INFOSYS TECHNOLOGIES LTD
Form 6-K
October 24, 2006

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington , D.C. 20549
FORM 6-K
Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934
For the quarter ended September 30, 2006
Commission File Number: 000-25383
INFOSYS TECHNOLOGIES LIMITED

(Exact name of Registrant as specified in its charter)
Not Applicable
(Translation of Registrant s name into English)
Bangalore , Karnataka, India
(Jurisdiction of incorporation or organization)
Electronics City, Hosur Road, Bangalore, Karnataka, India 560 100. 80-2852-0261
(Address of principal executive offices)

Indicate by check mark registrant files or will file annual reports under cover Form 20-F or Form 40-F.
Form 20-F þ Form 40-F o

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g 3-2(b) under the Securities Exchange Act of 1934
Yes o No þ

If Yes is marked, indicate below the file number assigned to registrant in connection with Rule 12g 3-2(b).
Not Applicable

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Currency of Presentation and Certain Defined Terms

In this Report, references to U.S. or United States are to the United States of America, its territories and its possessions. References to India are to the Republic of India. References to $ or dollars or U.S. dollars are to the le currency of the United States and references to Rs. or rupees or Indian rupees are to the legal currency of India. Our financial statements are presented in Indian rupees and translated into U.S. dollars and are prepared in accordance with United States Generally Accepted Accounting Principles, or U.S. GAAP. References to Indian GAAP are to Indian Generally Accepted Accounting Principles. References to a particular fiscal year are to our fiscal year ended March 31 of such year.

All references to we, us, our, Infosys or the Company shall mean Infosys Technologies Limited, and, unless specifically indicated otherwise or the context indicates otherwise, our consolidated subsidiaries. Infosys is a registered trademark of Infosys Technologies Limited in the United States and India. All other trademarks or tradenames used in this Report are the property of their respective owners.

Except as otherwise stated in this Report, all translations from Indian Rupees to U.S. dollars are based on the noon buying rate in the City of New York on September 29, 2006, for cable transfers in Indian rupees as certified for customs purposes by the Federal Reserve Bank of New York which was Rs. 45.95 per $1.00. September 29, 2006 was the last day of the quarter ended September 30, 2006 for which the noon buying rate is available. No representation is made that the Indian rupee amounts have been, could have been or could be converted into U.S. dollars at such a rate or any other rate. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding. Information contained in our website, www.infosys.com, is not part of this Report.

Cautionary Note regarding Forward-Looking Statements

In addition to historical information, this Report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The forward-looking statements contained herein are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the forward-looking statements. Factors that might cause such differences include but are not limited to, those discussed in the section entitled Risk Factors and elsewhere in this Report, as well as the sections entitled Risk Factors in our Annual Report on Form 20-F for the fiscal year ended March 31, 2006 and our Report on Form 6-K for the three months ended June 30, 2006. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management s analysis only as of the date of this Report. In addition, readers should carefully review the other information in this Report and in the Company s periodic reports and other documents filed with the Securities and Exchange Commission (SEC) from time to time.

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Part I Financial Information
Item 1. Financial Statements
Infosys Technologies Limited and subsidiaries
Unaudited Consolidated Balance Sheets

(Dollars in millions except per share data)

	As of	
	March 31, 2006 (1)	**September 30, 2006**
ASSETS		
Current Assets		
Cash and cash equivalents	$ 889	$ 328
Investments in liquid mutual fund units	170	615
Trade accounts receivable, net of allowances	361	454
Unbilled revenue	48	74
Prepaid expenses and other current assets	40	49
Deferred tax assets	1	2
Total current assets	1,509	1,522
Property, plant and equipment, net	491	540
Goodwill	8	91
Intangible assets, net		18
Deferred tax assets	13	13
Advance income taxes	18	5
Other assets	27	31
Total Assets	$ **2,066**	**$ 2,220**
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities		
Accounts payable	$ 3	$ 4
Income taxes payable		2
Client deposits	2	2
Unearned revenue	44	67
Other accrued liabilities	160	183
Total current liabilities	209	258
Non-current liabilities		
Other non-current liabilities	5	5
Minority interests	15	2
Stockholders Equity		
Common stock, $0.16 par value 600,000,000 equity shares authorized, Issued and outstanding 551,109,960 and 555,785,001 as of March 31, 2006 and September 30, 2006, respectively	31	62
Additional paid-in capital	410	477
Accumulated other comprehensive income	9	(49)
Retained earnings	1,387	1,465

Total stockholders equity	1,837	1,955
Total Liabilities And Stockholders Equity	**$ 2,066**	**$ 2,220**

(1) March 31, 2006 balances were obtained from audited financial statements
See accompanying notes to the unaudited consolidated financial statements

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Infosys Technologies Limited and subsidiaries
Unaudited Consolidated Statements of Income

(Dollars in millions except per share data)

	Three months ended September 30,		Six months ended September 30	
	2005	2006	2005 (2)	2006
Revenues	**$ 524**	**$ 746**	**$ 1,000**	**$ 1,406**
Cost of revenues	297	423	571	812
Gross profit	**227**	**323**	**429**	**594**
Operating Expenses:				
Selling and marketing expenses	35	48	67	93
General and administrative expenses	46	63	83	119
Amortization of intangible assets		1		1
Total operating expenses	81	112	150	213
Operating income	**146**	**211**	**279**	**381**
Gain on sale of long term investment				1
Other income, net	9	14	16	42
Income before income taxes and minority interest	**155**	**225**	**295**	**424**
Provision for income taxes	16	26	34	49
Income before minority interest	**139**	**199**	**261**	**375**
Minority interest	1		1	2
Net income	**$ 138**	**$ 199**	**$ 260**	**$ 373**
Earnings per equity share				
Basic	$ 0.25	$ 0.36	$ 0.48	$ 0.68
Diluted	$ 0.25	$ 0.35	$ 0.47	$ 0.66
Weighted average equity shares used in computing earnings per equity share				
Basic	541,375,238	551,938,696	540,269,462	550,964,911
Diluted	556,608,116	564,858,570	555,390,222	563,832,673

(2) Six months ended September 30, 2005 figures were obtained from audited financial statements.
See accompanying notes to the unaudited consolidated financial statements

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Infosys Technologies Limited and subsidiaries
Unaudited Consolidated Statements of Stockholders Equity and Comprehensive Income

(Dollars in millions)

	Common stock Shares	Common stock Par value	Additional paid-in capital	Comprehensive income	Accumulated other comprehensive income	Retained earnings	Total stockholders equity
Balance as of March 31, 2005	**541,141,098**	**$ 31**	**$ 266**		**$ 33**	**$ 923**	**$ 1,253**
Common stock issued	4,177,926		57				57
Cash dividends						(46)	(46)
Change in proportionate share of subsidiary resulting from issuance of stock by subsidiary			12				12
Comprehensive income							
Net income				$ 260		260	260
Other comprehensive income							
Unrealized gain on mutual fund investments, net of taxes				1	1		1
Translation adjustment				(9)	(9)		(9)
Comprehensive income				$ 252			
Balance as of September 30, 2005(3)	**545,319,024**	**$ 31**	**$ 335**		**$ 25**	**$ 1,137**	**$ 1,528**
Balance as of March 31, 2006	**551,109,960**	**$ 31**	**$ 410**		**$ 9**	**$ 1,387**	**$ 1,837**
Common stock issued	4,675,041	1	62				63
Cash dividends						(265)	(265)
Stock compensation expenses			2				2

Income tax benefit arising on exercise of stock options			3				3
Stock split effected in the form of a stock dividend		30				(30)	
Comprehensive income							
Net income				$ 373		373	373
Other comprehensive income							
Translation adjustment				(58)	(58)		(58)
Comprehensive income				$ 315			
Balance as of September 30, 2006	**555,785,001**	**$ 62**	**$ 477**		**$ (49)**	**$ 1,465**	**$ 1,955**

(3) Activity for the six months period ended September 30, 2005 has been obtained from the audited financial statements.

See accompanying notes to the unaudited consolidated financial statements

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Infosys Technologies Limited and subsidiaries
Unaudited Consolidated Statements of Cash Flows

(Dollars in millions)

	Six months ended September 30,	
	2005 (4)	**2006**
Operating Activities:		
Net income	**$ 260**	**$ 373**
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	40	51
Minority interest		2
Stock compensation expenses		2
Deferred taxes	(2)	(3)
Others		(3)
Changes in assets and liabilities		
Trade accounts receivable	(3)	(104)
Prepaid expenses and other current assets	(1)	(10)
Unbilled revenue	(9)	(27)
Accounts payable		1
Income taxes	(2)	16
Client deposits	(4)	
Unearned revenue	20	24
Other accrued liabilities	5	27
Net cash provided by operating activities	**304**	**349**
Investing Activities:		
Expenditure on property, plant and equipment	(127)	(114)
Acquisition of minority interest in subsidiary		(116)
Investment in liquid mutual fund units	(371)	(651)
Redemption of liquid mutual fund units	115	201
Non-current deposits placed with corporations	(9)	(11)
Withdrawal of non-current deposits placed with corporations	1	2
Loans to employees	(1)	2
Others		1
Net cash used in investing activities	**(392)**	**(686)**
Financing Activities:		
Proceeds from issuance of common stock on exercise of employee stock options	57	63
Payment of dividends	(46)	(265)
Others		2
Net cash provided by / (used in) financing activities	**11**	**(200)**

Effect of exchange rate changes on cash		1		(24)
Net decrease in cash and cash equivalents during the period		(76)		(561)
Cash and cash equivalents at the beginning of the period		410		889
Cash and cash equivalents at the end of the period	**$**	**334**	**$**	**328**
Supplementary information:				
Cash paid towards taxes	$	38	$	37

(4) Six months ended September 30, 2005 cash flows were obtained from audited financial statements

See accompanying notes to the unaudited consolidated financial statements

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Infosys Technologies Limited and subsidiaries
Notes to the Unaudited Consolidated Financial Statements
1 Company overview and significant accounting policies
1.1 Company overview
Infosys Technologies Limited (Infosys), along with its majority owned and controlled subsidiary, Infosys BPO Limited (Infosys BPO), formerly Progeon Limited and wholly-owned subsidiaries Infosys Technologies (Australia) Pty. Limited (Infosys Australia), Infosys Technologies (China) Co. Limited (Infosys China), formerly Infosys Technologies (Shanghai) Co. Limited and Infosys Consulting Inc. (Infosys Consulting) is a leading global technology services firm. The company provides end-to-end business solutions that leverage technology. The company provides solutions that span the entire software life cycle encompassing consulting, design, development, software re-engineering, maintenance, systems integration, package evaluation and implementation and infrastructure management services. In addition, the company offers software products for the banking industry and business process management services.
1.2 Basis of preparation of financial statements and consolidation
The consolidated financial statements include Infosys and its subsidiaries (the company) and are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). Infosys consolidates entities in which it owns or controls more than 50% of the voting shares. The results of acquired businesses are included in the consolidated financial statements from the date of acquisition. Inter-company balances and transactions are eliminated on consolidation.
Unaudited interim information presented in the consolidated financial statements has been prepared by management and, in the opinion of management, includes all adjustments of a normal recurring nature that are necessary for the fair presentation of the financial position, results of operations and cash flows for the periods shown, and is in accordance with GAAP. These financial statements should be read in conjunction with the consolidated financial statements and related notes included in the company s annual report on Form 20-F for the fiscal year ended March 31, 2006.
1.3 Use of estimates
The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions are used for, but not limited to, accounting for costs and efforts expected to be incurred to complete performance under software development arrangements, allowance for uncollectible accounts receivable, future obligations under employee benefit plans, provisions for post-sales customer support, the useful lives of property, plant, equipment and intangible assets and income tax valuation allowances. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financials statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

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1.4 Revenue recognition

The company derives revenues primarily from software development and related services, licensing of software products and from business process management services. Arrangements with customers for software development and related services are either on a fixed-price, fixed-timeframe or on a time and material basis.

Revenue on time-and-material contracts is recognized as the related services are performed and revenue from the end of the last billing to the balance sheet date is recognized as unbilled revenues. Revenue from fixed-price, fixed-timeframe contracts is recognized as per the percentage-of-completion method. Guidance has been drawn from paragraph 95 of Statement of Position (SOP) 97-2, Software Revenue Recognition, to account for revenue from fixed price arrangements for software development and related services in conformity with SOP 81-1. The input (efforts expended) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current contract estimates. Costs and earnings in excess of billings are classified as unbilled revenue while billings in excess of costs and earnings are classified as unearned revenue. Maintenance revenue is recognized ratably over the term of the underlying maintenance agreement.

The company provides its clients with a fixed-period warranty for corrections of errors and telephone support on all its fixed-price, fixed-timeframe contracts. Costs associated with such support services are accrued at the time related revenues are recorded and included in cost of revenues. The company estimates such costs based on historical experience and estimates are reviewed on a periodic basis for any material changes in assumptions and likelihood of occurrence.

In accordance with SOP 97-2, license fee revenues are recognized when persuasive evidence of an arrangement exists, delivery has occurred, the license fee is fixed and determinable, and the collection of the fee is probable.

Arrangements to deliver software products generally have three elements: license, implementation and Annual Technical Services (ATS). The company has applied the principles in SOP 97-2 to account for revenue from these multiple element arrangements. Vendor specific objective evidence of fair value (VSOE) has been established for ATS. VSOE is the price charged when the element is sold separately. When other services are provided in conjunction with the licensing arrangement, the revenue from such contracts are allocated to each component of the contract using the residual method, whereby revenue is deferred for the undelivered services and the residual amounts are recognized as revenue for delivered elements. In the absence of an established VSOE for implementation, the entire arrangement fee for license and implementation is recognized as the implementation is performed. Revenue from client training, support and other services arising due to the sale of software products is recognized as the services are performed. ATS revenue is recognized ratably over the period in which the services are rendered.

Revenues from business process management and other services are recognized on both, the time-and-material and fixed-price, fixed-timeframe basis. Revenue on time-and-material contracts is recognized as the related services are rendered. Revenue from fixed-price, fixed-timeframe contracts is recognized as per the proportional performance method using an output measure of performance.

When the company receives advances for services and products, such amounts are reported as client deposits until all conditions for revenue recognition are met.

The company accounts for volume discounts and pricing incentives to customers using the guidance in EITF Issue 01-09, Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor s Products). The discount terms in the company s arrangements with customers generally entitle the customer to discounts if the customer completes a specified cumulative level of revenue transactions. In some arrangements, the level of discount varies with increases in the levels of revenue transactions. The discounts are passed on to the customer either as check payments or as a reduction of payments due from the customer. The company recognizes discount obligations as a reduction of revenue based on the ratable

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allocation of the discount to each of the underlying revenue transactions that result in progress by the customer toward earning the discount. The company recognizes the liability based on its estimate of the customer s future purchases. Also, when the level of discount varies with increase in levels of revenue transactions, the company recognizes the liability based on its estimate of the customer s future purchases. If the company cannot reasonably estimate the customer s future purchases, then the liability is recorded based on the maximum potential level of discount. The company recognizes changes in the estimated amount of obligations for discounts using a cumulative catch-up adjustment. Furthermore, the company does not recognize any revenue up front for breakages immediately on the inception of an arrangement.

1.5 Cash and cash equivalents

The company considers all highly liquid investments with a remaining maturity at the date of purchase / investment of three months or less and that are readily convertible to known amounts of cash to be cash equivalents. Cash and cash equivalents comprise cash and cash on deposit with banks, and corporations.

1.6 Investments

Investments in non-readily marketable equity securities of other entities where the company is unable to exercise significant influence and for which there are no readily determinable fair values are recorded at cost. Declines in value judged to be other than temporary are included in earnings.

Investment securities designated as available for sale are carried at their fair value. Fair value is based on quoted market prices. Temporary unrealized gains and losses, net of the related tax effect are reported as a separate component of stockholders equity until realized. Realized gains and losses and declines in value judged to be other than temporary on available for sale securities are included in earnings.

The cost of securities sold is based on the specific identification method. Interest and dividend income are recognized when earned.

1.7 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation. The company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Buildings	15 years	Vehicles	5 years
Plant and equipment	5 years	Computer equipment	2-5 years
Furniture and fixtures	5 years		

The cost of software purchased for internal use is accounted for under SOP 98-1, Accounting for the Costs of Computer Software Developed or Obtained for Internal Use. Deposits paid towards the acquisition of long lived assets that are outstanding at each balance sheet date and the cost of assets not put to use before such date are disclosed under Capital work-in-progress . Costs of improvements that substantially extend the useful life of particular assets are capitalized. Repairs and maintenance cost are charged to earnings when incurred. The cost and related accumulated depreciation are removed from the consolidated financial statements upon sale or disposition of the asset.

The company evaluates the recoverability of these assets whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying value of the assets exceeds the fair value of

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the assets. Assets to be disposed are reported at the lower of the carrying value or the fair value less the cost to sell.

1.8 Business combinations

Business combinations have been accounted using the purchase method under the provisions of Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standard (SFAS) No. 141, Business Combinations. Cash and amounts of consideration that are determinable at the date of acquisition are included in determining the cost of the acquired business.

1.9 Goodwill

Goodwill represents the cost of the acquired businesses in excess of the fair value of identifiable tangible and intangible net assets purchased. Goodwill is tested for impairment on an annual basis, relying on a number of factors including operating results, business plans and future cash flows. Recoverability of goodwill is evaluated using a two-step process. The first step involves a comparison of the fair value of a reporting unit with its carrying value. If the carrying amount of the reporting unit exceeds its fair value, the second step of the process involves a comparison of the fair value and carrying value of the goodwill of that reporting unit. If the carrying value of the goodwill of a reporting unit exceeds the fair value of that goodwill, an impairment loss is recognized in an amount equal to the excess. Goodwill of a reporting unit is tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying amount.

1.10 Intangible assets

Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Intangible assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying value of the assets exceeds the fair value of the assets.

1.11 Research and development

Research and development costs are expensed as incurred. Software product development costs are expensed as incurred until technological feasibility is achieved. Research and development costs and software development costs incurred under contractual arrangements with customers are accounted for as cost of revenues.

1.12 Foreign currency

The functional currency of the company and Infosys BPO is the Indian rupee (Rs.). The functional currency for Infosys Australia, Infosys China and Infosys Consulting is the respective local currency. The consolidated financial statements are reported in U.S. dollars. The translation of Rs. to U.S. dollars is performed for balance sheet accounts using the exchange rate in effect at the balance sheet date and for revenue, expense and cash-flow items using a monthly average exchange rate for the respective periods. The gains or losses resulting from such translation are included in Other comprehensive income , a separate

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component of stockholders equity. The translation of the financial statements of foreign subsidiaries from the local currency to the functional currency of the company is also performed on the same basis.
Foreign-currency denominated assets and liabilities are translated into the functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translation are included in earnings. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net income for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the functional currency using the exchange rate in effect on the date of the transaction.

1.13 Earnings per share

Basic earnings per share is computed by dividing net income for the period by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing net income by the diluted weighted average number of equity shares outstanding during the period. Diluted earnings per share reflect the potential dilution from equity shares issuable through employee stock options. The dilutive effect of employee stock options is reflected in diluted earnings per share by application of the treasury stock method. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the if-converted method. If securities have been issued by a subsidiary that enable their holders to obtain the subsidiary s common stock, the earnings of the subsidiary shall be included in the consolidated diluted earnings per share computations based on the consolidated group s holding of the subsidiary s securities.
If the number of common shares outstanding increases as a result of a stock dividend or stock split or decreases as a result of a reverse stock split, the computations of basic and diluted earnings per share are adjusted retroactively for all periods presented to reflect that change in capital structure. If such changes occur after the close of the reporting period but before issuance of the financial statements, the per-share computations for that period and any prior-period financial statements presented are based on the new number of shares.

1.14 Income taxes

Income taxes are accounted for using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities, and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred tax assets and liabilities is recognized as income or expense in the period that includes the enactment date. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance for any tax benefits of which future realization is not more likely than not. Changes in valuation allowance from period to period are reflected in the income statement of the period of change. Deferred taxes are not provided on the undistributed earnings of subsidiaries outside India where it is expected that the earnings of the foreign subsidiary will be permanently reinvested. Tax benefits of deductions earned on exercise of employee stock options in excess of compensation charged to earnings are credited to additional paid in capital. The income tax provision for the interim period is based on the best estimate of the effective tax rate expected to be applicable for the full fiscal year.

1.15 Fair value of financial instruments

In determining the fair value of its financial instruments, the company uses a variety of methods and assumptions that are based on market conditions and risks existing at each balance sheet date. The methods used to determine fair value include discounted cash flow analysis and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

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1.16 Concentration of risk

Financial instruments that potentially subject the company to concentrations of credit risk consist principally of cash equivalents, trade accounts receivable, investment securities and hedging instruments. By nature, all such financial instruments involve risk, including the credit risk of non-performance by counterparties. In management s opinion, as of March 31, 2006 and September 30, 2006 there was no significant risk of loss in the event of non-performance of the counterparties to these financial instruments, other than the amounts already provided for in the financial statements, if any. Exposure to credit risk is managed through credit approvals, establishing credit limits and monitoring procedures. The factors which affect the fluctuations in the company s provisions for bad debts and write offs for uncollectible accounts include the financial health and economic environment of the clients. The company specifically identifies the potential credit loss and then makes the provision. The company s cash resources are invested with corporations, financial institutions and banks with high investment grade credit ratings. Limits are established by the company as to the maximum amount of cash that may be invested with any such single entity.

1.17 Derivative financial instruments

The company uses derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in foreign exchange rates on accounts receivable and forecasted cash flows denominated in certain foreign currencies. The counterparty for these contracts is generally a bank. Although the company believes that these financial instruments constitute hedges from an economic perspective, they do not qualify for hedge accounting under SFAS 133, as amended. Any derivative that is either not designated a hedge, or is so designated but is ineffective per SFAS 133, is marked to market and recognized in earnings immediately and included in other income, net.

1.18 Retirement benefits to employees

1.18.1 Gratuity

In accordance with the Payment of Gratuity Act, 1972, Infosys provides for gratuity, a defined benefit retirement plan (the Gratuity Plan) covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee s salary and the tenure of employment.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation. The company fully contributes all ascertained liabilities to the Infosys Technologies Limited Employees Gratuity Fund Trust (the Trust). In case of Infosys BPO, contributions are made to the Infosys BPO s Employees Gratuity Fund Trust. Trustees administer contributions made to the Trusts and contributions are invested in specific designated instruments as permitted by law and investments are also made in mutual funds that invest in the specific designated instruments.

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1.18.2 Superannuation

Certain employees of Infosys are also participants in a defined contribution plan. Until March 2005, the company made monthly contributions under the superannuation plan (the Plan) to the Infosys Technologies Limited Employees Superannuation Fund Trust based on a specified percentage of each covered employee s salary. The company has no further obligations to the Plan beyond its monthly contributions. Certain employees of Infosys BPO Ltd are also eligible for superannuation benefit. Infosys BPO makes monthly provisions under the superannuation plan based on a specified percentage of each covered employee s salary. Infosys BPO has no further obligations to the superannuation plan beyond its monthly provisions which are periodically contributed to a trust fund, the corpus of which is invested with the Life Insurance Corporation of India.

Effective April 1, 2005, a portion of the monthly contribution amount was paid directly to the employees as an allowance and the balance amount was contributed to the trusts.

1.18.3 Provident fund

Eligible employees of Infosys receive benefits from a provident fund, which is a defined contribution plan. Both the employee and the company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee s salary. The company contributes a part of the contributions to the Infosys Technologies Limited Employees Provident Fund Trust. The remaining portion is contributed to the government administered pension fund. The rate at which the annual interest is payable to the beneficiaries by the trust is being administered by the government. The company has an obligation to fund any shortfall on the yield of the trust s investments over the administered interest rates.

In respect of Infosys BPO, eligible employees receive benefits from a provident fund, which is a defined contribution plan. Both the employee and Infosys BPO make monthly contributions to this provident fund plan equal to a specified percentage of the covered employee s salary. Amounts collected under the provident fund plan are deposited in a government administered provident fund.

1.19 Stock-based compensation

Until March 31, 2006, the company applied the intrinsic value-based method of accounting prescribed by Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations including FASB Interpretation No. 44, Accounting for Certain Transactions involving Stock Compensation an interpretation of APB Opinion No. 25, issued in March 2000, to account for its fixed stock option plans. Under this method, compensation expense was recorded on the date of grant only if the current market price of the underlying stock exceeded the exercise price. SFAS 123, Accounting for Stock-Based Compensation, established accounting and disclosure requirements using a fair value-based method of accounting for stock-based employee compensation plans. As allowed by SFAS 123, the Company elected to continue to apply the intrinsic value-based method of accounting described above, and adopted the disclosure requirements of SFAS 148, Accounting for Stock-Based Compensation Transition and Disclosure, an amendment of FASB Statement No. 123 until March 2006.

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The following table illustrates the effect on net income and earnings per share for the three months ended and six months ended September 30, 2005 and if the company had applied the fair value recognition provisions of SFAS Statement No. 123, Accounting for Stock-Based Compensation, to stock-based employee compensation.

(Dollars in millions except per share data)

	Three months ended September 30, 2005	**Six months ended September 30, 2005**
Net income, as reported	$ 138	$ 260
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(3)	(7)
Pro forma net income	$ 135	$ 253
Earnings per share:		
Basic as reported	$ 0.25	$ 0.48
Basic pro forma	$ 0.25	$ 0.47
Diluted as reported	$ 0.25	$ 0.47
Diluted pro forma	$ 0.24	$ 0.46

From April 1, 2006, the company adopted FASB Statement No.123 (revised 2004), *Share-Based Payment* using the modified prospective approach. The company recorded stock compensation expense of $1 million during the three months ended September 30, 2006 and $2 million during the six months ended September 30, 2006, using the fair value recognition provisions.
The impact on the company s financial statements for the three months ended and six months ended September 30, 2006 due to the adoption of FASB Statement No.123 (revised 2004), *Share Based Payment* using the modified prospective approach is given below.

(Dollars in millions)

Details	**Three months ended September 30, 2006**	**Six months ended September 30, 2006**
Operating income	(1)	(2)
Income before income taxes and minority interest	(1)	(2)
Net income	(1)	(2)
Cash flow from operating activities	(1)	(2)
Cash flow from financing activities	1	2
Earnings per equity share		
Basic		
Diluted		

There have been no grants of stock options by Infosys during the six months ended September 30, 2006. As of September 30, 2006, the unamortized stock compensation expenses under the company s 1998 and 1999 option plans was $1 million and the same is expected to be amortized over a weighted average period of approximately one year. The unamortized stock compensation expense under the Infosys BPO s 2002 Plans was $4 million and the same is expected to be amortized over a weighted average period of approximately two years.

The fair value of each option granted by Infosys BPO is estimated on the date of grant using the Black-Scholes model with the following assumptions:

	Three months ended		Six months ended	
	September 30, 2005	September 30, 2006	September 30, 2005	September 30, 2006
Dividend yield %				
Expected term	1-6 years		1-6 years	1-6 years
Risk free interest rate	7.1%		6.9%	8.1%
Volatility	50%		50%	50%

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1.20 Dividends

Final dividends on common stock are recorded as a liability on the date of declaration by the stockholders and interim dividends are recorded as a liability on the date of declaration by the board of directors.

1.21 Equity issued by subsidiaries

Changes in the proportionate share of Infosys in the equity of subsidiaries resulting from additional equity issued by the subsidiaries are accounted for as an equity transaction in consolidation.

1.22 Recent Accounting Pronouncements

In September 2006, the Financial Accounting Standard Board (FASB) issued SFAS No.157, Fair Value Measurements (SFAS 157). SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. SFAS 157 provides guidance on determination of fair value, and lays down the fair value hierarchy to classify the source of information used in fair value measurements. The company is currently evaluating the impact of this pronouncement and will adopt the guidelines stated in SFAS 157 from fiscal year beginning April 1, 2007.

In 2006, the Financial Accounting Standards Board issued SFAS No. 158 Employer s accounting for Defined Benefit Pension and Other Postretirement Plans. New Statement 158 requires the company to recognize on balance sheets the funded status of pension and other postretirement benefit plans-as of March 31, 2007. The company is required to recognize actuarial gains and losses, prior service cost, and any remaining transition amounts from the initial application of Statements 87 and 106 when recognizing a plan s funded status, with the offset to accumulated other comprehensive income. Statement 158 will also require fiscal-year-end measurements of plan assets and benefit obligations. The new Statement amends Statements 87, 88, 106, and 132R, but retains most of their measurement and disclosure guidance and will not change the amounts recognized in the income statement as net periodic benefit cost. The company does not believe that adoption of SFAS 158 will have a material impact on the financial statements.

In July 2006, the FASB issued Interpretation (FIN) No. 48, Uncertainty in Income Taxes. FIN 48 applies to all tax positions within the scope of Statement 109 and clarifies when and how to recognize tax benefits in the financial statements with a two-step approach of recognition and measurement. Fin No. 48 is effective for fiscal years beginning after December 15, 2006. FIN No. 48 also requires the enterprise to make explicit disclosures about uncertainties in their income tax positions, including a detailed roll forward of tax benefits taken that do not qualify for financial statement recognition. The company is currently evaluating the impact of this pronouncement and will adopt the guidelines stated FIN No. 48 from fiscal year beginning April 1, 2007.

2 Notes to the Unaudited consolidated financial statements

2.1 Cash and cash equivalents

The cost and fair values for cash and cash equivalents are as follows:

(Dollars in millions)

	As of,	
	March 31, 2006	**September 30, 2006**
Cost and fair values		
Cash and bank deposits	$ 771	$ 214
Deposits with corporations	118	114
	$ 889	$ 328

Cash and cash equivalents as of March 31, 2006 and September 30, 2006 include restricted cash balances in the amount of $1 million. The restrictions are primarily on account of unclaimed dividends.

2.2 Trade accounts receivable

Trade accounts receivable as of March 31, 2006 and September 30, 2006, net of allowance for doubtful accounts of $2 million and $5 million, amounted to $361 million and $454 million. The age profile of trade accounts receivable, net of allowances, is given below.

In %

	As of	
	March 31, 2006	**September 30, 2006**
Period (in days)		
0 30	60.9	80.2
31 60	31.2	6.8
61 90	3.5	8.9
More than 90	4.4	4.1
	100.0	100.0

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2.3 Business combination

On January 2, 2004 the company acquired, for cash, 100% of the equity in Expert Information Services Pty. Limited, Australia for approximately $14 million. The acquired company was renamed as Infosys Technologies (Australia) Pty. Limited . There is a further contingent consideration payable to the sellers subject to continued employment and meeting of defined operating and financial performance parameters. The contingent consideration is accounted as compensation.

2.4 Acquisition of minority interest in Infosys BPO

On June 30, 2006, Infosys acquired 8,750,000 equity shares of Infosys BPO from Citicorp International Finance Corporation (CIFC) for a consideration of $116 million. As of September 30, 2006, Infosys holds 96.70% of the outstanding equity shares of Infosys BPO.

The purchase price has been allocated based on management s estimates and independent appraisals of fair value as follows:

(Dollars in millions)

Component		**Purchase price allocated**
Property, plant and equipment	$	2
Net current assets		13
Deferred tax liabilities		(2)
Customer contracts		19
Goodwill		84
Total purchase price	$	116

The identified customer contracts intangible is being amortized over a period of four years, being management s estimate of the useful life of the asset.

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Gross intangible asset as of September 30, 2006 was $19 million and the accumulated amortization cost of intangible asset was $1 million as of September 30, 2006. The aggregate amortization cost of intangible asset for the six months ended September 30, 2006 was $1 million. The estimated aggregate amortization expense of intangible asset for each of the five succeeding annual fiscal periods (or portion thereof, as indicated below) as of September 30, 2006 are as detailed below.

(Dollars in millions)

Year ending March 31,	Amortization cost
Remainder of 2007	$ 2
2008	5
2009	5
2010	5
2011	1
	$ 18

The company believes that the acquisition resulted in recognition of goodwill primarily because of the acquired entity s market position, skilled employees, management strength and potential to serve as a platform for enhancing business opportunities in the business process management area.

2.5 Prepaid expenses and other current assets

Prepaid expenses and other current assets consist of the following:

(Dollars in millions)

	As of	
	March 31, 2006	September 30, 2006
Rent deposits	$ 4	$ 4
Security deposits with service providers	4	4
Loans to employees	20	20
Prepaid expenses	12	16
Other current assets		5
	$ 40	$ 49

Other current assets as of September 30, 2006 include $4 million advanced to the Infosys Technologies Limited Employees Gratuity Fund Trust. Other current assets include marked to market gains on foreign exchange forward and option contracts. Deposits with service providers relate principally to leased telephone lines and electricity supplies.

2.6 Property, plant and equipment net

Property, plant and equipment consist of the following:

(Dollars in millions)

	As of	
	March 31, 2006	September 30, 2006

Land	$ 31	$ 35
Buildings	231	284
Furniture and fixtures	101	110
Computer equipment	171	196
Plant and equipment	128	149
Capital work-in-progress	128	105
	790	879
Accumulated depreciation	(299)	(339)
	$ 491	$ 540

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Depreciation expense amounted to $40 million and $50 million for the six months ended September 30, 2005 and 2006 respectively. The amount of third party software amortized during the six months ended September 30, 2005 and 2006 was $15 million and $19 million respectively.

2.7 Other assets

Other assets consist of the following:

(Dollars in millions)

	As of	
	March 31, 2006	**September 30, 2006**
Non-current portion of loans to employees	$ 8	$ 5
Non-current deposits with corporations	18	26
Others	1	
	$ 27	$ 31

2.8 Loans to employees

The company provides loans to eligible employees in accordance with policy. No loans have been made to employees in connection with purchase of the company s equity securities by all employees. The employee loans are repayable over fixed periods ranging from 1 to 100 months. The annual rates of interest at which the loans have been made to employees vary between 0% through 4%. Loans aggregating $28 million and $25 million were outstanding as of March 31, 2006 and September 30, 2006.

The required repayments of employee loans outstanding as of September 30, 2006 are as detailed below.

(Dollars in millions)

Repayment in the 12 months ending September 30,	Repayment
2007	$ 20
2008	3
2009	1
2010	1
2011	
	$ 25

The estimated fair values of the receivables for loan to employee s amounted to $24 million as of March 31, 2006 and $22 million as of September 30, 2006. These amounts have been determined using available market information and appropriate valuation methodologies. Considerable judgment is required to develop these estimates of fair value. Consequently, these estimates are not necessarily indicative of the amounts that the company could realize in the market.

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2.9 Other accrued liabilities

Other accrued liabilities comprise the following:

(Dollars in millions)

	As of	
	March 31, 2006	**September 30, 2006**
Accrued compensation to staff	$ 82	$ 78
Provision for post sales client support	3	4
Withholding taxes payable	20	29
Provision for expenses	49	66
Retainage	3	3
Others	3	3
	$ 160	$ 183

Provision for expenses primarily consists of accrued expenses relating to overseas travel expenses, cost of technical sub-contractors, telecommunication charges, rental charges, professional charges, brand building charges and office maintenance.

2.10 Non-current liabilities

Non-current liability of $5 million as of 31 March 2006 and 30 September 2006 consists of a committed consideration for transfer of intellectual property rights in a commercial software application product. The agreement was entered in fiscal 2003 and the amount was payable within ten years of contract date. The company has subsequently settled the liability by paying cash consideration.

2.11 Employee post-retirement benefits

2.11.1 Gratuity

Net gratuity cost was $2 million and $2 million for the three months ended September 30, 2005 and 2006 respectively. The significant component of net gratuity cost was service cost of approximately $2 million and $3 million for the three months ended September 30, 2005 and 2006, respectively. Interest cost was nil during the three months ended September 30, 2005 and 2006, respectively and expected return on plan assets was nil and $1 million for the three months ended September 30, 2005 and 2006, respectively.

Net gratuity cost was $4 million and $4 million for the six months ended September 30, 2005 and 2006 respectively. The significant component of net gratuity cost is service cost of approximately $4 million and $5 million for the six months ended September 30, 2005 and 2006, respectively. Interest cost and expected return on plan assets was $ 1 million and $1 million for the six months ended September 30, 2005 and $1 million and $2 million for the six months ended September 30, 2006, respectively.

The company has contributed $9 million in the six months ended September 30, 2006 and expects to contribute approximately $2 million to the gratuity trust during the remainder of fiscal 2007.

2.11.2 Superannuation

From April 1, 2005, a portion of the monthly contribution amount has been paid directly to the employees as an allowance and the balance has been contributed to the trusts. $3 million was contributed to the trusts during the six months ended September 30, 2006.

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2.11.3 Provident fund

The company contributed to the provident fund $4 million and $5 million during the three months ended September 30, 2005 and 2006, respectively and $7 million and $9 million during the six months ended September 30, 2005 and 2006, respectively.

2.12 Stockholders equity

Infosys has only one class of capital stock referred to as equity shares. On June 10, 2006, the members of the company approved a 1:1 bonus issue on the equity shares of the company. The bonus issue has the nature of a stock split effected in the form of a stock dividend with 1 additional share being issued for every share held. The computations of basic and diluted EPS have also been adjusted retroactively for all periods presented to reflect the change in capital structure. All references in these financial statements to number of shares, per share amounts and exercise price of stock option grants are retroactively restated to reflect stock splits made.

The rights of equity shareholders are set out below.

2.12.1 Voting

Each holder of equity shares is entitled to one vote per share. The equity shares represented by American Depositary Shares (ADS) carry similar rights to voting and dividends as the other equity shares. Each ADS represents one underlying equity share.

2.12.2 Dividends

Should the company declare and pay dividends, such dividends will be paid in Indian rupees. Indian law mandates that any dividend be declared out of distributable profits only after the transfer of a specified percentage of net income computed in accordance with current regulations to a general reserve. Moreover, the remittance of dividends outside India is governed by Indian law on foreign exchange and is subject to applicable taxes.

2.12.3 Liquidation

In the event of liquidation of the company, the holders of common stock shall be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The amounts will be in proportion to the number of equity shares held by the stockholders.

2.12.4 Stock options

There are no voting, dividend or liquidation rights to the holders of options issued under the company s stock option plans.

2.13 Preferred stock of subsidiary

Infosys holds a majority of the equity share capital of Infosys BPO. The equity shares have been issued to Infosys as per the terms of the stock subscription agreement signed in April 2002, between Infosys, Citicorp International Finance Corporation (CIFC) and Infosys BPO. 12,250,000 equity shares have been issued to Infosys in each of April 2002 and March 2004 for an aggregate consideration approximating $5 million. Pursuant to the agreement, CIFC was issued 4,375,000 (0.0005%) cumulative convertible preference shares in each of June 2002 and March 2004 for an aggregate consideration approximating $20 million.

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On June 30, 2005, the preference shares were converted to equity shares of Infosys BPO as per the terms of the stock subscription agreement.
As of March 31, 2006, CIFC held 8,750,000 equity shares of Infosys BPO. Infosys percentage ownership in Infosys BPO immediately before and immediately after the conversion of preference shares was 99.5% and 73.4% respectively. The transaction resulted in a change of $12 million in the proportionate share of Infosys in the equity of Infosys BPO and the change has been accounted for as an equity transaction in consolidation.
On June 30, 2006, Infosys acquired 8,750,000 equity shares of Infosys BPO from CIFC for a consideration of $116 million. As of September 30, 2006, Infosys holds 96.70% of the outstanding equity shares of Infosys BPO.

2.14 Non-Operating income

In fiscal 2005, the Company sold its investment in Yantra Corporation. The carrying value of the investment in Yantra Corporation was completely written down in fiscal 1999. Consideration received from the sale resulted in a gain of $11 million during fiscal 2005. Further consideration of $1 million was received during the six months ended September 30, 2006 resulting in a gain of $1 million for the period.
Other income, net, for the three months and six months ended September 30, 2005 and 2006 consists of the following:

(Dollars in millions)

	Three months ended September 30,	
	2005	**2006**
Interest income	$ 5	$ 5
Income from mutual fund investments	4	7
Foreign exchange gains/(losses), net		2
	$ 9	$ 14

	Six months ended September 30,	
	2005	**2006**
Interest income	$ 11	$ 16
Income from mutual fund investments	7	11
Foreign exchange gains/(losses), net	(2)	14
Others		1
	$ 16	$ 42

2.15 Research and development

Research and development expenses were $6 million and $9 million for the three months ended September 30, 2005 and 2006, respectively and $12 million and $16 million for the six months ended September 30, 2005 and 2006, respectively.

2.16 Employees Stock Offer Plans (ESOP)

In September 1994, the company established the 1994 plan, which provided for the issue of 48,000,000 warrants, as adjusted, to eligible employees. The warrants were issued to an employee welfare trust (the Trust). In 1997, in anticipation of a share dividend to be declared by the company, the Trust exercised all warrants held by it and converted them into equity shares. As and when the Trust issued options / stock to eligible employees, the difference between the market price and the exercise price was accounted as deferred stock compensation expense and amortized over the vesting period. The 1994 plan lapsed in fiscal 2000, and consequently no further shares will be issued to

employees under this plan.

1998 Employees Stock Offer Plan (the 1998 Plan): The company s 1998 Plan provides for the grant of non-statutory stock options and incentive stock options to employees of the company. The establishment of the 1998 Plan was approved by the Board of Directors in December 1997 and by the stockholders in January 1998. The Government of India has approved the 1998 Plan, subject to a limit of 11,760,000 equity shares representing 11,760,000 ADS to be issued under the 1998 Plan. Unless terminated sooner, the 1998 Plan

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will terminate automatically in January 2008. All options under the 1998 Plan will be exercisable for equity shares represented by ADSs. The 1998 Plan is administered by a Compensation Committee comprising four members, all of who are independent directors on the Board of Directors. All options under the 1998 Plan are exercisable for equity shares represented by ADSs.

1999 Stock Offer Plan (the 1999 Plan): In fiscal 2000, the company instituted the 1999 Plan. The stockholders and the Board of Directors approved the 1999 Plan in June 1999. The 1999 Plan provides for the issue of 52,800,000 equity shares to employees. The 1999 Plan is administered by a Compensation Committee comprising four members, all of who are independent directors on the Board of Directors. Under the 1999 Plan, options will be issued to employees at an exercise price, which shall not be less than the fair market value (FMV). Under the 1999 Plan, options may also be issued to employees at exercise prices that are less than FMV only if specifically approved by the members of the company in a general meeting. All options under the 1999 plan are exercisable for equity shares.

The options under the 1998 Plan and 1999 Plan vest over a period of one through four years and expire five years from the date of completion of vesting.

The activity in the options of the 1998 and 1999 ESOP during the six months ended September 30, 2005 and 2006 are set out below.

	Six months ended September 30, 2005		Six months ended September 30, 2006	
	Shares arising out of options	**Weighted average exercise price**	**Shares arising out of options**	**Weighted average exercise price**
1998 Option plan:				
Outstanding at the beginning of the Period	6,108,580	$ 20	4,546,480	$ 20
Forfeited	(67,656)	$ 17	(137,360)	$ 41
Exercised	(547,460)	$ 18	(675,571)	$ 19
Outstanding at the end of the period	5,493,464	$ 20	3,733,549	$ 19
Exercisable at the end of the period	4,205,344		3,353,433	$ 21
1999 Option plan:				
Outstanding at the beginning of the Period	28,109,874	$ 13	19,179,074	$ 13
Forfeited	(231,032)	$ 13	(53,265)	$ 12
Exercised	(3,630,466)	$ 13	(3,999,470)	$ 12
Outstanding at the end of the period	24,248,376	$ 13	15,126,339	$ 13
Exercisable at the end of the period	19,960,928		13,991,897	$ 13

The aggregate intrinsic value of options exercised during the six months ended September 30, 2006, under the 1998 option plan and 1999 option plan was $14 million and $92 million respectively. The aggregate intrinsic value of options exercised during the six months ended September 30, 2005 under 1998 option plan and 1999 option plan was $9 million and $46 million respectively.

As of September 30, 2006, options outstanding under the 1998 option plan and 1999 option plan had an aggregate intrinsic value of $104 million and $419 million respectively and a weighted-average remaining contractual term of 2.89 years and 2.65 years respectively. As of September 30, 2006, options exercisable under the 1998 option plan and 1999 option plan had an aggregate intrinsic value of $91 million and $ 385 million respectively and a weighted-average remaining contractual term of 2.59 years and 2.44 years respectively.

Infosys BPO s 2002 Plan provides for the grant of stock options to its employees and was approved by its Board of Directors and stockholders in June 2002. All options under the 2002 Plan are exercisable for

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equity shares. The 2002 Plan is administered by a Compensation Committee whose members are directors of Infosys BPO. The 2002 Plan provides for the issue of 5,250,000 equity shares to employees, at an exercise price, which shall not be less than the FMV. Options may also be issued to employees at exercise prices that are less than FMV only if specifically approved by the members of Infosys BPO in a general meeting. The options issued under the 2002 Plan vest in periods ranging between one through six years, although accelerated vesting based on performance conditions is provided in certain instances.

The activity in Infosys BPO s 2002 Plan during the six months ended September 30, 2005 and 2006 are set out below.

	Six months ended September 30, 2005		Six months ended September 30, 2006	
	Shares arising out of options	Weighted average exercise price	Shares arising Out of options	Weighted average exercise price
Infosys BPO s 2002 Plan:				
Outstanding at the beginning of the period	3,116,518	$ 1.18	2,452,330	$ 3.01
Granted	808,300	$ 4.53	593,300	$ 13.16
Forfeited	(291,206)	$ 1.89	(241,862)	$ 1.21
Exercised	(365,512)	$ 0.79	(234,029)	$ 3.78
Outstanding at the end of the period	3,268,100	$ 1.99	2,569,739	$ 5.44
Exercisable at the end of the period	906,365		496,626	$ 2.26

The weighted average fair value of options granted by Infosys BPO during the six months ended September 30, 2005 and 2006 was $1.73 and $6.65 respectively. The aggregate intrinsic value of options exercised under the Infosys BPO s 2002 plan was $5 million and $3 million during the six months ended September 30, 2005 and 2006.

As of September 30, 2006, options outstanding and exercisable under the Infosys BPO s 2002 plan had an aggregate intrinsic value of $20 million and $5 million respectively and a weighted average remaining contractual term of 3.97 years and 2.77 years respectively.

2.17 Income taxes

The provision for income taxes for the three months and six months ended September 30, 2005 and 2006 in the income statement comprises:

(Dollars in millions)

	Three months ended September 30,	
	2005	2006
Current taxes		
Domestic taxes	$ 7	$ 6
Foreign taxes	10	21
	17	27
Deferred taxes		
Domestic taxes		
Foreign taxes	(1)	(1)

	(1)	(1)
Aggregate taxes	$ 16	$ 26

	Six months ended September 30,	
	2005	**2006**
Current taxes		
Domestic taxes	$ 13	$ 15
Foreign taxes	23	37
	36	52
Deferred taxes		
Domestic taxes	(1)	(1)
Foreign taxes	(1)	(2)
	(2)	(3)
Aggregate taxes	$ 34	$ 49

All components of the aggregate taxes of $16 million and $26 million for the three months ended September 30, 2005 and 2006 respectively and $34 million and $49 million for the six months ended September 30, 2005 and 2006 respectively are allocated to the continuing operations of the company. The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities, and a description of the financial statement items that created these differences are as follows:

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(Dollars in millions)

	As of,	
	March 31, 2006	**September 30, 2006**
Deferred tax assets		
Property, plant and equipment	$13	$ 15
Investments	1	1
Compensated absences and other accruals	1	2
	15	18
Less: Valuation allowance	(1)	(1)
	14	17
Deferred tax liabilities		
Intangible asset		(2)
		(2)
Net deferred tax assets	$14	$ 15

In assessing the realisability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes that it is more likely than not the company will realize the benefits of those deductible differences, net of the existing valuation allowance at September 30, 2006. The valuation allowance relates to investments. The amount of deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

The provision for foreign taxes is due to income taxes payable overseas, principally in the United States of America.

The company benefits from certain significant tax incentives provided to software firms under Indian tax laws. These incentives presently include those for facilities set up under the Special Economic Zones Act, 2005 and an exemption from payment of Indian corporate income taxes for a period of ten consecutive years of operation of software development facilities designated as Software Technology Parks (the STP Tax Holiday). The Government of India has amended the tax incentives available to companies set up in designated STPs. The period of the STP Tax Holiday available to such companies is restricted to ten consecutive years, beginning from the financial year when the unit started producing computer software or April 1, 1999, whichever is earlier. The tax holidays on all facilities under STPs expire in stages by 2009. Under the Special Economic Zones Act, 2005 scheme, units in designated special economic zones which begin providing services on or after April 1, 2005 will be eligible for a deduction of 100 percent of profits or gains derived from the export of services for the first five years from commencement of provision of services and 50 percent of such profits or gains for a further five years. Certain tax benefits are also available for a further five years subject to the unit meeting defined conditions.

Infosys is subject to a 15% Branch Profit Tax (BPT) in the U.S. to the extent its U.S. branch s net profit during the year is greater than the increase in the net assets of the U.S. branch during the fiscal year, computed in accordance with the Internal Revenue Code. At March 31, 2006, Infosys US branch net assets amounted to approximately $261 million. As of September 30, 2006, the company has not triggered the BPT and intends to maintain the current level of its net

assets in the US, as it is consistent with its business plan. Accordingly, a BPT provision has not been recorded.

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2.18 Earnings per share

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

	Three months ended September 30,	
	2005	**2006**
Basic earnings per equity share weighted average number of common shares outstanding excluding unallocated shares of ESOP	541,375,238	551,938,696
Effect of dilutive common equivalent shares stock options outstanding	15,232,878	12,919,874
Diluted earnings per equity share weighted average number of common shares and common equivalent shares outstanding	556,608,116	564,858,570

	Six months ended September 30,	
	2005	**2006**
Basic earnings per equity share weighted average number of common shares outstanding excluding unallocated shares of ESOP	540,269,462	550,964,911
Effect of dilutive common equivalent shares stock options outstanding	15,120,760	12,867,762
Diluted earnings per equity share weighted average number of common shares and common equivalent shares outstanding	555,390,222	563,832,673

Options to purchase 273,508 shares under the 1998 Plan were not considered for calculating diluted earnings per share for the six months ended September 30, 2006 as their effect was anti-dilutive. All references in these financial statements to number of shares, per share amounts and exercise price of stock option grants are retroactively restated to reflect stock splits made.

2.19 Derivative financial instruments

The company uses derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in foreign exchange rates on accounts receivable and forecasted cash flows denominated in certain foreign currencies. The counterparty for these contracts is generally a bank. Infosys held foreign exchange forward contracts of $119 million as of March 31, 2006. As of September 30, 2006, Infosys held foreign exchange forward contracts of $98 million and United Kingdom Pound Sterling 1 million. The foreign exchange forward contracts mature between 1 to 12 months. As of March 31, 2006, the company held put options of $4 million, call options of $8 million and range barrier options of $210 million, Euro 3 million and United Kingdom Pound Sterling 3 million. As of September 30, 2006, the company held range barrier options of $240 million, Euro 10 million and United Kingdom Pound Sterling 11 million.

2.20 Segment reporting

SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information, establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. The company s operations predominantly relate to providing IT solutions, delivered to customers located globally, across various industry segments. The Chief Operating Decision Maker evaluates the company s performance and allocates resources based on an analysis of various performance indicators by industry classes and geographic segmentation of customers. Accordingly, revenues represented along industry classes comprise the principal basis of segmental information set out in these financial statements. Secondary segmental reporting is performed on the basis of the geographical location of customers. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and

expenditure in individual segments, and are as set out in the summary of significant accounting policies.
Industry segments for the company are primarily financial services comprising enterprises providing banking, finance and insurance services, manufacturing enterprises, enterprises in the telecommunications (telecom) and retail industries, and others such as utilities, transportation and logistics companies. Geographic segmentation is based on business sourced from that geographic region and delivered from

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both on-site and off-shore. North America comprises the United States of America, Canada and Mexico; Europe includes continental Europe (both the east and the west), Ireland and the United Kingdom; and the Rest of the World comprising all other places except those mentioned above and India.

Revenue in relation to segments is categorized based on items that are individually identifiable to that segment, while expenditure is categorized in relation to the associated turnover of the segment. Allocated expenses of the geographic segments include expenses incurred for rendering services from the company s offshore software development centers and on-site expenses. Certain expenses such as depreciation, which form a significant component of total expenses, are not specifically allocable to specific segments as the underlying assets are used interchangeably. Management believes that it is not practical to provide segment disclosures relating to those costs and expenses, and accordingly these expenses are separately disclosed as unallocated and adjusted only against the total income of the company. Fixed assets used in the company s business are not identified to any of the reportable segments, as these are used interchangeably between segments. Management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous. Geographical information on revenue and industry revenue information is collated based on individual customers invoiced or in relation to which the revenue is otherwise recognized.

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2.20.1 Industry segments

(Dollars in millions)

Three months ended September 30, 2005

	Financial services	Manufacturing	Telecom	Retail	Others	Total
Revenues	$ 187	$ 71	$ 87	$ 55	$ 124	$ 524
Identifiable operating expenses	78	31	32	22	51	214
Allocated expenses	51	19	21	16	36	143
Segmental operating income	58	21	34	17	37	167
Unallocable expenses						21
Operating income						146
Gain on sale of long term investment						
Other income, net						9
Income before income taxes and minority interest						155
Provision for income taxes						16
Income before minority interest						139
Minority interest						1
Net income						$ 138

Three months ended September 30, 2006

	Financial services	Manufacturing	Telecom	Retail	Others	Total
Revenues	$ 279	$ 105	$ 141	$ 68	$ 153	$ 746
Identifiable operating expenses	119	45	54	29	59	306
Allocated expenses	76	28	38	18	42	202
Segmental operating income	84	32	49	21	52	238
Unallocable expenses						27
Operating income						211
Gain on sale of long term investment						
Other income, net						14

Income before income taxes and minority interest	225
Provision for income taxes	26
Income before minority interest	199
Minority interest	
Net income	$ 199

(Dollars in millions)

Six months ended September 30, 2005

	Financial services	Manufacturing	Telecom	Retail	Others	Total
Revenues	$ 360	$ 134	$ 169	$ 101	$ 236	$ 1,000
Identifiable operating expenses	151	60	64	42	97	414
Allocated expenses	97	34	41	27	69	268
Segmental operating income	112	40	64	32	70	318
Unallocable expenses						39
Operating income						279
Other income, net						16
Income before income taxes and minority interest						295
Provision for income taxes						34
Income before minority interest						261
Minority Interest						1
Net income						$ 260

Six months ended September 30, 2006

	Financial services	Manufacturing	Telecom	Retail	Others	Total
Revenues	$ 520	$ 200	$ 258	$ 132	$ 296	$ 1,406
Identifiable operating expenses	229	85	97	57	120	588
Allocated expenses	143	55	70	36	82	386
Segmental operating income	148	60	91	39	94	432
Unallocable expenses						51

Operating income		381
Gain on sale of long term investment		1
Other income, net		42
Income before income taxes and minority interest		424
Provision for income taxes		49
Income before minority interest		375
Minority interest		2
Net income	$	373

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2.20.2 Geographic segments

(Dollars in millions)

Three months ended September 30, 2005

	North America	Europe	India	Rest of the World	Total
Revenues	$ 343	$ 124	$ 8	$ 49	$ 524
Identifiable operating expenses	141	50	4	19	214
Allocated expenses	91	31	2	19	143
Segmental operating income	111	43	2	11	167
Unallocable expenses					21
Operating income					146
Gain on sale of long term investment					
Other income, net					9
Income before income taxes and minority interest					155
Provision for income taxes					16
Income before minority interest					139
Minority interest					1
Net income					$ 138

Three months ended September 30, 2006

	North America	Europe	India	Rest of the World	Total
Revenues	$ 475	$ 193	$ 12	$ 66	$ 746
Identifiable operating expenses	203	77	3	23	306
Allocated expenses	129	52	3	18	202
Segmental operating income	143	64	6	25	238
Unallocable expenses					27
Operating income					211
Gain on sale of long term investment					
Other income, net					14
Income before income taxes and minority interest					225
Provision for income taxes					26

Income before minority interest	199
Minority interest	
Net income	$ 199

(Dollars in millions)

Six months ended September 30, 2005

	North America	Europe	India	Rest of the World	Total
Revenues	$ 646	$ 238	$ 19	$ 97	$ 1,000
Identifiable operating expenses	272	96	9	37	414
Allocated expenses	168	58	5	37	268
Segmental operating income	206	84	5	23	318
Unallocable expenses					39
Operating income					279
Other income, net					16
Income before income taxes and minority interest					295
Provision for income taxes					34
Income before minority interest					261
Minority interest					1
Net income					$ 260

Six months ended September 30, 2006

	North America	Europe	India	Rest of the World	Total
Revenues	$ 897	$ 366	$ 21	$ 122	$ 1,406
Identifiable operating expenses	391	145	7	45	588
Allocated expenses	247	100	5	34	386
Segmental operating income	259	121	9	43	432
Unallocable expenses					51
Operating income					381
Gain on sale of long term investment					1
Other income, net					42
Income before income taxes and minority interest					424
Provision for income taxes					49

Income before minority interest	375
Minority interest	2
Net income	$ 373

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2.20.3 Significant clients

No client individually accounted for more than 10% of the revenues in the six months ended September 30, 2005 and 2006.

2.21 Litigation

The company is subject to legal proceedings and claims which have arisen in the ordinary course of its business. Legal actions, when ultimately concluded and determined, will not, in the opinion of management, have a material effect on the results of operations or the financial position of the company.

2.22 Commitments and contingencies

As of September 30, 2006 the company had contractual commitments for capital expenditure of $116 million.

The company has outstanding performance guarantees for various statutory purposes totaling $6 million and $7 million as of March 31, 2006 and September 30, 2006. These guarantees are generally provided to governmental agencies.

2.23 Tax contingencies

During fiscal 2006, the company received a demand from the Indian tax authorities for payment of additional tax of $30 million, including interest of $7 million, upon completion of their tax review for fiscal 2002 and fiscal 2003. The tax demand is mainly on account of disallowance of a portion of the deduction to its taxable income under Indian law claimed by the company under Section 10A of the Income-tax Act. Deduction under Section 10A of the Income-tax Act is determined by the ratio of Export Turnover to Total Turnover . The disallowance arose from certain expenses incurred in foreign currency being reduced from Export Turnover but not reduced from Total Turnover also.

The company is contesting the demand and management, including its tax advisers, believes that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. Management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the company s financial position and results of operations. For the demand pertaining to fiscal 2002 and fiscal 2003, the position of the Company has been substantially upheld by the appellate authority.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

In addition to historical information, this discussion contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. When used in this discussion, the words anticipate, believe, estimate, expect, intend, project, seek will and other similar expressions as they relate to us or our business are intended to identify such forward-looking statements. The forward-looking statements contained herein are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the forward-looking statements. Factors that might cause such differences include but are not limited to, those discussed in the section entitled Risk Factors and elsewhere in this Quarterly Report, as well as the section entitled Risk Factors in our Annual Report on Form 20-F for the fiscal year ended March 31, 2006 and our Quarterly Report on Form 6-K for the quarter ended June 30, 2006. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management s analysis only as of the date of this Quarterly Report. The following discussion and analysis should be read in conjunction with our financial statements included herein and the notes thereto. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Overview

We are a leading global technology services company founded in 1981, and headquartered in Bangalore, India. We provide comprehensive end-to-end business solutions that leverage technology for our clients, including consulting, design, development, software re-engineering, maintenance, systems integration, package evaluation and implementation and infrastructure management services. We also provide software products to the banking industry. Through Infosys BPO (formerly Progeon), we provide business process management services such as offsite customer relationship management, finance and accounting, and administration and sales order processing. Our clients rely on our solutions to enhance their business performance. Progeon Limited, our business process outsourcing subsidiary, was renamed Infosys BPO Limited effective August 29, 2006. Infosys Technologies (Shanghai) Co. Limited was renamed Infosys Technologies (China) Co. Limited during the quarter ended September 30, 2006.

We completed our initial public offering of equity shares in India in 1993 and our initial public offering of ADSs in the United States in 1999. In August 2003, we completed a sponsored secondary offering of ADSs in the United States on behalf of our shareholders. In June 2005, we completed a second sponsored secondary offering of ADSs in the United States on behalf of our shareholders, the largest international equity offering out of India at the time. This offering included a public offering without listing in Japan. We did not receive any of the proceeds from our sponsored secondary offerings. On October 11, 2006, our Board of Directors approved the sponsoring of a secondary offering of ADSs of up to 30 million ADSs against equity shares to be sold by our shareholders in India. The Board has convened an extraordinary general meeting of the members of the Company on November 7, 2006 to seek approval for the Offering.

The following table sets forth our growth in revenue, net income and number of employees from fiscal 2002 to fiscal 2006:

(Dollars in millions)

	Fiscal 2002	Fiscal 2006	Compound Annual Growth Rate %
Revenues	$ 545	$ 2,152	41.0%
Net income	$ 164	$ 555	35.6%
Approximate number of employees at the end of the fiscal year	10,700	52,700	49.0%

As of September 30, 2006, we had approximately 66,100 employees.

The following table sets forth our growth in revenue and net income for the six months ended September 30, 2006 over the comparable period in 2005:

(Dollars in millions)

	Six months ended September 30, 2005	Six months ended September 30, 2006	Percentage Change
Revenues	$ 1,000	$ 1,406	40.6%
Net income	$ 260	$ 373	43.5%

Our revenue growth is attributed to a number of factors including an increase in the size and number of projects executed for existing and new clients, as well as an expansion in the solutions suites that we provide to our clients. For fiscal 2005, fiscal 2006, and the six months ended September 30, 2006, 95.4%, 95.0% and 96.4% of our revenue came from repeat business, which we define as revenue from a client who also contributed to our revenue during the prior fiscal year.

We are able to seamlessly deliver our onsite and offshore capabilities using a distributed project management methodology that we refer to as our Global Delivery Model. We divide projects into components that we execute simultaneously at client sites and at our geographically dispersed development centers in India and around the world. Our Global Delivery Model allows us to provide clients with high quality solutions in reduced time-frames enabling them to achieve operational efficiencies.

The following table sets forth our revenues by geographic segments for fiscal 2006 and the six months ended September 30, 2006:

	Percentage of Revenues	
Geographic Segments	Fiscal 2006	Six months ended September 30,2006
North America	64.8%	63.8%
Europe	24.5%	26.0%
India	1.8%	1.5%
Rest of the World	8.9%	8.7%

On June 30, 2006, we acquired 8,750,000 equity shares of Infosys BPO Limited from Citicorp International Finance Corporation (CIFC) for a consideration of $116 million. As of September 30, 2006, Infosys holds 96.70% of the outstanding equity shares of Infosys BPO Limited.

Furthermore, at our Annual General Meeting held on June 10, 2006, our shareholders approved a final dividend of approximately $0.09 per equity share and a Silver Jubilee special dividend of approximately $0.33 per equity share, which has resulted in a cash outflow of approximately $265 million, including corporate dividend tax. Our Board of Directors, in its meeting on October 11, 2006 has approved payment of an interim dividend of approximately $0.11 per equity share for fiscal 2007. The dividend payment is expected to result in a cash outflow of approximately $69 million including corporate dividend taxes.

Revenues

Our revenues are generated principally from technology services provided on either a time-and-materials or a fixed-price, fixed-timeframe basis. Revenues from services provided on a time-and-materials basis are recognized as the related services are performed. Revenues from services provided on a fixed-price, fixed-timeframe basis are recognized pursuant to the percentage of completion method. Most of our client contracts, including those that are on a fixed-price, fixed-timeframe basis can be terminated by clients with or without cause, without penalties and with short notice periods between zero and 90 days. Since we collect revenues on contracts as portions of the contracts are completed, terminated contracts are only subject to collection for portions of the contract completed through the time

of termination. Our contracts do not contain specific termination-related penalty provisions. In order to manage and anticipate the risk of early or abrupt contract terminations, we monitor the progress on all contracts and change orders according to their characteristics and the circumstances in which they occur. This includes a focused review of our

ability and our client s ability to perform on the contract, a review of extraordinary conditions that may lead to a contract termination, as well as historical client performance considerations. Since we also bear the risk of cost overruns and inflation with respect to fixed-price, fixed-timeframe projects, our operating results could be adversely affected by inaccurate estimates of contract completion costs and dates, including wage inflation rates and currency exchange rates that may affect cost projections. Losses on contracts, if any, are provided for in full in the period when determined. Although we revise our project completion estimates from time to time, such revisions have not, to date, had a material adverse effect on our operating results or financial condition. We also generate revenue from software application products, including banking software. Such software products represented 3.7% of our total revenues for the six months ended September 30, 2006 and 3.8% of our total revenues for fiscal 2006.

We experience from time to time pricing pressure from our clients, especially during the economic downturn in the recent past, which has adversely affected our revenues, margins and gross profits. For example, clients often expect that as we do more business with them, they will receive volume discounts. Additionally, clients may ask for fixed-price arrangements or reduced rates. We attempt to use fixed-price arrangements for work where the specifications are complete, so individual rates are not negotiated for phases. We are also adding new services at higher price points and where more value is added for our clients. In the past, some of our clients have delayed purchase decisions as they seek to comply, as applicable, with increased regulations, such as the Sarbanes-Oxley Act of 2002, or undergo corporate reorganizations.

Cost of Revenues

Cost of revenues represented 57.8% of total revenues for the six months ended September 30, 2006 and for fiscal 2006. Our cost of revenues primarily consists of salary and other compensation expenses, depreciation, overseas travel expenses including visa expenses, cost of software purchased for internal use, cost of technical subcontractors, data communication expenses and computer maintenance. We depreciate our personal computers and servers over two years and mainframe computers over periods of up to three years. Third party software is written off over the estimated useful life. Cost of revenues also includes stock compensation expenses. From April 1, 2006, we adopted SFAS No.123 (revised 2004), *Share-Based Payment* using the modified prospective approach. We recorded stock compensation expense of $2 million during the six months ended September 30, 2006 using the fair value recognition provisions.

We typically assume full project management responsibility for each project that we undertake. Approximately 71.1% and 72.3% of the total billed person-months for our services for the six months ended September 30, 2006 and during fiscal 2006 were performed at our global development centers in India, and the balance of the work was performed at client sites and global development centers located outside India. The proportion of work performed at our facilities and at client sites varies from quarter to quarter. We charge higher rates and incur higher compensation and other expenses for work performed at client sites and global development centers located outside India. Services performed at a client site or global development centers located outside India typically generate higher revenues per-capita at a lower gross margin than the same services performed at our facilities in India. As a result, our total revenues, cost of revenues and gross profit in absolute terms and as a percentage of revenues fluctuate from quarter to quarter based on the proportion of work performed outside India. Additionally, any increase in work performed at client sites or global development centers located outside India can decrease our gross profits. We hire subcontractors on a limited basis from time to time for our own technology development needs, and we generally do not perform subcontracted work for other technology service providers. For the six months ended September 30, 2006 and fiscal 2006, approximately 3.4% and 3.0% of our cost of revenues was attributable to cost of technical subcontractors. We do not anticipate that our subcontracting needs will increase significantly as we expand our business.

Revenues and gross profits are also affected by employee utilization rates. We define employee utilization as the proportion of total billed person months to total available person months excluding support personnel. We manage utilization by monitoring project requirements and timetables. The number of consultants assigned to a project will vary according to size, complexity, duration, and demands of the proj