



3i Infotech Limited

Corporate Identification Number (CIN): L67120MH1993PLC074411

Registered Office: Tower # 5, 3rd to 6th Floors, International Infotech Park,
Vashi, Navi Mumbai – 400 703, India **Tel No:** (91-22) 7123 8000 **Fax No:** (91-22) 7123 8310

E-mail: investors@3i-infotech.com **Website:** www.3i-infotech.com

NOTICE TO THE MEMBERS

Members are hereby informed that in terms of Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from to time, the Company proposes the passing of following resolutions through Postal Ballot:

1. Renewal of the resolution passed by the Members on March 18, 2016 in relation to issue of Equity Shares against conversion of a portion of the outstanding amounts due to the DRS Lenders and ratifications of the actions taken pursuant thereto; and
2. Issue of Equity Shares against conversion of a portion of the outstanding amounts due to the Non-CDR Lenders.

The above resolutions as set out in the Postal Ballot Notice (“Notice”) may be approved either through physical or electronic voting. For electronic approval of the resolutions, a copy of the notice and explanatory statement, containing instructions for electronic voting has been sent by e-mail to those Members who have registered their e-mail addresses directly with the Company (in respect of shares held in physical form) or have registered their email address with their Depository Participants (DP) (in respect of shares held in electronic form) and which have been made available to the Company by the Depositories as on the cut-off date (i.e. Friday, March 31, 2017). Members who have not registered their e-mail address will receive this Notice along with the Postal Ballot Form (“Form”) through post/courier. The dispatch of Notices will be completed on Friday, April 21, 2017.

The e-voting period for Postal Ballot will commence on Saturday, April 22, 2017 (9:00 a.m.) and end on Sunday, May 21, 2017 (6:00 p.m.) (both days inclusive). The e-voting module shall be disabled by National Securities Depository Limited (NSDL) after 6:00 p.m. on Sunday, May 21, 2017. Members desirous of exercising vote in physical mode shall complete the Form with assent (for) or dissent (against) and send the duly signed form to the Scrutinizer in the self-addressed postage prepaid Business Reply Envelope enclosed along with the Notice so as to reach the Scrutinizer before 6:00 p.m. on Sunday, May 21, 2017. Any Form received after 6:00 p.m. on May 21, 2017, shall not be valid. Members who have not received the Form may write to the Company and obtain a duplicate thereof.

The Notice can also be viewed on the website of the Company (www.3i-infotech.com) and on website of NSDL (www.evoting.nsdl.com). For any query or grievance relating to voting of Postal Ballot through physical ballot form, Members may please contact Ms. R. C. D'souza, Senior Manager, Registrar & Transfer (R & T) department, 3i Infotech Limited at +91-22-7123 8021 and in case of voting by electronic means, Mr. Rajiv Ranjan, Assistant Manager, NSDL at +91-22-2499 4600 /1800-22-990 (Rajivr@nsdl.co.in or evoting@nsdl.co.in).

The Board of Directors of the Company has appointed Mr. Prakash Pandya, Partner, BNP & Associates, Company Secretaries or failing him, Mr. B. Narasimhan, Partner, BNP & Associates, Company Secretaries or failing him Mr. Keyoor Bakshi, Partner, BNP & Associates, Company Secretaries responsible as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Results of the Postal Ballot will be declared on Wednesday, May 24, 2017 and will be displayed on the website of the Company and NSDL, besides being communicated to National Stock Exchange of India Limited and BSE Limited.

By order of the Board

Sd/-
Rajeev Limaye
Company Secretary

Date: April 20, 2017
Place: Navi Mumbai