



3i INFOTECH LIMITED

Corporate Identification Number (CIN): L67120MH1993PLC074411

Registered Office: Tower # 5, 3rd to 6th Floors, International Infotech Park,
Vashi, Navi Mumbai - 400 703

Tel No: (91-22) 6792 8000 **Fax No:** (91-22) 6792 8098

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

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Postal Ballot Rules"), seeking approval from the Members of 3i Infotech Limited (the "Company") for passing the following proposed Resolutions:

1. Approval under Section 180(1)(c) of the Companies Act, 2013 for grant of authority to the Board of Directors to borrow sums not exceeding ₹ 3000 Crores only and
2. Approval under Section 180(1)(a) of the Companies Act, 2013 for grant of authority to the Board of Directors for creation of securities against loan.

The resolutions and the relevant explanatory statements setting out the material facts and the reasons for the resolutions are appended herewith along with a Postal Ballot Form for your consideration.

The Company has, in compliance with Rule 5 of the Postal Ballot Rules, appointed Mr. Nilesh Trivedi, Partner, KBNT & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed, in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 6 p.m. on Thursday, September 18, 2014. In case you are exercising your vote in the Postal Ballot through e-voting, please refer the instructions for the same in the notes annexed to this Notice. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny. The results of the Postal Ballot will be announced on Monday, September 22, 2014. The results of the Postal Ballot will also be displayed on the website of the Company (www.3i-infotech.com), besides being communicated to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The Resolutions will become effective on and from the date of announcement of the results.

RESOLUTIONS:

Item No. 1

Approval under Section 180(1)(c) of the Companies Act, 2013 for grant of authority to the Board of Directors to borrow sum not exceeding ₹ 3000 crores only

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

RESOLVED that in supersession of the Resolution passed in this regard under the erstwhile section 293(1)(d) of the Companies Act, 1956 at the 15th Annual General Meeting held of the Company on July 25, 2008 and pursuant to provisions of Section 180(1)(c), 110 and other applicable provisions of the Companies Act, 2013 and the rules thereunder and the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and subject to the necessary approvals required, in this regard from appropriate authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which expression shall include its duly authorised Committee(s) or individual Director(s)) to borrow such moneys or sums of money, with or without security and upon such terms and conditions as the Board may think fit, notwithstanding that moneys to be borrowed together with moneys already borrowed, if any, by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board and outstanding at any time shall not exceed the sum of ₹ 3000,00,00,000 (Rupees Three Thousand Crores Only).

RESOLVED further that the Board be and is hereby authorized to take all other steps, to give all such directions, to do all such deeds, matters and things as may be necessary to give effect to the aforesaid Resolution and as the Board may in its absolute discretion deem fit.

RESOLVED further that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any of the Directors of the Company to give effect to the aforesaid Resolution.

RESOLVED further that the Board be and is hereby authorised to accept such terms and conditions, alterations, suggestions, stipulations, amendments or modifications as may be required in this resolution by the Registrar of Companies or such other Statutory Authority/ies from time to time.

Item No. 2

Approval under Section 180(1)(a) of the Companies Act, 2013 for grant of authority to the Board of Directors for creation of securities against loan

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

RESOLVED that in supersession of the earlier Resolution passed in this regard under the erstwhile section 293(1)(a) of the Companies Act, 1956 by way of postal ballot, the results of which were declared on January 30, 2012, and pursuant to the provisions of Sections 180(1)(a), 110 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and the Listing Agreement (including any amendment, modification, variation or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to the necessary approvals required, in this regard from appropriate authorities, the consent of the Members of the Company be and is hereby granted to the Board of Directors (hereinafter referred to as "the Board" which expression shall include its duly authorised Committee(s) or individual Director(s)) to create security on any borrowings of the Company, whether by way of creating charge, mortgage or otherwise on any moveable and/or immoveable properties of the Company, both present and future, provided that the aggregate of security at any point of time shall not exceed ₹ 3000,00,00,000 (Rupees Three Thousand Crores Only).

RESOLVED further that the Board be and is hereby authorised to take all other steps, give all such directions, do all such deeds, matters and things as may be necessary to give effect to the aforesaid resolution.

RESOLVED further that the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any Committee(s) thereof, or to any of the Directors of the Company to give effect to the aforesaid resolutions.

RESOLVED further that the Board be and is hereby authorised to accept such terms and conditions, alterations, suggestions, stipulations, amendments or modifications as may be required in this resolution by the Registrar of Companies or such other Statutory Authority/ies from time to time.

Notes:

- (a) The explanatory statement with reasons for proposing the resolutions as stated in the Notice is annexed hereto.
- (b) The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited CDSL) as on the close of business hours on Friday, August 1, 2014.
- (c) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, August 1, 2014.
- (d) In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post/courier.
- (e) The Members holding shares in physical form are requested to notify change in their address, if any, to the Company at the Registered Office. The Members holding shares in electronic form may update such details with their respective Depository Participant(s).
- (f) In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreements entered into with the stock exchanges, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
- (g) Kindly note that the Members can opt for only one mode of voting i.e., either by post or by e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote both by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

- (h) In case a Member is desirous of obtaining Postal Ballot notice or form in printed form or a duplicate one, the Member may write to the Company or send an e-mail to investors@3i-infotech.com.
- (i) The Postal Ballot Notice has been uploaded on the Company's website viz., www.3i-infotech.com and www.evoting.nSDL.com.
- (j) All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10:30 a.m. and 12:30 p.m. on all working days (except Saturdays, Sundays and national holidays), from the date hereof up to Thursday, September 18, 2014.

(k) Instructions for Voting:

A. Through Physical Postal Ballot Form:

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send the duly signed form to the Scrutinizer in the enclosed self-addressed prepaid postage Business Reply Envelope so as to reach the Scrutinizer before the close of working hours on Thursday, September 18, 2014. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received.
2. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
3. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

B. Through E-Voting:

In case of Members receiving Postal Ballot intimation by e-mail:

1. Open e-mail received from NSDL and open PDF file viz. "3i-Infotech e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>.
3. Click on Shareholder - Login.
4. Put user ID and password as initial password noted in step 1 above. Click Login.
5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. In case, you have already registered with NSDL for e-voting before and have an existing password corresponding to this user ID, ignore points 4 and 5 above and login with your user ID.
7. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
8. Select "EVEN" (E Voting Event Number) of 3i Infotech Limited.
9. Now you are ready for e-voting as Cast Vote page opens.
10. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed.
12. Please note that once you have voted on the resolution and clicked on "Submit" and "Confirm", you will not be allowed to modify your vote.
13. Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to scrutinizer3iinfotechpb@gmail.com with a copy marked to evoting@nSDL.co.in.
14. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
15. In case of Members receiving Postal Ballot Form by Post/Courier:

Initial password is provided as below at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolutions:

EVEN (E Voting Event Number)	USER ID	PASSWORD

- (l) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- (m) The e-voting period will commence on Wednesday, August 20, 2014 (9:00 a.m.) and end on Thursday, September 18, 2014 (before close of working hours i.e. 6:00 p.m.) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.

By Order of the Board



Ninad Kelkar

Company Secretary

July 25, 2014
Mumbai

EXPLANATORY STATEMENT AND REASONS FOR PROPOSING THE RESOLUTIONS AS STATED IN THE NOTICE

(Statement setting out material facts under Section 102 of the Companies Act, 2013)

Item Nos. 1 & 2

The Members, vide a resolution dated July 25, 2008, had granted approval, as per section 293(1)(d) of the erstwhile Companies Act, 1956, to the Board of Directors ("the Board") to borrow sums in excess of the paid up share capital and free reserves at any point of time, but subject to limit upto ₹ 3000,00,00,000/- (Rupees Three Thousand Crores Only). The members vide a resolution dated January 30, 2012 had also granted approval under section 293(1) (a) of the then Companies Act, 1956 to create security on any borrowings subject to an aggregate limit upto ₹ 3000,00,00,000/- (Rupees Three Thousand Crores only). These matters are now dealt with under sections 180(1)(c) and 180(1)(a) for borrowings and security creation respectively under the Companies Act, 2013. In terms of the provisions of the Companies Act, 2013, a special resolution of the Members is required through a Postal Ballot (instead of an ordinary resolution as was required under the previous legislation).

Therefore, it is proposed to pass the resolutions by requisite majority in order to ensure compliance with the Companies Act, 2013.

Your Directors recommend passing of the above Resolutions set out in Item Nos. 1 and 2 as Special Resolutions.

None of the Directors is in any way concerned or interested in the said Resolution, except to the extent of his/her holding of the shares or stock options in the Company.

By Order of the Board



Ninad Kelkar

Company Secretary

July 25, 2014
Mumbai