mr. S. Gopalakrishnan, as stated in this notice, may be treated as the abstract under Section 302 of the Companies Act, 1956. The copies of relevant resolutions of the Board in respect of the re-appointment is available for inspection by 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 11 for approval of the members.

Item 12

Mr. K. Dinesh was appointed as the Whole-time Director of the Company for a period of five years that expires on April 30, 2007. As a part of the initiative to create enduring leadership for the Company, the Board of Directors of the Company, at their meeting held on April 13, 2007 resolved to re-appoint Mr. K. Dinesh as Whole-time Director of the Company for a further period of five years, commencing from May 1, 2007.

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

1. *Period of appointment:* Five years beginning May 1, 2007 and ending on April 30, 2012.
2. *Details of remuneration:* As provided in the resolution.
3. The agreement, executed between the Company and Mr. K. Dinesh, may be terminated by either party by giving six months' notice in writing of such termination.
4. Mr. K. Dinesh 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 the Chairman.

No director, except Mr. K. Dinesh, is deemed to be interested or concerned in his re-appointment and remuneration payable to him as Whole-time Director.

The terms of re-appointment of Mr. K. Dinesh, as stated in this notice, may be treated as the abstract under Section 302 of the Companies

Act, 1956. The copies of relevant resolutions of the Board in respect of the re-appointment is available for inspection by 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 12 for approval of the members.

Item 13

Mr. S. D. Shibulal was appointed as the Whole-time Director of the Company for a period of five years, which expired on January 9, 2007. As a part of the initiative to create enduring leadership for the Company, the Board of Directors of the Company, at their meeting held on October 11, 2006 resolved to re-appoint Mr. S. D. Shibulal as the Whole-time Director of the Company for a further period of five years, commencing from January 10, 2007.

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

1. *Period of appointment:* Five years beginning January 10, 2007 and ending on January 9, 2012.
2. *Details of remuneration:* As provided in the resolution.
3. The agreement, executed between the Company and Mr. S. D. Shibulal, may be terminated by either party by giving six months' notice in writing of such termination.
4. Mr. S. D. Shibulal 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 the Chairman.

No director, except Mr. S. D. Shibulal, is deemed to be interested or concerned in his re-appointment and remuneration payable to him as Whole-time Director.

The copies of relevant resolutions of the Board in respect of the re-appointment is available for inspection by 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 13 for approval of the members.

Item 14

Section 309 of the Companies Act, 1956 provides that a director who is neither in the whole-time employment of the Company nor a managing director may be paid remuneration by way of commission, if the Company by special resolution, authorizes such payment.

The proposed resolution would allow the Company to make payment by way of commission to the non-executive directors till the period ending March 31, 2013 in accordance with Section 309. All the directors other than Managing / Whole-time Directors of the Company are deemed to be interested in the resolution to the extent of the commission payable to them in accordance with the proposed resolution.

The Board recommends the resolution set forth in Item 14 for approval of shareholders.

Registered office:
Electronics City,
Hosur Road,
Bangalore 560 100,
India.

Bangalore
April 13, 2007

By Order of the Board of Directors
For Infosys Technologies Limited


Parvathesam K.
Company Secretary

Additional information on directors recommended for appointment or seeking re-election at the Annual General Meeting



Mr. Deepak M. Satwalekar

Profile and expertise in specific functional areas

Mr. Satwalekar has been the Managing Director and CEO of HDFC Standard Life Insurance Co. Ltd since 2000. Before that, he was the Managing Director of Housing Development Finance Corporation (HDFC) since 1993. Mr. Satwalekar has been a consultant to the World Bank, the Asian Development Bank, and other bilateral and multilateral agencies and has worked in several countries. Deepak M. Satwalekar obtained a Bachelors' Degree in Technology from the Indian Institute of Technology, Bombay, and a Master's Degree in Business Administration from The American University, Washington DC. Besides being a recipient of the "Distinguished Alumnus Award" from IIT, Bombay, he is on the Advisory Council of the IIT, Bombay. He has been a member of / chaired several industry, Reserve Bank of India and government committees / expert groups.

Companies in which Mr. Deepak M. Satwalekar holds directorship and committee memberships

Name of the company and nature of interest
HDFC Standard Life Insurance Company Limited <i>CEO and Managing Director</i>
Housing Development Finance Corporation Limited <i>Director, Member – Investor Grievance Committee</i>
Franklin Templeton Asset Management (India) Private Limited <i>Director</i>
Asian Paints Limited <i>Director, Member – Remuneration Committee</i>
Nicholas Piramal India Limited <i>Director, Chairman – Investor Grievance Committee</i>
Arvind Mills Limited <i>Director, Member – Compensation Committee</i>
Entertainment Network (India) Limited <i>Director, Chairman – Compensation Committee</i>

Shareholding in Infosys

Mr. Deepak M. Satwalekar holds 56,000 equity shares of Infosys.



Prof. Marti G. Subrahmanyam

Profile and expertise in specific functional areas

Prof. Marti G. Subrahmanyam has served as one of our directors since April 1998. He is the Charles E. Merrill Professor of Finance and Economics in the Stern School of Business at New York University. Professor Subrahmanyam has published numerous articles and books in the areas of corporate finance, capital markets and international finance. He has been a visiting professor at leading academic institutions around the world including, most recently, the University of Melbourne in Australia, LUISS in Italy and Singapore Management University in Singapore. Professor Subrahmanyam currently serves on the editorial boards of many academic journals and is the co-editor of the Review of Derivatives Research. He has won many teaching awards including New York University's Distinguished Teaching Medal. He serves on the board of several companies such as Nomura Asset Management and ICICI Bank, and also as a consultant to several corporations, industrial groups, and financial institutions around the world, such as Merrill Lynch and State Street Bank. He serves as an advisor to international and government organizations, including the Securities and Exchange Board of India. Professor Subrahmanyam holds an undergraduate degree from the Indian

Institute of Technology (IIT), Madras, a post-graduate diploma from the Indian Institute of Management (IIM), Ahmedabad, and a doctorate from the Massachusetts Institute of Technology.

Companies in which Prof. Marti G Subrahmanyam holds directorship and committee memberships

Name of the company and nature of interest
ICICI Bank Limited <i>Director, Member – Risk and Remuneration Committee</i>
Metahelix Life Sciences Private Limited <i>Director, Chairman – Compensation Committee</i>
Animi Offshore Fund Limited <i>Director</i>
Animi Concentrated Risk Fund Ltd <i>Director</i>
Nomura Asset Management (USA) Inc <i>Director</i>
SupplyChainge Inc <i>Director</i>
UshaComm Tech Ltd. <i>Director, Member – Compensation Committee and Chairman – Audit Committee</i>

Shareholding in Infosys

Prof. Marti G. Subrahmanyam holds 38,000 equity shares and 22,300 ADSs of Infosys.



S. Gopalakrishnan

Profile and expertise in specific functional areas

Mr. S. Gopalakrishnan (Kris) is one of the founders of Infosys Technologies Limited. He plays a key role in defining the company strategy and in using technology and innovation continuously to maintain its leadership of the industry.

Since April 2002, Kris has been the Chief Operating Officer. His responsibilities include Customer Services, Technology, Investments and Acquisitions. Kris is also the Chairperson of Infosys Consulting, a wholly owned subsidiary of Infosys Technologies Limited.

Kris' initial responsibilities at Infosys included management of design, development, implementation and support of information systems for clients in the consumer products industry in the US. Between 1987 and 1994 he headed the technical operations of KSA/Infosys (a joint venture between Infosys and KSA at Atlanta, USA) as Vice President (Technical). In 1994, Kris returned to India and was appointed Deputy Managing Director of the company.

Kris is currently the Chairman of Indian Institute of Information Technology and Management (IIITM), Kerala, and Vice Chairman of the Information Technology Education Standards Board (BITES) set up by the Government of Karnataka. He is a member of ACM, IEEE and IEEE Computer Society.

Kris holds an M. Sc. (Physics) and an M. Tech. (Computer Science) degrees from the Indian Institute of Technology, Madras. He began his career with Patni Computer Systems (PCS), Mumbai, as a Software Engineer in 1979 and quickly rose to become an Assistant Project Manager by 1981. His seminal contribution during his stint at PCS was the development of a distributed process control system for controlling LD converters at Rourkela Steel Plant.

Companies in which S. Gopalakrishnan holds directorship and committee memberships

Name of the company and nature of interest
Infosys Consulting, Inc. <i>Chairperson of the Board</i>
National Internet Exchange of India <i>Director</i>



S. D. Shibulal

Profile and expertise in specific functional areas

Mr. S.D. Shibulal is co-founder, member of the Board of Directors of Infosys, and Group Head – Worldwide Sales & Customer Delivery. He is currently responsible for the performance of practice units in terms of value delivered to customers, business performance, and organizational efficiency. This is 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 SunPlaza, Sun's first e-commerce application, for which he was chosen 'Producer of the Year' and received the SunIR Academy Award for 1995. In 1997, on his return to Infosys, Mr. 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, and as Worldwide Head of Sales in 2005. Shibulal received a Master's degree in Physics from the University of Kerala and an MS in Computer Science from the University of Boston.

Companies in which S. D. Shibulal holds directorship and committee memberships

Name of the company and nature of interest
Infosys BPO Limited <i>Director, Member – Audit Committee</i>
Infosys Consulting Inc <i>Director</i>
Infosys Technologies (China) Company Limited <i>Chairperson of the Board, Chairperson – Remuneration Committee</i>



T. V. Mohandas Pai

Profile and expertise in specific functional areas

Mr. T. V. Mohandas Pai is a Member of the Board and Head – Administration, Human Resources and Education & Research. Mr. Pai 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, and then voluntarily stepped down as the CFO to lead efforts in the areas of Human Resources and Education & Research.

As the board member in charge of Human Resources and Education & Research, Mr. Pai focuses on building and strengthening the human capital of Infosys. He is engaged in setting the direction and supporting the company's people-focused activities that include talent acquisition, talent engagement and talent deployment.

Mr. Pai is also keen on human capital initiatives in the larger societal context. He has been the driving force behind the Campus Connect program, directed toward creating large-scale, systemic change in engineering education. This program aims to help academia improve its output by producing industry ready engineering graduates with better knowledge and capability. The program is also of strategic importance to Infosys, as the company recruits large numbers of engineering graduates to fuel its growth. Mr. Pai has also played a leadership role in Infosys' initiatives to help several state governments in their quest for providing greater access to quality education.

Mr. Pai played a key role in the listing of Infosys on NASDAQ and its sponsored secondary offering of American Depositary Shares, both firsts for an India-registered company. He was voted 'CFO of the Year'

in 2001 by IMA India and 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. Pai has been actively working with regulators to improve the business ecosystem. He was a member of the Kelkar Committee constituted by the Ministry of Finance, Government of India, for reforming direct taxes, and a member of the Non-Resident Taxation Committee, the high powered committee on e-commerce and 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 Indian Government. Mr. Pai is a trustee of the International Accounting Standards Committee Foundation that oversees the International Accounting Standards Board. He is also a member of the Board of Governors of the Institute of Public Enterprise in Hyderabad, India.

Mr. Pai has a bachelor's degree in Commerce from St. Joseph's College of Commerce, Bangalore, and a bachelor's degree in Law from Bangalore University. He is a Fellow Chartered Accountant (FCA).

Companies in which T. V. Mohandas Pai holds directorship and committee memberships

Name of the company and nature of interest
Infosys BPO Limited <i>Chairperson of the Board, Member – Compensation Committee</i>
Infosys Technologies (China) Company Limited <i>Director, Member – Remuneration Committee</i>



Mr. N. R. Narayana Murthy

Profile and expertise in specific functional areas

Mr. N. R. Narayana Murthy is the Chairman of the Board and Chief Mentor of Infosys Technologies Limited. He founded Infosys in 1981 along with six other software professionals and served as the CEO for 20 years before handing over the reins of the company to co-founder Nandan M. Nilekani in March 2002. Under his leadership, Infosys was listed on NASDAQ in 1999. He served as the Executive Chairman of the Board and Chief Mentor from 2002 to 2006.

Mr. Murthy is the chairman of the governing body of the Indian Institute of Information Technology, Bangalore. He is a member of the Board of Overseers of the University of Pennsylvania's Wharton School, Cornell University Board of Trustees, Singapore Management University Board of Trustees, INSEAD's Board of Directors and the Asian Institute of Management's Board of Governors. He is also a member of the Advisory Boards and Councils of various well-known universities – such as the Stanford Graduate School of Business, the Corporate Governance initiative at the Harvard Business School, Yale University and the University of Tokyo's President's Council.

Mr. Murthy has led key corporate governance initiatives in India. He was the Chairman of the committee on Corporate Governance appointed by the Securities and Exchange Board of India (SEBI) in 2003.

Mr. Murthy serves as a member of the Prime Minister's Council on Trade and Industry, and as a member of the Board of Directors of the United Nations Foundation. He is an IT advisor to several Asian countries. He is also a member of the Board of Trustees of TiE Inc. (Global), a worldwide network of entrepreneurs and professionals dedicated to fostering entrepreneurship.

Mr. Murthy is the recipient of numerous awards and honors. The Economist ranked him 8th among the top 15 most admired global leaders (2005). He was ranked 28th among the world's most-respected business leaders by the Financial Times (2005). He topped the Economic Times Corporate Dossier list of India's most powerful CEOs for two consecutive years – 2004 and 2005.

TIME magazine's "Global Tech Influentials" list (August 2004) named Mr. Murthy as one of the ten leaders who are helping shape the future of technology. In 2006, *TIME* magazine again voted him as one of the Asian heroes who have brought about revolutionary changes in Asia in the last 60 years. He was the first recipient of the Indo-French Forum Medal (2003), awarded by the Indo-French Forum in recognition of his role in promoting Indo-French ties. He was voted the World Entrepreneur of the Year – 2003 by Ernst and Young. He was one of two people named as Asia's Businessmen of the Year for 2003 by *Fortune* magazine. In 2001, he was named by *TIME/CNN* as one of the 25 most influential global executives, selected for their lasting influence in creating new industries and reshaping markets. He was awarded the Max Schmidheiny Liberty 2001 prize (Switzerland), in recognition of his promotion of individual responsibility and liberty. In 1999, *BusinessWeek* named him one of their nine Entrepreneurs of the Year, and he was featured in *BusinessWeek's* 'The Stars of Asia' for three successive years – 1998, 1999 and 2000.

Mr. Murthy holds a B.E. from the University of Mysore and an M. Tech. from the Indian Institute of Technology, Kanpur. He has also been conferred honorary doctorates by well-known universities in India and abroad.

Companies in which Mr. N. R. Narayana Murthy holds directorship and committee memberships

Name of the company and nature of interest
Infosys Technologies (China) Company Limited <i>Director</i>
Infosys Consulting, Inc <i>Director</i>
DBS Group Holdings Limited <i>Director, Member – Compensation and Nominations Committee</i>
DBS Bank Limited <i>Director, Member – Compensation and Nominations Committee</i>
New Delhi Television Limited <i>Director</i>

Shareholding in Infosys

Mr. N. R. Narayana Murthy holds 31,79,672 equity shares of Infosys.



Nandan M. Nilekani

Profile and expertise in specific functional areas

Mr. Nandan M. Nilekani was appointed Chief Executive Officer of Infosys in March 2002. Prior to assuming his current position, he held the post of Managing Director, President and Chief Operating Officer. He is one of the founders of

Infosys and has served as a director on the company's board since its inception in 1981.

In January 2006, Nandan became one of the youngest entrepreneurs to join 20 global leaders on the prestigious World Economic Forum (WEF) Foundation Board. He is listed as one of the 100 most influential people in the world by *Time* Magazine, 2006.

Nandan co-founded India's National Association of Software and Service Companies (NASSCOM) as well as the Bangalore Chapter of The IndUS Entrepreneurs (TiE).

Mr. Nandan is the Vice-Chairman of The Conference Board, Inc., an international research and business membership organization. He is also a member of ASPEN Institute's Business and Society Advisory Board. He serves as the Co-chairman of the Advisory Board of the IIT Bombay Heritage Fund. Nandan also serves on the London Business School's Asia Pacific Regional Advisory Board.

Mr. Nandan is a member of the National Knowledge Commission and also part of the National Advisory Group on e-Governance. He is also a member of the review committee of the Jawaharlal Nehru National Urban Renewal Mission.

Mr. Nandan has been involved in various initiatives of the central and state governments. He was the Chairman of the Government of India's IT Task Force for power. Nandan has also served as a member of the subcommittee of the Securities and Exchange Board of India that dealt with issues related to Insider Trading, and as a member of the Reserve Bank of India's Advisory Group on corporate governance.

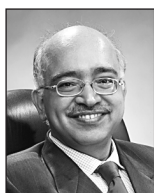
Mr. Nandan is the recipient of several awards including the Indian Institute of Technology (IIT), Bombay's 'Distinguished Alumnus' award in 1999. In addition, Nandan, along with Infosys Chairman Mr. N. R. Narayana Murthy, received the *Fortune* magazine's 'Asia's Businessmen of the Year 2003' award. He was named among the 'World's most respected business leaders' in 2002 and 2003, according to a global survey by *Financial Times* and PricewaterhouseCoopers. Mr. Nandan was also awarded the Corporate Citizen of the Year Award, at the Asia Business Leader Awards (2004) organized by CNBC. In 2005, Nandan was awarded the prestigious Joseph Schumpeter prize for innovative services in the field of economy, economic sciences and politics.

In 2006, Mr. Nandan was conferred the Padma Bhushan, one of the highest civilian honors awarded by the Government of India.

Nandan received his bachelor's degree in electrical engineering from the Indian Institute of Technology (IIT), Mumbai, India in 1978.

Companies in which Nandan M Nilekani holds directorship and committee memberships

Name of the company and nature of interest
Reuters Group Plc <i>Independent Director, Member – Audit Committee</i>



K. Dinesh

Profile and expertise in specific functional areas

Mr. K. Dinesh is a co-founder and a member of the Board of Infosys Technologies Limited. He is Head of Quality, Information Systems and the Communication Design Group.

Mr. Dinesh's rich and varied experience in software technology and management ranges from programming and project management to managing software delivery. From 1991 to 1995, he held charge of software development activities for Infosys' worldwide operations. In this role, he was responsible for the execution, implementation and delivery of software solutions to customers.

Mr. Dinesh has also been focused on managing quality at Infosys. During his tenure as Head of Quality, the company's software quality processes achieved world-class benchmarks, including CMM Level 5 in 1999. From software process excellence, he aimed to bring performance excellence to the entire organization. This involved adopting and implementing the Baldrige Framework and championing cross-functional process improvement using Six Sigma CFPM techniques developed by Motorola University.

As head of Information Systems, Mr. Dinesh was instrumental in ensuring the in-house implementation of SAP in a record span of six months in 1998. He has championed the cause of technology enabling and automation to help the organization manage explosive growth without affecting service times to internal customers.

Until recently, Dinesh provided direct oversight to the Human Resources function. Under his leadership, Infosys became the first company to be certified on PCMM Level 5 Version 2. During this time, Infosys also transitioned into a role-based organization, and evolved the foundations of a high performance work ethic. People Management at Infosys has been recognized and commended worldwide.

Mr. Dinesh managed Infosys' efforts in Software Project Management in the US from 1981 to 1988, focusing on the distribution industry for consumer durables and soft goods. His experience includes creating the architecture of DMAP (Distribution Management Application Package), a large package that runs on AS/400 platform.

Mr. Dinesh completed his post-graduation in Mathematics from Bangalore University. He was awarded a doctorate in literature by the Karnataka State Open University in 2006.

Companies in which K. Dinesh holds directorship and committee memberships

Name of the company and nature of interest
Infosys Technologies (Australia) Pty Limited
<i>Chairperson of the Board, Chairperson – Audit Committee</i>

Attendance record of the directors seeking re-election or recommended for appointment

Directors	Number of meetings held in fiscal 2007	Number of meetings attended
Deepak M. Satwalekar	7	5
Prof. Marti G. Subrahmanyam	7	5
S. Gopalakrishnan	7	6
S. D. Shibulal	7	7
T. V. Mohandas Pai	7	7
N. R. Narayana Murthy	7	5
Nandan M. Nilekani	7	7
K. Dinesh	7	6

Summary of directorships and board committee memberships of each director of the company as of March 31, 2007

Directors	Directorships held as on March 31, 2007		Committee memberships in all companies***	Chairpersons in committees***
	Indian listed companies*	All companies around the world**		
N. R. Narayana Murthy	1	6	4	–
Nandan M. Nilekani	–	2	1	–
S. Gopalakrishnan	–	3	–	–
K. Dinesh	–	2	1	1
S. D. Shibulal	–	4	2	1
T. V. Mohandas Pai	–	3	2	–
Srinath Batni	–	3	2	–
Deepak M. Satwalekar	5	8	8	3
Prof. Marti G. Subrahmanyam	1	8	7	3
Sridar A. Iyengar	1	10	5	1
Dr. Omkar Goswami	7	10	16	4
Rama Bijapurkar	4	9	5	2
Claude Smadja	–	5	6	3
David L. Boyles	–	3	3	1
Prof. Jeffrey S. Lehman	–	1	3	–

* Excluding directorship in Infosys Technologies Limited and its subsidiaries

** Directorships in companies around the world including Infosys Technologies Limited and its subsidiaries

*** Includes Audit Committee, Compensation / Remuneration Committee, Nominations Committee, Risk Management Committee and Investor Grievance Committee in all companies including Infosys Technologies Limited and its subsidiaries

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INFOSYS TECHNOLOGIES LIMITED

Registered Office:
Electronics City, Hosur Road, Bangalore-560 100, India.

ADDITIONAL INFORMATION AND PRACTICE NOT REQUIRED UNDER THE COMPANIES ACT, 1956.

Infosys' board acknowledges the fact that not all shareholders attend the AGM and even though a proposal may have received the assent of the requisite majority of shareholders present at the AGM, the overall shareholder response to any proposal is not captured or known.

Infosys believes that determining and disclosing the overall shareholder response to the proposals placed before the shareholders in a general meeting is a valuable corporate governance practice. To this end, during the previous four Annual General Meetings (AGMs), the company had made available a non-mandatory ballot through the postal system / internet as a channel for all shareholders to informally express their views on the resolutions tabled before the shareholders in the AGM. The non-mandatory ballot has helped the company assess the general view of the absentee shareholders on the resolutions set out in the Notice.

The non-mandatory ballot through the Internet is not in substitution of or in addition to your right as a shareholder to vote at the AGM.

The non-mandatory ballot through the Internet will not have the force of a legally binding vote and will not be construed as a vote at the AGM. The result of the non-mandatory ballot through the Internet will not impact the votes cast at the AGM. For your vote to be valid, ensure that you are present in person, or send the nominated proxy in person to attend the AGM.

Please note that regardless of you participating in the non-mandatory ballot through the Internet, you as a shareholder are entitled to attend and vote at the AGM and to appoint a proxy to attend the AGM.

The Company has appointed Mr. Parameshwar Hegde, Practicing Company Secretary, who in the opinion of the Board is a duly qualified person, as the Scrutinizer for the non-mandatory ballot through the Internet. The Scrutinizer will collate all non-mandatory ballots and the results of the same will be disclosed at the AGM proceedings.

INSTRUCTIONS FOR PARTICIPATING IN THE NON-MANDATORY BALLOT THROUGH THE INTERNET

To access the non-mandatory ballot portal, please type the following URL :

From Infosys website : <http://www.infosys.com/investor/agm2007.asp>

From Karvy website : <http://karisma.karvy.com/infosys>

How to vote

1. Shareholders will have to choose between the three modes of holding, i.e. holding shares in physical form, holding shares in a demat account with a depository participant connected to National Securities Depository Limited (NSDL), or holding shares in a demat account with a depository participant connected to Central Depository Services (India) Limited (CDSIL).
2. Investors having demat account with a depository participant connected to NSDL – Enter the depository participant identification number (DP ID) and client identification number (Client ID).
Example : DP ID : IN302902 and Client ID : 11111111
3. Investors having demat account with a depository participant connected to CDSIL – Enter the 16 digit demat account number.
Example : Demat Account Number is 1234567832145678
4. Investors holding shares in physical form – Enter the registered folio number.
Example : Folio : ITL000123.
5. If valid entry as per Step 2, Step 3 or Step 4 above is done, you will be able to cast your ballot. Cast your ballot by clicking on the check box corresponding to each resolution and make your selection by choosing "In Favor", "Against" or "Abstain" for each resolution. Alternatively, you can also click on the "Select All" button and cast your ballot.
6. Click on the SAVE / NEXT button to preview your ballot selections. If the ballots are as per your selections, click on the SUBMIT button.
7. Investors may cast their non-mandatory ballot only once on a resolution using a specific demat account. If an investor has multiple demat accounts, he / she will be able to participate in the non-mandatory ballot separately, for each demat account by using the respective DP ID and Client ID.
8. The portal will be open for participation from June 11, 2007 to June 20, 2007.

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INFOSYS TECHNOLOGIES LIMITED

Registered office:
Electronics City, Hosur Road, Bangalore 560 100, India.

PROXY FORM

Twenty-sixth Annual General Meeting – June 22, 2007

Regd. Folio No. / DP Client ID

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I / We of in the district of
being a member / members of the Company hereby appoint of in the district of or failing him / her of in the district of as my / our proxy to vote for me / us on my / our behalf at the twenty-sixth annual general meeting of the Company to be held at the NIMHANS Convention Centre, Hosur Road, Bangalore 560 029, at 3.00 p.m. on Friday, June 22, 2007 and at any adjournment(s) thereof.

Signed this day of 2007.



.....
Signature of member

Notes : This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

..... Please tear here



INFOSYS TECHNOLOGIES LIMITED

Registered office:
Electronics City, Hosur Road, Bangalore 560 100, India.

ATTENDANCE SLIP

Twenty-sixth Annual General Meeting – June 22, 2007

Regd. Folio No. / DP Client ID

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No. of shares held

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I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the twenty-sixth annual general meeting of the Company at the NIMHANS Convention Centre, Hosur Road, Bangalore 560 029, at 3.00 p.m. on Friday, June 22, 2007.

.....
Name of the member / proxy
(in BLOCK letters)

.....
Signature of member / proxy

Note : Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the meeting.

