



**INFOSYS TECHNOLOGIES LIMITED**

Electronics City, Hosur Road  
Bangalore 560 100, India  
Tel.: 91 80 2852 0261  
Fax: 91 80 2852 0362  
[www.infosys.com](http://www.infosys.com)

April 15, 2008

Dear member,

You are cordially invited to attend the twenty-seventh Annual General Meeting of the members to be held on Saturday, June 14, 2008 at 3 p.m. IST at the NIMHANS Convention Centre, Hosur Road, Bangalore 560 029, Karnataka, India.

The Notice for the meeting, containing the business to be transacted, is enclosed herewith.

If you need special assistance at the Annual General Meeting because of a disability, please contact Charles Henry Hawkes, *Vice President – Facilities*, Infosys Technologies Limited, Electronics City, Bangalore 560 100, Karnataka, India (Tel.: 91 80 2852 0261 Extn.: 2250, Mobile: 91 98450 15990).

Very truly yours,

N. R. Narayana Murthy  
*Chairman and Chief Mentor*

Encl.: Notice



## Notice

Notice is hereby given that the twenty-seventh Annual General Meeting (AGM) of the members of Infosys Technologies Limited will be held on Saturday, June 14, 2008, at 3 p.m. IST at the NIMHANS Convention Centre, Hosur Road, Bangalore 560 029, Karnataka, India, to transact the following business:

## Ordinary business

### Item No. 1 – Adoption of accounts

To receive, consider and adopt the Balance Sheet as at March 31, 2008 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.

### Item No. 2 – Declaration of dividend

To declare final and special dividend for the financial year ended March 31, 2008.

### Item No. 3 – Re-appointment of Claude Smadja

To appoint a Director in place of Claude Smadja, who retires by rotation and, being eligible, seeks re-appointment.

### Item No. 4 – Re-appointment of Sridar A. Iyengar

To appoint a Director in place of Sridar A. Iyengar, who retires by rotation and, being eligible, seeks re-appointment.

### Item No. 5 – Re-appointment of Nandan M. Nilekani

To appoint a Director in place of Nandan M. Nilekani, who retires by rotation and, being eligible, seeks re-appointment.

### Item No. 6 – Re-appointment of K. Dinesh

To appoint a Director in place of K. Dinesh, who retires by rotation and, being eligible, seeks re-appointment.

### Item No. 7 – Re-appointment of Srinath Batni

To appoint a Director in place of Srinath Batni, who retires by rotation and, being eligible, seeks re-appointment.

### Item No. 8 – Appointment of Statutory Auditors

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.”

Registered office:  
Electronics City  
Hosur Road  
Bangalore 560 100  
India

Bangalore  
April 15, 2008

by order of the Board of Directors  
for Infosys Technologies Limited



Parvatheesam K.  
Company Secretary

## Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. 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.
3. Members / proxies should bring duly-filled Attendance Slips sent along with this Notice to attend the meeting.
4. 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.
5. 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.
6. 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.
7. The Register of Members and Share Transfer Books will remain closed from May 31, 2008 to June 14, 2008 (both days inclusive).
8. Subject to the provisions of Section 206A 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 14, 2008 to those members whose names appear on the Register of Members as on May 30, 2008.
9. 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.
10. Members are requested to update their e-mail addresses with the depository participant. This will help the Company send communications such as ECS / direct credit intimations through e-mails, thereby reducing the use of paper and helping preserve the environment.
11. Members are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Plot No. 17 to 24, Near Image Hospital, Vittalrao Nagar, Madhapur, Hyderabad 500 081, India.
12. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with 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 be transferred, as per Section 205A of the Companies Act, 1956, to the Investor Education and Protection Fund. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

## Additional information on directors recommended for re-appointment at the Annual General Meeting



### Claude Smadja

#### Profile and expertise

Claude Smadja (62) is the President of Smadja & Associates, a strategic advisory firm he founded in 2001.

A graduate of the University of Lausanne, Switzerland, Claude started his career as a journalist, first in the print media and then in television. He covered an extensive range of international economic and political issues and interviewed top political leaders worldwide. In his last journalistic position, he was the Director for News and Current Affairs at the Swiss Broadcasting Corporation.

Claude joined the World Economic Forum (WEF) in 1987 as a Director and Member of the Executive Board. He was instrumental in creating *World Link*, the WEF magazine for global decision-makers, and initiated the first regional meeting of the World Economic Forum, the East Asia Economic Summit. From January 1996 to June 2001, he was the Managing Director of the World Economic Forum, with overall responsibility of the Davos annual meeting and WEF's activities in Asia.

Claude left this position to establish Smadja & Associates, which works with global corporations and government entities on strategic issues to create "content platforms" – high-profile international conferences, seminars, workshops, briefings and analyses – to help clients navigate and leverage globalization. The firm, with offices in Switzerland and the United States, has clients and partners in North America, Asia, Europe and the Middle East.

His deep knowledge of global economics, business and politics, and his acquaintance with key players in these fields makes Claude a frequent invitee at international conferences and private business meetings. He is on the boards of several major corporations, and also serves as a member of the International Board of Overseers of the Illinois Institute of Technology.

#### Shareholding in the Company

Claude holds 3,298 equity shares of the Company and 7,602 stock options granted under the 1999 Stock Option Plan.

#### Directorship and committee memberships (excluding Infosys)

Directorships	Chairman of Board committees
Kudelski Group	None
Open TV	Member of Board committees
Edipresse Group	None



### Sridar A. Iyengar

#### Profile and expertise

Sridar A. Iyengar (60) is an independent mentor investor for early-stage entrepreneurs and companies. For more than 35 years, he has worked in the United Kingdom, the United States and India with a large number of companies at all

stages of growth, globalization, etc., advising them on strategic and other issues.

Sridar is the President of the Foundation for Democratic Reforms in India, a US-based non-profit organization. He is also an advisor to several venture and private equity funds with respect to India.

He was previously a senior partner with KPMG in the US and the UK, and served for three years as the Chairman and CEO of KPMG's operations in India.

Sridar has a Bachelor of Commerce (Hons.) degree from the University of Calcutta and is a Fellow of the Institute of Chartered Accountants in England and Wales.

#### Shareholding in the Company

Sridar holds 10,000 equity shares of the Company.

#### Directorship and committee memberships (excluding Infosys)

Directorships	Chairman of Board committees
Infosys BPO Limited	Rediff.com India Limited
ICICI Bank Limited	- Audit Committee
Rediff Holdings, Inc.	ICICI Bank Limited
Rediff.com India Limited	- Audit Committee
AverQ, Inc.	Career Launcher Limited
Kovair Software Inc.	- Audit Committee
OnMobile Global Limited	
Career Launcher Limited	
	Member of Board committees
	Infosys BPO Limited
	- Audit Committee



### Nandan M. Nilekani

#### Profile and expertise

Nandan M. Nilekani (52) is the Co-Chairman of the Board of Directors of Infosys Technologies Limited. From March 2002 to June 22, 2007, he served as Chief Executive Officer (CEO) and Managing Director (MD) and has previously held the posts of

President and Chief Operating Officer (COO). 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 was listed as one of the 100 most influential people in the world by *Time Magazine* in 2006.

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

Nandan is the Vice Chairman of The Conference Board, Inc., an international research and business membership organization. He is on the Board of Directors of the Peterson Institute for International Economics and is a member of the Board of Governors of the Indian Council for Research on International Economic Relations (ICRIER). He is a member of the Board of Governors of the Indian Institute of Technology (IIT) Bombay and serves as the Co-Chairman of the IIT Bombay Heritage Fund.

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 (JNNURM). He took over as the elected President of NCAER (the premier, independent, applied economics research institute in India) in April 2008.

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 sub-committee of the Securities and Exchange Board of India (SEBI) that dealt with issues related to insider trading, and as a member of the Reserve Bank of India's Advisory Group on corporate governance.

Nandan is the recipient of several awards. He was the Forbes “Businessman of the Year” in 2007. Along with Infosys founder (and currently Non-Executive Chairman) N. R. Narayana Murthy, he received *Fortune* magazine’s “Asia’s Businessmen of the Year 2003” award. He was named one of the “World’s Most Respected Business Leaders” in 2002 and 2003, according to a global survey by *Financial Times* and PricewaterhouseCoopers. 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 economy, economic sciences and politics.

In 2006, 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 IIT Bombay, India in 1978.

**Directorship and committee memberships (excluding Infosys)**

Directorships	Chairman of Board committees
Infosys Consulting, Inc.	None
Reuters Group Plc.	Member of Board committees
(Will cease to be a Director with effect from April 17, 2008)	None



**K. Dinesh**  
Profile and expertise

K. Dinesh (53) is a co-founder and a member of the Board of Infosys Technologies Limited. He is Head of Communication Design Group, Information Systems and Quality & Productivity.

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.

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, 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.

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.

**Directorship and committee memberships (excluding Infosys)**

Directorships	Chairman of Board committees
Infosys Technologies. (Australia) Pty. Limited	None
Narayana Hrudayalaya Private Limited	Member of Board committees
	None



**Srinath Batni**  
Profile and expertise

Srinath Batni (53) was inducted as a member of the Board of Directors of Infosys in May 2000. He is responsible for Delivery Excellence across the Company.

Srinath joined Infosys in June 1992 as Project Manager and has since held several management positions. Before joining Infosys, he worked as a Project Manager – Technical Support for the Indian subsidiary of a leading French company (since 1990). Prior to that, he was responsible for implementing production management and materials management systems at one of India’s leading public sector heavy engineering and manufacturing companies (since 1980).

Srinath received a bachelor’s degree in mechanical engineering from Mysore University in 1975 and a master’s degree in mechanical engineering from the Indian Institute of Science, Bangalore, in 1979.

**Directorship and committee memberships (other than Infosys)**

Directorships	Chairman of Board committees
Infosys Technologies (Australia) Pty. Limited	None
	Member of Board committees
Infosys Technologies (China) Company Limited	None

**Attendance record at Board meetings held in fiscal 2008 of the directors seeking re-appointment**

Directors	No. of meetings	
	Held	Attended
Claude Smadja	5	4
Sridar A. Iyengar	5	5
Nandan M. Nilekani	5	5
K. Dinesh	5	5
Srinath Batni	5	5

## Compensation paid to directors recommended for re-appointment during the year ended March 31, 2008

in Rs. crore

Name of the director	Fixed salary				Bonus / Incentives	Commission	Total
	Basic salary	Perquisites / Allowances	Retiral benefits	Total fixed salary			
<b>Whole-time Directors</b>							
Nandan M. Nilekani	0.21	0.06	0.05	0.32	0.49	–	0.81
K. Dinesh	0.21	0.07	0.05	0.33	0.49	–	0.82
Srinath Batni	0.30	0.11	0.08	0.49	0.77	–	1.26
<b>Independent directors</b>							
Claude Smadja	–	–	–	–	–	0.42	0.42
Sridar A. Iyengar	–	–	–	–	–	0.46	0.46

## Composition of the Board, and directorships held during fiscal 2008

Name of the director	Age	India listed companies <sup>#</sup>	All companies around the world <sup>##</sup>	Committee membership <sup>###</sup>	Chairperson of committees <sup>###</sup>
<b>Founder and Non-Executive Director</b>					
N. R. Narayana Murthy	61	1	6	–	–
<b>Founders and Whole-time Directors</b>					
Nandan M. Nilekani	52	–	3	–	–
S. Gopalakrishnan	53	–	2	–	–
S. D. Shibulal	53	–	4	1	–
K. Dinesh	53	–	3	–	–
<b>Whole-time Directors</b>					
T. V. Mohandas Pai	49	–	4	2	1
Srinath Batni	53	–	3	–	–
<b>Independent Directors</b>					
Deepak M. Satwalekar	59	5	9	3	2
Prof. Marti G. Subrahmanyam	61	1	–	1	–
Dr. Omkar Goswami	51	6	9	9	2
Rama Bijapurkar	51	4	10	4	1
Claude Smadja	62	–	4	1	–
Sridar A. Iyengar	60	2	9	5	3
David L. Boyles	59	–	3	1	–
Prof. Jeffrey S. Lehman	52	–	1	1	–

Note: None of the directors are related to each other.

<sup>#</sup> Excluding directorship in Infosys Technologies Limited and its subsidiaries

<sup>##</sup> Directorships in companies around the world (listed & unlisted) including Infosys Technologies Limited and its subsidiaries

<sup>###</sup> As required by Clause 49 of the listing agreement, the disclosure includes memberships / chairpersonship of audit committee and investor grievance committee in public companies (listed and unlisted).



INFOSYS TECHNOLOGIES LIMITED  
Electronics City, Hosur Road, Bangalore 560 100, India

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

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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 five 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 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/agm2008.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 a 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 a 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 selection, 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 10 a.m. IST on June 3, 2008 to 5 p.m. IST on June 12, 2008.



**INFOSYS TECHNOLOGIES LIMITED**

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

**PROXY FORM**

Twenty-seventh Annual General Meeting – June 14, 2008

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-SEVENTH ANNUAL GENERAL  
 MEETING of the Company to be held at the NIMHANS Convention Centre, Hosur Road, Bangalore 560 029, Karnataka, India, at 3 p.m. IST on  
 Saturday, June 14, 2008 and at any adjournment(s) thereof.

Signed this ..... day of ..... 2008.



.....  
Signature of the member

*Note : 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-seventh Annual General Meeting – June 14, 2008

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-SEVENTH ANNUAL GENERAL MEETING of the Company at the NIMHANS Convention Centre,  
 Hosur Road, Bangalore 560 029, Karnataka, India, at 3 p.m. IST on Saturday, June 14, 2008.

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

.....  
Signature of the 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 copies of the Annual Report to the meeting.*

