



3i Infotech Limited
Corporate Identification Number (CIN): L67120MH1993PLC074411
Registered Office: Tower # 5, International Infotech Park,
Vashi, Navi Mumbai- 400 703, Maharashtra, India
Tel No: (91-22) 7123 8000 **E-mail:** investors@3i-infotech.com
Website: www.3i-infotech.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), General Circular No. 09/2023 dated September 25, 2023, other Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the SEBI ('SEBI Circulars') and other applicable laws, each as amended, to transact the special businesses as set out hereunder by passing Resolutions by way of remote electronic voting ('remote e-voting') only.

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the Explanatory Statements pertaining to the proposed resolutions setting out the material facts and the rationale thereof forms part of this Postal Ballot Notice ('Notice').

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of the National Securities Depository Limited ('NSDL'), an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Notice.

The Board of Directors of the Company has appointed Mr. Prakash Shenoy (Membership No. F12625), Partner, M/s. SAP & Associates, Company Secretaries failing which Mr. Anil Shah (Membership No. F3088), Partner, M/s. SAP & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	Friday, May 17, 2024 at 9.00 a.m. (IST)
Conclusion of remote e-voting period	Saturday, June 15, 2024 at 5.00 p.m. (IST)



Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5.00 p.m. IST on Saturday, June 15, 2024. The remote e-voting facility will be disabled by NSDL thereafter.

The Scrutinizer will submit his Report to the Chairman of the Company ('Chairman') or the Company Secretary, and the result of the voting by Postal Ballot will be announced on or before on Tuesday, June 18, 2024. The result declared along with the Scrutinizer's Report shall be communicated in the manner as provided in this Notice.

SPECIAL BUSINESSES

1. Appointment of Mr. Umesh Mehta (DIN: 09244647) as a Non-Executive Director of the Company, liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, including the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and pursuant to the recommendations of the Nomination & Remuneration Committee and that of the Board of Directors of the Company, Mr. Umesh Mehta (DIN: 09244647), who was appointed as an Additional Director (designated as Non-Executive Director) effective from March 22, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

2. Appointment of Dr. Madan Bhalchandra Gosavi (DIN: 10303662) as an Independent Director of the Company

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT subject to provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulations 16(1)(b), 17, 17A, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and that of the Board of Directors of the Company, Dr. Madan Bhalchandra Gosavi (DIN:



10303662), who was appointed as an Additional Director (designated as Non-Executive Independent Director) effective from May 12, 2024, and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for the first term of five consecutive years with effect from May 12, 2024 to May 11, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

3. Approval for payment of remuneration to Mr. Thompson Gnanam (DIN: 07865431) as the Managing Director and Global Chief Executive Officer, for the period of two months from April 1, 2024 to May 31, 2024

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT subject to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and such other sanctions and approvals, as may be necessary and as per the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to pay the fixed remuneration amounting Rs. 13,75,000/- (Rupees Thirteen lakhs Seventy Five Thousand only) per month aggregating to Rs. 27,50,000/- (Rupees Twenty seven lakhs only) for the period of two months from April 1, 2024 to May 31, 2024 to Mr. Thompson Gnanam (DIN: 07865431) Managing Director and Global Chief Executive Officer (“MD & Global CEO”) of the Company.

RESOLVED FURTHER THAT Mr. Thompson Gnanam, as the MD & Global CEO of the Company, will not be entitled to any Performance Bonus/ Target Bonus, perquisites and other benefits for the period of two months from April 1, 2024 to May 31, 2024.

RESOLVED FURTHER THAT as per the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby further accorded for vesting and exercise of third tranche of stock options granted i.e. 2,50,000 stock options, granted to Mr. Thompson Gnanam, as the MD & Global CEO of the Company, under Employee Stock Option Scheme 2018 of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take



all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Registered Office:

Tower # 5, International Infotech Park,
Vashi, Navi Mumbai - 400 703

Place: Navi Mumbai

Date: May 11, 2024

**By the Order of the Board
For 3i Infotech Limited**

Sd/-

Varika Rastogi

Company Secretary

Membership No. F7864

NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the “Act”) read with the Rules made thereunder, in respect of the business to be transacted as mentioned in the Notice and relevant details of the Directors as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SS - 2 are annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder, MCA Circulars and SEBI Circulars, the Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, May 10, 2024. Members may note that this Notice will also be available on the Company’s website at www.3i-infotech.com , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
3. Relevant documents referred to in the Notice and the Explanatory Statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode on the website of the Company.
4. **Process and manner for voting through remote e-voting:**
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended) MCA Circulars and SEBI Circulars, the Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.
 - ii. The remote e-voting period begins on Friday, May 17, 2024 at 9:00 a.m. (IST) and ends on Saturday, June 15, 2024 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. Friday, May 10, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, May 10, 2024.



iii. Voting rights through e-voting cannot be exercised by a proxy.

The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to NSDL e-Voting System

Log-in method for e-voting for Individual shareholders holding securities in demat mode;

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on





Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at www.evoting.nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the eVoting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".



3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail prakash@sapandassociates.in with a copy marked to www.evoting.nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com, to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.com.

Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring user ID and password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to investors@3i-infotech.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@3i-infotech.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.



3. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above-mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

Other Instructions

1. The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer's Report of the total votes cast in favour or against, if any, and will submit his Report to the Chairman of the Company or the Company Secretary. The result of the voting by Postal Ballot will be announced on or before Tuesday, June 18, 2024. The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.3i-infotech.com and on the website of NSDL at www.evoting.nsdl.com immediately. The Company shall simultaneously submit the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
2. Resolution passed by the Members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Members. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., Saturday, June 15, 2024.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NOS. 1 and 2

The Board of Directors of the Company, pursuant to the recommendation of the Nomination & Remuneration Committee ('NRC') is proposing to the Members of the Company, the appointment of Mr. Umesh Mehta (DIN: 09244647) as a Non-Executive Director of the Company, liable to retire by rotation and Dr. Madan Bhalchandra Gosavi (DIN: 10303662) as an Independent Director of the Company, not liable to retire by rotation, for first term of five (5) consecutive years commencing from May 12, 2024 to May 11, 2029.

Skills & Capabilities required for the Non-executive and Independent Directorship, Process & Basis of Appointment:

The NRC had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The Company was on the lookout for highly skilled professionals from various fields who would be eminently qualified for being on the Board of the Company. The NRC with a view to further strengthen the competencies of the Board and after considering criteria such as qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time and attention to the professional obligations of a Non-Executive Director/ an Independent Director, shortlisted profiles

Mr. Umesh Mehta has over 35 years of experience in Information Technology, Mr. Mehta has held pivotal roles in renowned manufacturing organizations such as Maruti Suzuki, Fiat Group, Essar Group, Jubilant Group, and PI Group. As a Chief Information Officer, he demonstrates profound business acumen and adeptly integrates technology with strategic business objectives. A brief profile of Mr. Umesh Mehta is given separately as Annexure to this Notice.

Dr. Madan Bhalchandra Gosavi has over 4 decades of extensive experience in legal field. He has served as Judicial Member of National Company Law Tribunal (NCLT) and has been presiding over more than one NCLT bench for the five years. He is scholar in Marathi Sant Sahitya and Parampara.

Detailed profiles and skillsets of Mr. Umesh Mehta and Dr. Madan Bhalchandra Gosavi form part of the Annexure to the Notice.

Based on the recommendation of the NRC, the Board of Directors of the Company had appointed Mr. Umesh Mehta and Dr. Madan Bhalchandra Gosavi as Additional Directors of the Company, in the category of Non-executive Director with effect from March 22, 2024 and Independent Director with effect from May 12, 2024 respectively. Requisite consents have been received from them pursuant to the provisions of Section 152 of the Act along with confirmation that they are not disqualified from being appointed as directors in terms of Section 164 of the Act.

The Company has also received declaration from Dr. Madan Bhalchandra Gosavi, that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and under the SEBI Listing Regulations. He has (i) confirmed that he is registered in the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014; and (ii) declared that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.



Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders, for appointment or re-appointment of a person on the Board of Directors, is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, as Additional Directors, Mr. Umesh Mehta and Dr. Madan Bhalchandra Gosavi holds office upto the date of the next Annual General Meeting of the Company or for a period of three months from the date of appointment by the Board of Directors, whichever is earlier and are eligible for being appointed as a Non-executive director and Independent Director, respectively, subject to the approval of the Shareholders. The Company has received notice in writing from Members under Section 160 of the Act proposing their candidature for the office of Directors of the Company.

In the opinion of the Board, Dr. Madan Bhalchandra Gosavi, who is proposed to be appointed as Independent Director of the Company for first term of five consecutive years i.e. from May 12, 2024 to May 11, 2029, fulfils the conditions specified under Section 149(6) and Schedule IV of the Act and is independent of the management.

Details of Mr. Umesh Mehta, and Dr. Madan Bhalchandra Gosavi are provided in the Annexure to the Notice pursuant to the provisions of (i) SEBI Listing Regulations and (ii) SS - 2.

They shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

In view of the above, it is proposed to seek approval of the Shareholders of the Company by way of an Ordinary resolution through Postal Ballot for appointment of Mr. Umesh Mehta as a Non-executive Director on the Board of Directors of the Company, liable to retire by rotation. The Board of Directors of the Company recommends the Ordinary resolution set out in this Postal Ballot notice for the approval of the Members.

Similarly, it is proposed to seek approval of the Shareholders of the Company by way of a Special Resolution through Postal Ballot for appointment of Dr. Madan Bhalchandra Gosavi, as an Independent Director on the Board of Directors of the Company to hold office for first term of five consecutive years from May 12, 2024 to May 11, 2029, not liable to retire by rotation. The Board of Directors of the Company recommends the Special Resolution set out in this Postal Ballot notice for the approval of the Members.

Electronic copy of the draft letter for appointment of Dr. Madan Bhalchandra Gosavi as an Independent Director setting out the terms and conditions of his appointment shall be available under Investors' section of the website of the Company at www.3i-infotech.com.

None of the other Directors, Key Managerial Personnel of the Company and their relatives except Mr. Umesh Mehta (whose appointment is proposed in this resolution) and his relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

None of the other Directors, Key Managerial Personnel of the Company and their relatives except Dr. Madan Bhalchandra Gosavi (whose appointment is proposed in this resolution) and his relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Brief Profile and other details of Mr. Umesh Mehta and Dr. Madan Bhalchandra Gosavi form part of the Annexure to the Notice.



The Board recommends the resolutions set out at item nos. 1 and 2 of the Notice for approval of the Members.

ITEM NO. 3

The Shareholders of the Company vide resolution passed through postal ballot on September 19, 2021, had approved the appointment Mr. Thompson Gnanam (DIN: 07865431) as the Managing Director and Global CEO of the Company (“MD & Global CEO) for the period of 5 years with effect from April 1, 2021 and also approved the remuneration payable to Mr. Thompson Gnanam as MD & Global CEO, for the period of three years from April 1, 2021 to March 31, 2024, as per the proviso given in Section II of Part II of Schedule V of the Companies Act, 2013.

As intimated to both the stock exchanges i.e. NSE and BSE, on April 1, 2024, the Board of Directors of the Company at its meeting held on April 1, 2024, accepted resignation of Mr. Thompson Gnanam, from the post of Managing Director & Global CEO of the Company and relieved him from his roles and responsibilities at the Company from May 31, 2024.

Accordingly, approval from the Members of the Company is sought for payment of fixed remuneration for period of two months from April 1, 2024 to May 31, 2024, to Mr. Thompson Gnanam as MD & Global CEO of the Company. Further, Mr. Thompson Gnanam, as the MD & Global CEO of the Company, will not be entitled to any Performance Bonus/ Target Bonus, perquisites and other benefits for the period of two months from April 1, 2024 to May 31, 2024.

Statement pursuant to clause (iv) of second Proviso of part B under Section II, Part II of Schedule V to the Companies Act, 2013

I. General Information:			
Nature of industry	Information Technology (IT and Transaction Services)		
Date or expected date of commencement of commercial production	Not Applicable		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	Financial Performance for FY 2021-22 and FY 2022-23		
	Particulars	FY 2021-22 (Rs. n Crore)	FY 2022-23 (Rs. In Crore)
	Total Income	269.10	391.20
	Total comprehensive income	2.33	51.63
Foreign investments or collaborations, if any	There is no direct foreign investment in the Company except to the extent of shares held by Foreign Institutional Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company. The Company has 21 wholly owned foreign subsidiaries and a joint venture abroad.		



II. Information about the appointee:	
Background details	Mr. Thompson Gnanam was appointed as a Managing Director and Global CEO of the Company for a period of five years with effect from April 1, 2021 and pursuant to resignation, he will be cease to be the Managing Director and Global CEO of the Company on May 31, 2024.
Past remuneration	For financial year 2023-24 Fixed Remuneration: Rs. 1,65,00,000/- Performance Bonus (paid for financial year 2022-23): Rs. 82,50,000/-
Recognition or Awards	None
Job profile and his suitability	Mr. Thompson Gnanam has vast experience in the IT, ITES and Telecom Industry.
Remuneration proposed	Details of proposed remuneration are presented in the resolution above.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Commensurate with other organizations of the similar type, size and nature in the IT industry.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving remuneration from the Company in his capacity as the Managing Director & Global CEO and holding 1,56,000 equity shares of Rs.10/- each in the Company as on March 31, 2024, Mr. Thompson Gnanam does not have any other pecuniary relationship with the Company.
III. Other information:	
Reasons of loss or inadequate profits	Impacted due to inflation, cost overrun of capital projects and lower profitability.
Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs, centralisation and consolidation of several activities at regional and headquarter level. Several mitigation measures are taken such as focus on selecting quality projects.
Expected increase in productivity and profits in measurable terms	The company is very conscious about the improvement in productivity. The Company has initiated various cost optimisation measures.
IV. Disclosure:	
All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	As mentioned in resolution given above.
Details of fixed component and performance linked incentives along with the performance criteria	As mentioned in resolution given above.
Service contracts, notice period, severance fees	Not Applicable
Stock option details, if any, and whether the same has been issued	Mr. Thompson Gnanam, Managing Director & Global CEO, was granted 75,00,000 stock options on May



<p>at a discount as well as the period over which accrued and over which exercisable</p>	<p>17, 2021 under Employee Stock Option Scheme 2018 (“ESOS 2018”) of the Company. Pursuant to the Scheme of Arrangement (“Scheme”) implemented during the year, these stock options have been adjusted to 7,50,000 on August 31, 2021 (Record Date for the Scheme). The stock options granted under ESOS 2018 vest in a graded manner over a period of three years with 33%, 33% and 34% of the grants vesting in each year, commencing from one year after the date of the grant at a face value of Rs. 10 (ten) each. Out of 7,50,000 Options, 5,00,000 Options are vested and 2,50,000 Options are unvested. Till date he has exercised 1,55,000 Options into equity shares.</p>
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Additional disclosures under section 102 of the Companies Act, 2013

Particulars	Remarks
<p>i. To specify the nature of concern or interest, financial or otherwise, of every director and the manager and of every other key managerial personnel (KMP) and relatives of the said persons.</p>	<p>Nil, except Mr. Thompson Gnanam, Managing Director & Global CEO and his relatives.</p>
<p>ii. To specify any other information and facts that may enable the Members to understand the meaning scope and implications of the items of business and to take a decision thereon.</p>	<p>As above</p>
<p>iii. Where any item of Special Business to be transacted at the meeting relates to or affects any other company, the extent of shareholding interest in that other company of every promoter director, manager and of every other key managerial personnel of the first mentioned Company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that company.</p>	<p>Nil</p>
<p>iv. Where any document is referred to any Business to be transacted at the meeting, specification of time and place for inspection of such document.</p>	<p>Not Applicable</p>

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution as set out in item no. 3 of the accompanying notice for approval of the Members of the Company by way of a Special Resolution.



Except Mr. Thompson Gnanam, or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set forth in item no. 3 of the notice.

**By the Order of the Board
For 3i Infotech Limited**

**Sd/-
Varika Rastogi**
Company Secretary
Membership No. F7864

**Place: Navi Mumbai
Date: May 11, 2024**

Registered Office:
Tower # 5, International Infotech Park,
Vashi, Navi Mumbai - 400 703



Annexure to the Postal Ballot Notice

Details of Directors seeking appointment [pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

	Mr. Umesh Mehta (DIN: 09244647)	Dr. Madan Bhalchandra Gosavi (DIN: 10303662)
Age	58 years	65 years
Qualification	(i) Graduate in Computer Science from Delhi University (ii) Post-Graduation in Logistics & Supply Chain Management from XLRI Jamshedpur	Masters of Law, M. Phil and PHD
Brief Resume (including expertise in specific functional areas)	<p>Mr. Umesh Mehta is a seasoned turnaround strategist and technology leader with experience across multiple industries, including Automobile, Agrochemicals, Pharma, Retail, and QSR. As a Chief Information Officer (CIO), he demonstrates profound business acumen and adeptly integrates technology with strategic business objectives. With over 35 years of experience in Information Technology, Mr. Mehta has held pivotal roles in renowned manufacturing organizations such as Maruti Suzuki, Fiat Group, Essar Group, Jubilant Group, and PI Group. His career spans both domestic and international IT assignments, where he effectively leverages technology for strategic business advantages.</p> <p>Throughout his career, Mr. Mehta has been honored with numerous prestigious awards, including the “CIO Sammaan” for being one of India’s top 5 CIOs in 2019 by CIO & Leader – 9.9 Group, the “CIO Hall of Fame” Award from IDG, and IDC Insight Awards for Excellence in Innovation. He has also been</p>	<p>Dr. Madan B. Gosavi is having degree of B.A. (Hons.), LLM, M.Phil and PhD.</p> <p>He is a committed legal professional with nearly 4 decades of working experience in legal and non-legal sectors. He has held multiple senior management positions across myriad segments. The years of experience has helped him develop ability to solve special cases in the light of Indian Judiciary sector amidst critical situations.</p> <ul style="list-style-type: none"> • Practiced as Advocate in Bombay High Court. (1985 to 1991). • Part time lecturer teaching Business Laws in Rizavi College of Commerce. (1986 to 1990). • Civil Judge & Judicial Magistrate (FC) in the Indian Legal System. (1992 to 2004). • Promoted as Sr. Civil Judge and Chief Judicial Magistrate. (2004) • Promoted to District & Sessions Judge. (2010) • Nominated as a Special Judge (CBI), specially to deal with very sensitive case of Soharabuddin Shaikh and

	<p>featured in the CIO Power List and CIO 100 multiple times by IDG. In addition to his accolades, Mr. Mehta serves as the President of the Governing Body of CIO Association (CIO Klub), the largest association of Chief Information Officers globally, with over 2000 members across 16 chapters in India, UAE, and Bangladesh.</p> <p>Mr. Umesh Mehta actively contributes to the industry as a board member of INDUS – SAP User Group of India Subcontinent and as a subject matter expert for IT projects in Meghalaya with Meghalaya Industrial Development Corporation. He also participates in various Customer Advisory Boards for technology products and services companies. Mr. Mehta holds a degree in Computer Science from Delhi University and is an alumnus of XLRI Jamshedpur.</p>	<p>Tulasi Prajapathi encounter that was directly monitored by Honourable Supreme Court of India. (2014).</p> <ul style="list-style-type: none"> • Deputation as Jt. Secretary - cum - Legal Adviser, Department of Law & Justice, State of Maharashtra (2017) • Served as Member (Judicial) in National Company Law Tribunal. (2018)
Terms and conditions of appointment	Appointment as Non-Executive Director liable to retire by rotation.	Appointment as a Non- Executive Independent Director for first term of Five consecutive years with effect from May 12, 2024.
Details of remuneration last drawn	Nil	Not Applicable (Appointed w.e.f. May 12, 2024)
Remuneration proposed to be paid	Apart from the reimbursement of expenditure incurred for attending meetings of the Board and committees as applicable, sitting fees payable in accordance with the Company's policies, no other remuneration will be paid by the Company to Mr. Umesh Mehta (if appointed as Non-executive Director of the Company).	Apart from the reimbursement of expenditure incurred for attending meetings of the Board and committees as applicable, sitting fees payable in accordance with the Company's policies, no other remuneration will be paid by the Company to Dr. Madan Bhalchandra Gosavi (if appointed as an Independent Director of the Company).



Date of First appointment on the Board	March 22, 2024	May 12,2024
Shareholding in the Company as on the date of this Notice (including as a beneficial owner)	Nil	Nil
Relationship with other directors / Key Managerial Personnel	None	None
Number of Board Meetings attended during the financial year 2023-24	1(One)	Not Applicable (appointed w.e.f. May 12, 2024)
Directorship held in other Public companies (excluding Private and Section 8 Companies)	None	Cerebra Integrated Technologies Limited
Membership/ Chairmanship held in committees of other Public companies (excluding Private and Section 8 Companies)	None	Cerebra Integrated Technologies Limited <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and remuneration committee – Member • Corporate Social Responsibility Committee - Member
Listed entities from which the Director has resigned in the past three years	None	None