

INFOSYS TECHNOLOGIES LTD  
Form 6-K  
May 16, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Form 6-K

Report of Foreign Issuer  
Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934

For the year ended March 31, 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. +91-80-2852-0261**  
*(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  Form 40-F

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  No

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

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This Form 6-K contains our Annual Report for the fiscal year ended March 31, 2006, the Notice of the Annual General Meeting of the Shareholders dated April 14, 2006, and the Form of Voting Card, each of which will be mailed to holders of our Equity Shares on or about May 16, 2006. Also included in this Form 6-K is the Depositary's Notice of the Annual General Meeting of the Shareholders and the Form of Proxy Card, each of which will be mailed to holders of our American Depositary Shares on or about May 22, 2006. The information contained in this Form 6-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the











enclosed Voting Instruction Form, duly signed, by the above-stated deadline, the Depository shall notify such voting instruction to the Chairman of the Company, or such other director that the Chairman may designate, and appoint the Chairman or that other person designated by the Chairman as representative of the Depository and the Registered Holders to attend such meeting and vote the Deposited Securities in the direction so instructed by such Registered Holder. (Beneficial owners of ADSs who hold their ADSs through and received materials from a bank or broker nominee should complete a voting instruction in accordance with the instructions from that bank or broker nominee).

If the Depository does not receive instructions from a Registered Holder, such Registered Holder may under certain circumstances be deemed to have instructed the Depository to give a discretionary proxy to a person designated by the Company to vote such Deposited Securities.

Upon the written request of a Registered Holder on such record date, received on or before the date established by the Depository for such purpose, the Depository shall endeavor insofar as is practicable and permitted under the applicable provisions of law and of the Memorandum and Articles of Association governing Deposited Securities of the Company to vote or cause to be voted the amount of Deposited Securities represented by such American Depositary Shares evidenced by such Receipt in accordance with the instructions set forth in such request.

For the purposes of Section 4.07 of the Deposit Agreement, in the event that the Depository receives express instructions from Registered Holders to demand a poll with respect to any matter to be voted on by Holders, the Depository may notify the Chairman or a person designated by the Chairman of such instructions and request the Chairman or such designee to demand a poll with respect to such matters and the Company agrees that the Chairman or such designee will make their reasonable best efforts to demand a poll at the meeting at which such matters are to be voted on and to vote such Shares in accordance with such Registered Holder's instructions; provided, however, that prior to any demand of a poll or request to demand poll by the Depository upon the terms set forth herein, the Company shall, at its expense, deliver to the Depository an opinion of Indian counsel, reasonably satisfactory to the Depository, stating that such action is in conformity with all applicable laws and regulations and that the demand for a poll by the Depository or a person designated by the Depository will not expose the Depository to any liability to any person. The Depository shall not have any obligation to demand a poll or request the demand of a poll if the Company shall not have delivered to the Depository the local counsel Opinion set forth in this paragraph.

Under Indian law voting of Shares is by show of hands unless a poll is demanded by a member or members present in person or by proxy holding at least one-tenth of the total Shares entitled to vote on the resolution or by those holding paid up capital of at least Rs. 50,000. A proxy may not vote except in a poll.

The Depository agrees not to, and shall ensure that the Custodian and each of their nominees does not, vote, attempt to exercise the right to vote, or in any way make use of, for purposes of establishing a quorum or otherwise, the Shares or other Deposited Securities represented by the American Depositary Shares evidenced by a Receipt other than in accordance with such instructions from the Registered Holder, or as provided below. The Depository may not itself exercise any voting discretion over any Shares. If the Depository does not receive instructions from any Registered Holder with respect to any of the Deposited Securities represented by the American Depositary Shares evidenced by such Registered Holder's Receipts on or before the date established by the Depository for such purpose, such Registered Holder shall be deemed, and the Depository shall deem such Registered Holder, to have instructed the Depository to give discretionary proxy to a person designated by the Company to vote such Deposited Securities; provided that (x) no such discretionary proxy shall be given with respect to any matter as to which the Company informs the Depository (and the Company agrees to provide such information as promptly as practicable in writing) that (i) the Company does not wish such proxy given, (ii) substantial opposition exists or (iii) the rights of the holders of Shares will be adversely affected and (y) the Depository shall not have any obligation to give such discretionary proxy to a person designated by the Company if the Company shall not have delivered to the Depository the local counsel opinion and representation letter set forth in the next paragraph.

Prior to each request for a discretionary proxy upon the terms set forth herein, the Company shall, at its own expense,

deliver to the Depositary (aa) an opinion of Indian counsel, reasonably satisfactory to the Depositary, stating that such action is in conformity with all applicable laws and regulations (bb) a representation and indemnity letter from the Company (executed by a senior officer of the Company) which (i) designates the person to whom any discretionary proxy should be given, (ii) confirms that the Company wishes such discretionary proxy to be given and (iii) certifies that the Company has not and shall not request the discretionary proxy to be given as to any matter as to which substantial opposition exists or which may adversely affect the rights of holders of Shares.

Shares which have been withdrawn from the depositary facility and transferred on the Company's Register of Members to a person other than the Depositary or its nominee may be voted by such persons. However, Registered Holders who wish to withdraw Shares to vote at a shareholders meeting may not receive sufficient advance notice of shareholders meetings to enable them to make such withdrawal of the Shares in time to vote at the meeting. In addition once withdrawn from the depositary facility, Shares may not be able to be redeposited.

*For more information, contact:*

**Beverly George**  
**Depositary Receipts**  
**212 250 1504 phone**  
**212 797 0327 fax**

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly organized.

INFOSYS TECHNOLOGIES LIMITED  
/S/ NANDAN M. NILEKANI

Nandan M. Nilekani  
Chief Executive Officer, President  
and Managing Director

Dated: May 16, 2006

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