

INFOSYS TECHNOLOGIES LTD

Form 6-K

January 18, 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 December 31, 2005

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 560 100, Karnataka, India. +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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DISCLOSURE OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

We hereby furnish the United States Securities and Exchange Commission with copies of the following information concerning our public disclosures regarding our results of operations and financial condition for the quarter ended December 31, 2005. The following information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On January 11, 2006, we announced our results of operations for the quarter ended December 31, 2005. We issued press releases announcing our results under U.S. Generally Accepted Accounting Principles (GAAP) and Indian GAAP, copies of which are attached to this Form 6-K as Exhibits 99.1 and 99.2, respectively.

On January 11, 2006, we held a press conference to announce our results, which was followed by a question and answer session with those attending the press conference. The transcript of this press conference is attached to this Form 6-K as Exhibit 99.3.

In our press conference, we used a presentation entitled Performance of the Infosys group for the Third Quarter ended December 31, 2005, which we have attached to this Form 6-K as Exhibit 99.4. We have also made available to the public on our web site, www.infosys.com, a fact sheet that provides details on our profit and loss account summary for the quarters ended December 31, 2005 and 2004 (as per Indian GAAP); profit and loss account summary for the nine months ended December 31, 2005 and 2004 (as per Indian GAAP); revenue by geographical segment, service offering, project type, and industry classification; information regarding our client concentration; employee information and metrics; infrastructure information; consolidated IT services information; and reconciliation of accounts as per Indian GAAP and U.S. GAAP. We have attached this fact sheet to this Form 6-K as Exhibit 99.5.

On January 11, 2006, we also held two teleconferences with investors and analysts to discuss our results. Transcripts of those two teleconferences are attached to this Form 6-K as Exhibits 99.6 and 99.7, respectively.

Our officers held a question and answer session with analysts from CNBC India on January 11, 2006. The transcript of this question and answer session is attached to this Form 6-K as Exhibit 99.8. In addition, our officers and directors attended a Meet the Investors interview conducted by NDTV, a national news television channel in India on January 11, 2006. The transcript of this session is attached to this Form 6-K as Exhibit 99.9.

We placed advertisements in certain Indian newspapers concerning our results of operations for the quarter ended December 31, 2005, under Indian GAAP. A copy of the form of this advertisement is attached to this Form 6-K as Exhibit 99.10.

We have made available to the public on our web site, www.infosys.com, the following: U.S. GAAP Unaudited Consolidated Financial Information for the quarter ended December 31, 2005; Auditors Report to the Members of Infosys Technologies Limited, Indian GAAP Financial Statements and Schedules to the Financial Statements for the quarter and nine months ended December 31, 2005; and Auditors Report to the Board of Directors on the Consolidated Financial Statements of Infosys Technologies Limited and its Subsidiaries, Indian GAAP Consolidated Financial Statements of and Infosys Technologies Limited and Subsidiaries and Schedules to the Consolidated Financial Statements for the quarter ended December 31, 2005. We have attached these documents to this Form 6-K as Exhibits 99.11, 99.12, and 99.13, respectively.

Our chief mentor, Mr. N.R. Narayana Murthy met with the employees of the company in an Infosys Meets its Mentor session conducted by NDTV. The transcript of this session is attached to this Form 6-K as Exhibit 99.14.

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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*

Date: January 18, 2006

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| No. | Exhibits |
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| 99.1 | U.S. GAAP Press Release |
| 99.2 | Indian GAAP Press Release |
| 99.3 | Transcript of January 11, 2006, 10:30 a.m. IST Press Conference |
| 99.4 | Presentation: Performance of the Infosys group for the Third Quarter ended December 31, 2005 |
| 99.5 | Fact Sheet regarding Registrant's Profit and Loss Account Summary for the quarters ended December 31, 2005 and 2004 (consolidated as per Indian GAAP); Profit and Loss Account Summary for the nine months ended December 31, 2005 and 2004 (consolidated as per Indian GAAP); Revenue by Geographical Segment, Service Offering, Project Type, and Industry Classification; Information regarding Client Concentration; Employee Information and Metrics; Infrastructure Information; Consolidated IT Services Information; and Reconciliation of Accounts as per Indian GAAP and U.S. GAAP |
| 99.6 | Transcript of January 11, 2006 2:00 p.m. IST Earnings Call |
| 99.7 | Transcript of January 11, 2006 6:00 p.m. IST Earnings Call |
| 99.8 | Transcript of January 11, 2006 CNBC India Question and Answer session with Company's Officers |
| 99.9 | Transcript of January 11, 2006 NDTV Meet the Investors session with Company's Officers and Directors |
| 99.10 | Form of Advertisement placed in Indian Newspapers |
| 99.11 | U.S. GAAP Unaudited Consolidated Financial Information for the quarter ended December 31, 2005 |
| 99.12 | Auditors' Report to the Members of Infosys Technologies Limited, Indian GAAP Financial Statements and Schedules to the Financial Statements for the quarter and nine months ended December 31, 2005 |
| 99.13 | Auditors' Report to the Board of Directors on the Consolidated Financial Statements of Infosys Technologies Limited and its Subsidiaries, Indian GAAP Consolidated Financial Statements of Infosys Technologies Limited and Subsidiaries and Schedules to the Consolidated Financial Statements for the quarter ended December 31, 2005 |
| 99.14 | Transcript of January 11, 2006 NDTV Infosys Meets its Mentor session between the Chief Mentor and Employees of the Company |