



3i Infotech Limited

Corporate Identification Number (CIN): L67120MH1993PLC074411

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

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 that the resolution as set out below is proposed to be passed by the Members of 3i Infotech Limited (“Company”), by means of Postal Ballot, only by way of remote electronic voting process (‘remote e-voting’) being provided by the Company to all its Members to cast their votes electronically, 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’), General Circular Nos.14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other various relevant General Circulars, including General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

The proposed resolution and the explanatory statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (“Notice”), are annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Prakash Shenoy (Membership No. F12625), Partner, M/s. SAP & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

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 to the Members of the Company instead of dispatching postal ballot forms. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

Members are requested to read the instructions in the Notes in this Notice and record their assent or dissent on the proposed resolution to cast their votes electronically. Votes can be cast during the following period, not later than 5.00 P.M. IST on Friday, January 10, 2025. The remote e-voting facility will be disabled by NSDL thereafter.

Commencement of remote e-voting	Thursday, December 12, 2024 at 9.00 A.M. (IST)
Conclusion of remote e-voting	Friday, January 10, 2025 at 5.00 P.M. (IST)



The Scrutinizer will submit his report, after completion of the scrutiny, to the Chairman of the Company or any other authorised officer(s) of the Company. The results of the Postal Ballot will be announced on or before Tuesday, January 14, 2025 and will be displayed on the website of the Company at www.3i-infotech.com, on the website of NSDL at <https://evoting.nsdl.com> and will also be displayed at the Registered Office of the Company. The results will simultaneously be communicated to the National Stock Exchange of India Limited and BSE Limited where the securities of the Company are listed.

The proposed resolution, if approved by the requisite majority of the Members, will be considered as having duly passed on the last date specified for remote e-voting i.e. Friday, January 10, 2025.

SPECIAL BUSINESS

ITEM NO. 1

Appointment of M/s. CKSP and Co. LLP, Chartered Accountants (Firm Registration No.: 131228W/W100044), as Statutory Auditors of the Company to fill in causal vacancy caused by the resignation of M/s. GMJ & Co., Chartered Accountants, till the date of the next Annual General Meeting to be held in calendar year 2025.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the provisions stipulated by SEBI vide its circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and on the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the appointment of M/s. CKSP and Co. LLP, Chartered Accountants (Firm Registration No. 131228W/W100044 and Peer Review Certificate No. 016223 issued by the Peer Review Board of ICAI) as Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s. GMJ & Co., Chartered Accountants (Firm Registration No.: 103429W) with effect from October 30, 2024, to hold office as the Statutory Auditors of the Company from October 30, 2024 till the conclusion of the 32nd Annual General Meeting of the Company to be held in calendar year 2025, at an all-inclusive fees of Rupees 50 lakhs plus applicable taxes (excluding out-of-pocket expenses at actuals) for the financial year 2024-25 (to be adjusted/ reduced for limited review of quarters ended June 30, 2024 and September 30, 2024 paid to outgoing Statutory Auditors), for conducting (i) Limited review of the financial results (Standalone & Consolidated) for quarters ending December 2024 and June 2025; (ii) Statutory Audit of Financial Statements (Standalone & Consolidated) for financial year 2024-25; and (iii) Tax audit for financial year 2024-25, of the Company and its two material wholly owned subsidiaries namely; 3i Infotech Digital BPS Limited and 3i Infotech Consultancy Services Limited.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, as may be necessary, proper and expedient to give effect to this resolution.”

Registered Office:

Tower # 5, International Infotech Park,
Vashi, Navi Mumbai – 400703

Place: Navi Mumbai

Date: October 30, 2024

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

Sd/-

Varika Rastogi

Company Secretary

Membership No. F7864

NOTES





1. Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules, setting out all the material facts pertaining to the resolution set out in the Notice is annexed hereto and forms part of this Notice.
2. In accordance with the provisions of the Act read with the Rules, MCA Circulars and SEBI Circulars, the Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company/ Register of Beneficial Owners maintained by the Depositories as on Friday, December 6, 2024 (“**Cut-Off Date**”) and whose e-mail addresses are registered with the Company/ Depositories.
3. 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 <https://evoting.nsdl.com>.
4. Relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection through electronic mode on the website of the Company.
5. **Process and manner for 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), relevant MCA Circulars and relevant 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. Remote e-voting period begins on Thursday, December 12, 2024 at 9:00 A.M. (IST) and ends on Friday, January 10, 2025 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, December 6, 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, December 6, 2024.
 - iii. Voting rights through e-voting cannot be exercised by a proxy.

The Instructions for Members for Remote E-Voting

Step 1: Access to NSDL e-Voting System

A) Login method for e-voting for Individual Members holding securities in demat mode

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.

	<p>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</p> <p>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.</p> <p>4. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholder holding securities in	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach eVoting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab</p>

demat mode with CDSL	<p>and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the eVoting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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.</p>

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
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. 1800-21-09911

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***

6. 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 to prakash@sapandassociates.in with a copy marked to 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 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 shareholder 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.



EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

In terms of the provisions of Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the following statement sets out the material facts relating to special business as set out in this Notice.

Item No. 1

The members of the Company at 28th Annual General Meeting (“AGM”) held on December 15, 2021, had appointed M/s. GMJ & Co., Chartered Accountants (Firm Registration Number: 103429W) as the Statutory Auditors of the Company for period of five years from the conclusion of 28th AGM till the conclusion of 33rd AGM to be held in calendar year 2026.

M/s. GMJ & Co., Chartered Accountants, Statutory Auditors, vide letter dated October 30, 2024, submitted resignation to the Audit Committee and the Board of Directors of the Company (“Board”), citing reason that the Company's decision of significant reduction in fees would not be commensurate for the efforts required to conduct the statutory audit of the Company and its two material subsidiaries. The audit fees (including tax audit) for the Company and its two material subsidiaries were Rs. 50 lakhs for the financial year 2023-24 and Rs. 75 lakhs for financial year 2022-23, indicating a substantial reduction in fees. For the current financial year 2024-25, the audit fees were also set at Rs. 50 lakhs.

Based on recommendation of the Audit Committee, the Board at its meeting held on October 30, 2024, accepted the resignation of M/s. GMJ & Co. with immediate effect.

The outgoing Statutory Auditors had submitted Limited Review Report for the quarter ended September 30, 2024, as per provisions of the SEBI Circular No. CIR/CFD/CMD/1/114/2019 dated October 18, 2019.

Based on recommendation of the Audit Committee, the Board at its aforesaid meeting held on October 30, 2024, approved the appointment of M/s. CKSP and Co LLP, Chartered Accountants (Firm Registration No. 131228W/W100044), as the Statutory Auditors of the Company, in the casual vacancy caused by the resignation of M/s. GMJ & Co., Chartered Accountants, till the conclusion of next Annual General Meeting of the Company to be held in calendar year 2025, subject to the approval of members of the Company.

The said appointment of M/s. CKSP and Co LLP, Chartered Accountants, shall be pursuant to applicable provisions of the Act, SEBI Listing Regulations and terms as contained in SEBI circular No. CIR/CFD/CMD/1/114/2019 dated October 18, 2019.

M/s. CKSP and Co LLP, Chartered Accountants, being eligible under section 139(1) and other applicable provisions, if any, of the Act, have consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Act. The brief profile of incoming Statutory Auditors is as under:

“CKSP and Co LLP is a Chartered Accountancy firm registered with the Institute of Chartered accountants of India (FRN 131228W/W100044). The firm is engaged in providing professional services for over 14 years in the areas of Statutory audit, risk management, tax and consulting services to listed and unlisted companies across diversified sectors such as banks, insurance, manufacturing companies, mutual funds, information technology, NBFC etc.”



The proposed fee payable to the incoming Statutory Auditors is all-inclusive fees of Rupees 50 lakhs plus applicable taxes (excluding out-of-pocket expenses at actuals) for the financial year 2024-25 (to be adjusted/ reduced for limited review of quarters ended June 30, 2024 and September 30, 2024 payable to outgoing statutory auditors), for conducting (i) Limited review of the financial results (Standalone & Consolidated) for quarters ending December 2024 and June 2025; (ii) Statutory Audit of Financial Statements (Standalone & Consolidated) for financial year 2024-25; and (iii) Tax audit for financial year 2024-25, of the Company and its two material wholly owned subsidiaries namely; 3i Infotech Digital BPS Limited and 3i Infotech Consultancy Services Limited. The fees payable to incoming statutory auditors for the financial year 2024-25 is on the similar terms as applicable for the outgoing statutory auditors for the financial year 2023-24.

In terms of Section 102(1) of the Act, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the Ordinary resolution set out in this Postal Ballot notice for the approval of the Members.

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

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

**Place: Navi Mumbai
Date: October 30, 2024**

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