



Date: March 20, 2025

To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400 001  
Scrip Code: 532628

To,  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
Symbol: 3IINFOLTD

**Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) regarding approval of the Scheme of Amalgamation at the meeting of the Board of Directors held on March 20, 2025**

Dear Sir/ Madam,

In terms of requirement of Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform that based on recommendations of the Audit Committee, the Board of Directors of the Company (“**the Board**”) at its meeting held on March 20, 2025, has considered and approved a Scheme of Amalgamation (the “**Scheme**”) of 3i Infotech Consultancy Services Limited (“3i CSL” or “Transferor Company 1”) and 3i Infotech Digital BPS Limited (formerly known as 3i Infotech BPO Limited) (“3i DBL” or “Transferor Company 2”) and Versares Digital Technology Services Private Limited (formerly known as Versares BPS Private Limited) (“VDTSP” or “Transferor Company 3”) and NuRe EdgeTech Private Limited (“NETPL” or “Transferor Company 4”) [hereinafter collectively referred to as the “Transferor Companies”] with the 3i Infotech Limited (“3i” or “Transferee Company” or the “Company”) and their respective shareholders under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Rules framed thereunder. The Scheme inter alia provides for the amalgamation of the Transferor Companies with the Company, and dissolution of the Transferor Companies without winding up.

The Scheme is inter alia subject to the sanction of National Company Law Tribunal (NCLT), Mumbai Bench and receipt of necessary approvals of shareholders, creditors as may be directed by the NCLT and such other regulatory/ statutory authorities, as may be required.

In terms of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, we are furnishing herewith the details of the Scheme as **Annexure – A**.

The Scheme as approved by the Board would be available on the website of the Company at <https://www.3i-infotech.com/> after submission of the same with the Stock Exchanges.

The Board meeting commenced at 4:10 p.m. and concluded at 5:08 p.m.

You are requested to take the same on record and inform all concerned.

Thanking you.

Yours faithfully,  
For **3i Infotech Limited**

**Varika Rastogi**  
Company Secretary

Encl: as above



**3i Infotech**<sup>®</sup>

LIMITLESS EXCELLENCE

**Annexure A**

**Disclosures regarding the proposed Scheme of Amalgamation**

Sr. No.	Particulars	Details
a)	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover, etc	Attached herewith as “ <b>Annexure B</b> ”
b)	Whether the transaction would fall within the related party transactions? If Yes, whether the same is done at “Arm’s Length”	<p>Yes, The Transferor Companies are directly or indirectly wholly owned subsidiaries of the Transferee Company and as such the said companies are related parties to each other.</p> <p>However, in terms of General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs, the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 (“<b>Act</b>”), will not attract the requirements of Section 188 of the Act.</p> <p>Further, in terms of Regulation 23(5)(b) of the Listing Regulations, any transaction entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, is exempted from the provisions of Regulation 23(2), (3) &amp; (4) of Listing Regulations.</p> <p>Further, upon amalgamation of the Transferor Companies with the Transferee Company, the shares held by the Transferee Company in the Transferor Companies will stand cancelled and no consideration shall be issued by the Transferee Company.</p>
c)	Area of Business of the entity(ies)	<p>3i CSL is engaged in the business of information technology enabled services, information technology projects, information technology infrastructure consulting and management, computer software, computer hardware and database management, computer software development, evaluation, programming, customization, installation and maintenance, front/ back-office support, bulk information examination /processing activities, on-site/off-site support and human resources management in relation to above.</p> <p>3i DBL is engaged in the business of back-office as well as front-office BPO services. Its back office BPO services refers to core business support operations such as accounting, payment processing, IT services, human resources, regulatory compliance, and quality assurance to outside professionals who ensure the business runs smoothly. Front office BPO services commonly include customer-related services such as tech support, sales, and marketing</p> <p>VDTSPL is engaged in the business of business process outsourcing activities.</p> <p>NETPL is engaged in the business of Edge computing, Edge cloud, Edge Application, Edge Analytics, Edge Security and various other services.</p>



**3i Infotech®**

		<p><b>LIMITLESS EXCELLENCE</b>  3i is engaged in the business of IT Solutions and Transaction Services. The IT Solutions business comprises of Cloud Computing, Application-Automation-Analytics (AAA), Solutions, Infrastructure Management Services, Application Development, Digital Transformation Consulting and NextGen Business services while Transaction Services comprise of BPS and KPO services covering management of back-office operations.</p>
d)	Rationale for the Amalgamation/ Merger	<p>The Amalgamation of the Transferor Companies with the Transferee Company is sought to be undertaken to achieve the following benefits.</p> <ol style="list-style-type: none"> <li>I) Creation of a combined entity, hosting all products under the Transferee Company, thereby resulting in diversified portfolio of products, economies of scale, operational rationalization, efficiency of management, broader and deeper market presence and maximizing value for the shareholders.</li> <li>II) Greater synergies between businesses, marketing strength, R &amp; D facilities, enhancing customer delight, brand strengthening and certifications resulting in productivity gains, thereby maximizing value for the shareholders.</li> <li>III) Enable greater access to different market segments in conduct of its business and addition of new products in the portfolio would improve the competitive position of the combined entity.</li> <li>IV) Optimum use of infrastructure and organizational efficiency by pooling of financial, managerial, and technical resources, personnel, capabilities, skills, expertise and technologies of the Transferor Companies and the Transferee Company thereby significantly contributing to the future growth and maximizing shareholder value.</li> <li>V) Better financial leverage, resulting in greater efficiency in cash and debt management and unfettered access to cash flow generated by the combined business, which can be deployed more efficiently, to realize higher profits for the combined entity.</li> <li>VI) Improved organizational capability and leadership, arising from the pooling of human capital, who have the diverse skills, talent and vast experience, to compete successfully in an increasingly competitive industry.</li> <li>VII) Cost savings because of standardization and simplification of business processes, elimination of duplication and rationalization of administrative expenses.</li> <li>VIII) Reduction in regulatory and legal compliances and avoidance of multiple records keeping.</li> <li>IX) The proposed amalgamation of the Transferor Companies with the Transferee Company will create a streamlined group structure which will assist in more efficient utilization of capital.</li> <li>X) Strengthening ability to face increasing competitive, regulatory, environmental and global risks; thereby resulting in sustainable and profitable long-term growth for the combined entity.</li> </ol>



## 3i Infotech®

e)	In case of cash consideration - amount or otherwise share exchange ratio;	The Transferor Companies are directly or indirectly wholly owned subsidiaries of the Transferee Company. Upon the scheme becoming effective, the shares held by the Transferee Company in the Transferor Companies will stand cancelled and there shall be no consideration for the amalgamation of the Transferor Companies with the Transferee Company.
f)	Brief details of change in shareholding pattern (if any) of listed entity	There will be no change in the shareholding pattern of the Company pursuant to the Scheme, as no shares are being issued by the Company in connection with the scheme.



## Annexure – 2

Standalone as on 31<sup>st</sup> March 2024

(INR in crores)

Particulars	3i CSL	3i DBL	VDTSPL	NETPL	3i
Total Assets	56.89	75.59	0.0078	0.0073	497.45
Net Worth	36.59	55.20	0.0051	0.0048	87.26
Turnover	117.72	95.50	-	-	357.33