

The Depository Trust Company
IMPORTANT

B#: 4133
DATE: December 24, 2002
TO: All Participants
CATEGORY: Settlement/Underwriting
FROM: Denise Russo, Director Underwriting Department
ATTENTION: Data Processing & Underwriting Managers
SUBJECT: Section 3(c)(7) Restrictions for J.P. Morgan International
Derivatives LTD. Low Exercise Price Options ("LEPOS")
Realing to 1,500,000 Ordinary Shares of Infosys
Technologies Limited

- (A) CUSIP Number: 466246113
- (B) Security Description: J.P. Morgan International Derivatives Ltd, Low Exercise Price
Options ("LEPOS") Relating to 1,500,000 ordinary shares of Infosys
Technologies Limited
- (C) Offer Amount: 1,500,000 warrants
- (D) Managing Underwriter: JP Morgan Securities Inc.
- (E) Paying Agent: JP Morgan Chase Bank
- (F) Closing Date: 12/23/02

Special Instructions:

Refer to the attachments for important Instructions from the issuer.

JPMorgan

Title of Issue: **JPMorgan International Derivatives Ltd. Low Exercise Price Options ("LEPO") Relating to 1,500,000 Ordinary Shares of Infosys Technologies Limited**

Cusip: **466246113**

The Issuer and **JPMorgan Securities Inc.** are putting participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above-referenced security.

In order to qualify for the exemption provided by Section 3©(7) under the Investment Company Act of 1940, as amended (the "Investment Company Act"), and the exemption provided by Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), offers, sales, and resales, of the **JPMorgan International Derivatives Ltd. Low Exercise Price Options ("LEPO") Relating to 1,500,000 Ordinary Shares of Infosys Technologies Limited** (the "Securities") [within the United States or to U.S. Persons]" may only be made in minimum denominations of \$1,500,000 to "qualified institutional buyers (QIB's) within the meaning of Rule 144A that are also "qualified purchasers" ("QP's") within the meaning of Section 2(a)(51)(A) of the Investment Company Act. Each purchaser of Securities (i) represents to and agrees with the Issuer and **JPMorgan Securities Inc.** that [(A)] (i) the purchaser is a QIB who is a QP (a "QIB/QP"); (ii) the purchaser is not a broker-dealer which owns and invests on a discretionary basis less than \$25 million in securities of unaffiliated issuers; (iii) the purchaser is not a participant-directed employee plan, such as a 401(k) plan; (iv) the QIB/QP is acting for its own account, or the account of another QIB/QP; (v) the purchaser is not formed for the purpose of investing in the issuer; (vi) the purchaser, and each account for which it is purchasing, must hold at least the minimum denomination of securities; and (vii) the purchaser will provide notice of the transfer restrictions to any subsequent transferees; {for (B) it is not a U.S Person and is purchasing the Securities outside the United States]' and (ii) acknowledges that the Issuer has not been registered under the Investment Company Act and Securities have not been registered under the Securities Act and represents to an agrees with the Issuer and **JPMorgan Securities Inc.** that, for so long as the Securities [in the United States or to a U.S Person]" except to a QIB that is also a QP in a transaction meeting the requirements of Rule 144A.

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Each purchaser further understands that the Securities will bear a legend with respect to such transfer restrictions. See [{"Transfer Restrictions"}] in the **JPMorgan International Derivatives Ltd. Low Exercise Price Options ("LEPO") Relating to 1,500,000 Ordinary Shares of Infosys Technologies Limited.**

The charter, bylaws, organizational documents or securities issuance documents of the Issuer provide that the Issuer will have the rights to (i) require any holders of Securities [that is a U.S. Person] who is determined not to be both a QIB and a QP to sell the Securities to a QIB that is also a QP or (ii) redeem any Securities held by such a holder on specified terms. In addition, the Issuer has the right to refuse to register or otherwise honor a transfer of Securities to a proposed transferee that is [a U.S. Person who is] not both a QIB and a QP. [As used herein, the terms "United States" and "U.S. Person" have the meanings given such terms in Regulation S under the Securities Act.]

The restrictions on transfer required by the issuer (outlined above) will be reflected under the notation "3c7" in DTC's User Manuals and in upcoming editions of DTC's Reference Directory.

Any questions or comments regarding this subject may be directed to Richard Sesny (212) 622-3552.