

INFOSYS TECHNOLOGIES LTD  
Form 20-F/A  
April 07, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 20-F/A**

Amendment No. 1

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(Mark One)

- Registration statement pursuant to section 12(b) or (g) of the Securities Exchange Act of 1934
- Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended March 31, 2004

- Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 000-25383

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**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)

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**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

**Title of Each  
None**

**Name of Each Exchange on Which Registered  
Not Applicable**

**Securities registered pursuant to Section 12(g) of the Act:**

**American Depositary Shares,**

**each represented by one Equity Share, par value Rs. 5 per share.**

(Title of class)

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

**Not Applicable**

(Title of class)

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the Annual Report 66,641,056 Equity Shares

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark which financial statement item the registrant has elected to follow: Item 17  Item 18

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**Explanatory Note**

This Amendment No. 1 on Form 20-F/A to our Annual Report on Form 20-F for the fiscal year ended March 31, 2004 is being filed solely for the purposes of supplementing or amending the sections of our Annual Report on Form 20-F for the fiscal year ended March 31, 2004, as set forth below.

**Part I**

Item 10. Additional information

On page 49 of our Annual Report on Form 20-F the following text replaces last sentence of the paragraph under the heading "Meetings of shareholders" to supplement the discussion of the information that we have provided about our company:

Under the Nasdaq Marketplace Rule 4350(f) ( Rule 4350(f) ), companies that maintain a listing on Nasdaq are required to provide for a quorum as specified in its by-laws for any meeting of its stockholders, and in no case shall the quorum be less than 33 1/3% of the outstanding shares of a company's common voting stock. However, the Nasdaq rules also provide that a foreign private issuer may be granted an exemption from Nasdaq requirements if it follows the practice of its home country. In India, the requirement for a quorum is the presence of at least five shareholders in person. Our Articles of Association provide that a quorum for a General Meeting is the presence of at least five shareholders in person, and we were granted an exemption from Rule 4350(f) in March 1999. Because we were granted this exemption, we are not required to meet the quorum requirement under Rule 4350(f).

**Part III**

Item 19. Exhibits.

The following exhibits are hereby filed with this Amendment No. 1 on Form 20-F/A:

<b>Exhibit number</b>	<b>Description of document</b>
**3.1	Articles of Association of the Registrant, as amended
**3.2	Memorandum of Association of the Registrant, as amended
*3.3	Certificate of Incorporation of the Registrant, as currently in effect
****4.1	Form of Deposit Agreement among the Registrant, Bankers Trust Receipts issued thereunder (including as an exhibit, the form of American Depositary Receipt)
*4.2	Registrant's Specimen Certificate for Equity Shares
*10.1	Registrant's 1998 Stock Option Plan
*10.2	Registrant's Employee Stock Offer Plan
*10.3	Employees Welfare Trust Deed of Registrant Pursuant to Employee Stock Offer Plan
*10.4	Form of Indemnification Agreement

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\*\*\*10.5 Registrant s 1999 Stock Option Plan  
\*\*\*\*\*23.1 Consent of KPMG, India  
31.1 Certification of Chief Executive Officer and Chief Financial Officer under Section 302 of the Sarbanes Oxley Act  
\*\*\*\*99.3 Audit Committee Charter  
\*\*\*\*99.4 Compensation Committee Charter  
\*\*\*\*99.5 Nomination Committee charter  
\*\*\*\*99.6 Code of Ethics for Financial Professionals  
\*\*\*\*99.7 Whistleblower Policy  
\*\*\*\*99.8 Proxy Information Statement to holders of American Depositary Shares  
\*\*\*\*99.9 Proxy Information Statement to holders of Equity Shares  
\*\*\*\*99.10 Proxy Form to holders of American Depositary Shares  
\*\*\*\*99.11 Proxy Form to holders of Equity Shares

- \* Incorporated by reference to exhibits filed with the Registrant's Registration Statement on Form F-1 (File No. 333-72195) in the form declared effective on March 10, 1999.
- \*\* Incorporated by reference to exhibits filed with the Registrant's Registration Statement on Form F-3 (File No. 333-121444) filed on December 20, 2004
- \*\*\* Incorporated by reference to exhibits filed with the Registrant's Quarterly Report on Form 6-K filed on August 4, 1999
- \*\*\*\* Incorporated by reference to exhibits filed with Post Effective Amendment No. 1 to Registrant's Registration on Form F-6 (File No. 333-72199) filed on March 28, 2003, as amended
- \*\*\*\*\* Incorporated by reference to Exhibits filed with Registrant's Annual Report filed on May 13, 2003
- \*\*\*\*\* Previously filed with the Registrant's Annual Report on Form 20-F filed on May 7, 2004

**Signatures**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 on Form 20-F/A on its behalf.

for Infosys Technologies Limited

/s/ Nandan M. Nilekani

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Nandan Nilekani  
Chief Executive Officer, President and Managing  
Director

Bangalore, India

April 7, 2005