



August 19, 2021

BSE Limited  
Sir Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai – 400001  
Security Code: 532628

National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor,  
Plot No. C-1, Block G  
Bandra Kurla Complex,  
Mumbai – 400051  
Scrip code: 3IINFOTECH

Dear Sir,

**Sub: Postal Ballot Notice- Disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to captioned subject, we enclose herewith a copy of the Postal Ballot Notice dated August 10, 2021 (“Postal Ballot Notice”) which is being sent to the Members of the Company.

The Postal Ballot Notice, along with other relevant documents, are being sent to all the shareholders whose names appear in the register of members/beneficial owners received from National Securities Depository Limited (“NSDL”) as on Friday, August 13, 2021 (“Cut- off date”), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members. The voting through postal ballot and through e-voting will commence from Saturday, August 21, 2021, (9:00 A.M. IST) and shall end on Sunday, September 19, 2021 (5:00 P.M. IST) (both days inclusive). The results of the postal ballot will be announced on Tuesday, September 21, 2021 at 5:00 p.m.

The copy of the Postal Ballot Notice will also be made available on the website of the Company i.e. [www-3i-infotech.com](http://www-3i-infotech.com)

This is for your information and records.

Thanking you,

Yours faithfully,

For **3i Infotech Limited**

**Rajeev Limaye**  
**Company Secretary**  
Encl - As above



**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](mailto:investors@3i-infotech.com)  
**Website:** [www.3i-infotech.com](http://www.3i-infotech.com)

### NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice of postal ballot ("**Notice**") is hereby given to the Member(s) of 3i Infotech Limited (the "Company") pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force) ("**Rules**") and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") and such other applicable laws and regulations, that the resolutions annexed hereunder are proposed to be passed by the members of the Company ("**Members**") by way of postal ballot including through remote electronic voting ("**e-voting**"). The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolutions are appended below for consideration of the Members.

Due to COVID-19 outbreak, the Ministry of Corporate Affairs, Government of India ("**MCA**") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No.10/2021 dated June 23, 2021 ("**MCA Circulars**") has prescribed the process for convening of extraordinary general meetings and passing of resolutions through postal ballot till December 31, 2021 or till such further orders, whichever is earlier. Pursuant to the said MCA Circulars, companies have been advised to adhere to the social distancing norms laid down by the Government of India and take all decisions which require the approval of the members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act till December 31, 2021 or till further orders, whichever is earlier. The MCA Circulars further provide that on account of difficulties faced by the companies in dispatch of physical postal ballot notice to the Members during the lockdown, the communication of assent / dissent of the Members in the postal ballot will take place only through e-voting. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable *mutatis mutandis* for passing of resolutions through postal ballot.

This Notice is accordingly being issued in compliance with the said MCA Circulars. This Notice will only be sent through email to all the Members who have registered their email addresses with the Company or depository / depository participants and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this postal ballot. The communication of assent / dissent of the Members will take place only through the remote e-voting system.

For voting through electronic means as per the facilities arranged by the Company, Members are requested to read the instructions in the Notes under the section 'Voting through Electronic Means' of this Notice.



The Company has, in compliance with Rule 22 (5) of the Rules, appointed Mr. Avinash Bagul, Partner, BNP & Associates, or failing him, Mr. K. Venkataraman, Associate Partner, BNP & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the postal ballot in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other person authorised by the Chairman. The result of the postal ballot will be announced on Tuesday, September 21, 2021 at 5:00 p.m. (IST) and will be displayed on the Company's website [www.3i-infotech.com](http://www.3i-infotech.com), besides communicating to the stock exchanges and depositories. The last date for receipt of votes vide e-voting i.e., Sunday, September 19, 2021 till 5.00 p.m. (IST) shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with Secretarial Standard-2 on General Meetings.

## RESOLUTION

### Item no. 1 –

**Appointment of Mr. Avtar Singh Monga (DIN- 00418477) as an Independent Director of the Company for a term of 5 (five) years effective April 1, 2021**

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

**“RESOLVED THAT** subject to provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI LODR’**) and pursuant to the recommendations of the Nomination & Remuneration Committee and that of the Board of Directors thereof, Mr. Avtar Singh Monga (DIN-00418477), who was appointed as an Additional Director (designated as an Independent Non-Executive Director effective April 1, 2021 and who holds office till the date of the ensuing Annual General Meeting in terms of Section 161 of the Act) 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 signifying his intention to propose Mr. Avtar Singh Monga as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director for a period of 5 (five) years effective April 1, 2021 to March 31, 2026.

**RESOLVED FURTHER THAT** pursuant to provisions of the Act, Mr. Avtar Singh Monga shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Thompson Gnamam, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the above resolution.”

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## Item no.2

### Appointment of Mr. Thompson Gnanam (DIN – 07865431) as a Managing Director and Global CEO and approval for payment of remuneration as Managing Director and Global CEO

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

**“RESOLVED THAT** subject to the provisions of Sections 161, 196, 197, 203 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 thereof, Mr. Thompson Gnanam (DIN -07865431) be and is hereby appointed as Managing Director & Global CEO of the Company for a period of 5 (five) years with effect from April 1, 2021 on the following terms:

#### ***Annual Remuneration:***

The annual remuneration exclusive of perquisites and other allowances would be in the range of Rs.12,200,000 to Rs.20,000,000. Such annual remuneration will include base salary and provident fund contribution.

Additionally, he will be eligible for perquisites and other benefits, details of which are given below.

#### ***Target bonus :***

An amount not exceeding 50% of his total fixed pay or any such amount, as may be determined by the Board of Directors or any committee thereof, based on achievement of such performance parameters as may be laid down from time to time.

The Target Bonus mentioned above may be enhanced to 100% of the total fixed pay in case the Managing Director exceeds the performance parameters as laid down above by the Board.

Notwithstanding anything mentioned in this clause, the Managing Director will be entitled to a minimum guaranteed bonus of Rs.30.5 Lakhs for the FY 2021-22.

#### ***Perquisites:***

Mr. Thompson Gnanam will be entitled to receive various perquisites like company allotted car and driver as per Company`s policy, car petrol and maintenance cost at actuals not exceeding Rs.5 Lakhs, group life insurance sum assured not exceeding Rs.3 crores, personal accident insurance sum assured not exceeding Rs.3.5 Crores,



Group Health Insurance (self + family) sum assured not exceeding Rs.25 Lakhs, one club membership not exceeding Rs.15 Lakhs during the contract period including corporate membership initiation Fees (Membership valid for 10 years) and annual fees for 5 years, home furnishing allowance of Rs.15 Lakhs during the contract period and one Company provided telephone at residence at actuals, provided that the total value of all the perquisites as defined under Income Tax Act, 1961 received in a year shall not exceed 50% of the above referred annual remuneration payable to Mr. Thompson Gnanam for that year.

***Stock Options:***

Mr. Thompson Gnanam shall be eligible to participate in the Company's Employees Stock Option Scheme 2018 ("ESOS 2018") and shall be entitled to exercise stock options if any granted to him in accordance with the terms of the ESOS 2018. He shall further be entitled to receive and exercise any such stock options as approved by the Nomination and Remuneration Committee from time to time along with any other benefits after exercise of such stock options provided under ESOS 2018 of the Company.

**RESOLVED FURTHER THAT** the engagement of Mr. Thompson Gnanam as a Managing Director and Global CEO may be discontinued at the option of the Company or Mr. Thompson only after giving a notice of 6 (six) months.

**RESOLVED FURTHER THAT** all other terms and conditions of appointment and remuneration including notice period, compensation for loss of office shall be contained in a contract to be executed between the Company and Mr. Thompson Gnanam, subsequent to approval of the Members of the Company and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Act, subject to the conditions prescribed therein and as may be agreed to by the Board of Directors and Mr. Thompson Gnanam.

**RESOLVED FURTHER THAT** subject to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and Articles of Association of the Company and subject to approval of the lenders, if required, consent of the Members be and is hereby accorded to pay the remuneration mentioned above to Mr. Thompson Gnanam despite inadequacy of profits in any financial year and/or to pay the remuneration mentioned in the foregoing resolution to Mr. Thompson Gnanam in excess of the limits prescribed in Section II of Part II of Schedule V of the Act including any modification(s) thereto.

**RESOLVED FURTHER THAT** Mr. Thompson Gnanam shall not retire by rotation during his tenure, provided however that, if at any time, the number of Directors as are not subject to retirement by rotation exceeds one-third of the total number of Directors for the time being, then Mr. Thompson Gnanam, if holding longest



office among Whole-time Directors, shall be liable to retire by rotation in accordance with the provisions of Article 162(b) of the Articles of Association of the Company to the intent that such number of Directors shall not exceed one-third of the total number of Directors for the time being, provided further that if Mr. Thompson Gnanam is re-appointed as a Director immediately on such retirement, he shall continue to hold his office of the Managing Director or such other designation that he may carry, and such re-appointment will not be deemed to constitute a break in his appointment as Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof, be and is hereby authorized to decide at its absolute discretion from time to time, all the terms and conditions of the appointment of Mr. Thompson Gnanam, including the remuneration (salary, perquisites and bonus) payable to him, within the terms mentioned above, and obtain such approvals, as may be necessary for the purpose of payment of such remuneration, during the tenure of his appointment.”

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**Registered Office:**

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

**By Order of the Board**

**Sd/-**

**Rajeev Limaye  
Company Secretary**

Place: Navi Mumbai  
Date: August 10, 2021

**NOTES:**

**The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) containing reasons for proposing the resolutions as stated in the Notice is annexed hereto.**

**1. General instructions for accessing and participating in the Postal Ballot and voting through electronic means:**

- a) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular no. 39/2020 dated December 31, 2020 read with circulars dated September 28, 2020, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred as “MCA Circulars”) and SEBI circular dated May 12, 2020 permitted Companies to convene Extraordinary General Meetings (EGM) through the mechanism of postal ballot, without physical presence of the Members at a common venue, subject to compliance of various conditions mentioned therein. In compliance with the provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the approval of the Members for the abovementioned resolutions is sought through postal ballot.
- 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 at the close of business hours on Friday, August 13, 2021.



- 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 the cut-off date i.e. Friday, August 13, 2021. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
- d) Members are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on cut-off date as received from National Securities Depository Limited (“NSDL”) /Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) in respect of such joint holding will be entitled to vote.
- e) In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.3i-infotech.com](http://www.3i-infotech.com) and websites of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
- f) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) from time to time, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 44 of SEBI LODR read with MCA circulars, the Company has provided the facility to the Members to exercise their votes electronically to vote on the resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- g) The relevant documents referred to in the Postal Ballot notice and the explanatory statement shall be available for inspection at the Registered Office of the Company for inspection by the Members on all working days between 10:30 A.M. (IST) to 1:30 P.M. (IST), from the date of dispatch of the Notice up to the last date e-voting, i.e. Sunday, September 19, 2021.
- h) We urge members to support our commitment to environmental protection by choosing to receive the company’s communication through email. The Members holding shares in electronic form who have not registered their e-mail address are requested to register the same with their concerned Depository Participant for this purpose and for receiving all such communications from the Company. Members holding shares in physical form may write to the Registrar and Share Transfer Agent.
- i) Institutional Members (i.e. other than individuals, HUF’s, NRI’s 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](mailto:scrutinizer3iinfotechpb@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- j) The Company is a SEBI Registered, Category I Share Transfer Agent and handles all Registrar and Transfer Agents’ work in-house. The Company has adequate infrastructure to service its Shareholders.
- k) 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](http://www.evoting.nsdl.com) to reset the password.

- l) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- m) Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at the General Meeting of the Shareholders.

**2. Instructions for Members for Remote e-voting are as under:**

- a) The e-voting period will commence at 9:00 am (IST) on Saturday, August 21, 2021 and end at 5:00 pm (IST) on Sunday, September 19, 2021. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, August 13, 2021 may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- b) The details of the process and manner for remote e-voting are explained herein below:
  - Step 1: Access to NSDL e-Voting System
    - a) Log-in method for e-voting for Individual shareholders holding securities in demat mode;
    - b) Login Method for Shareholders other than Individual Shareholders holding Securities in demat mode and Shareholders holding securities in physical mode.
  - Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

**A) Login Method for e-voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for <b>NSDL IDeAS facility</b> , please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.



	<ol style="list-style-type: none"> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest, the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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 abovementioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for Shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- I. 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.
- II. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders/Members’ section.
- III. A new screen will open. You will have to enter your User ID, your Password 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.*

**IV. 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 116873 then user ID is 116873001***

- V. Password details for shareholders other than Individual shareholders are given below:
  - i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - ii. 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.
  - iii. How to retrieve your ‘initial password’?



- a) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .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'.
  - b) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.
- VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password click on:
    - i. "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - ii. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
  - VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - VIII. Now, you will have to click on "Login" button.
  - IX. After you click on the "Login" button, Home page of e-Voting will open.
- Details on Step 2 are given below:
- How to cast your vote electronically on NSDL e-voting system?
- I. 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.
  - II. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.
  - III. Now you are ready for e-voting as the Voting page opens.
  - IV. 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 "Confirm" when prompted.
  - V. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- c) In case of any queries with respect to the manner of voting, 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg,



Lower Parel, Mumbai – 400 013, at the designated email IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) who will also address the grievances connected with the voting by electronic means.

**Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-voting on the resolutions set out in this Notice:**

Due to COVID-19 pandemic and in terms of MCA Circulars, the Postal Ballot Notice is being sent to the Members through electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The Postal Ballot Notice is being sent to the Members in electronic form whose e-mail addresses are registered with the Depository Participants (in case of electronic shareholding) or the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose e-mail addresses are not so registered, may follow the following procedure:

- 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 email to [investors@3i-infotech.com](mailto:investors@3i-infotech.com)
- 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](mailto: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 for Individual shareholders holding securities in demat mode.
- Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 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 email ID correctly in their demat account in order to access e-Voting facility.

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

### **Item No.1**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 1, 2021, had appointed Mr. Avtar Singh Monga (DIN – 00418477) as an Additional Director designated as Non-Executive Independent Director for a term of 5 (five) years effective April 1, 2021, subject to approval of the Members of the Company at the ensuing Annual General Meeting of the Company.

In terms of Section 160 of the Companies Act, 2013 (the "Act"), the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Avtar Singh Monga as an Independent Director pursuant to provisions of Section 149 and 152 of the Act.

A brief profile of Mr. Avtar Singh Monga is given separately in Annexure to this Notice.

In the opinion of the Board, Mr. Avtar Singh Monga fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16((1) ((b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") for his appointment as an Independent Non -Executive Director of the Company and he is independent of the management.



Considering the vast experience of Mr. Avtar Singh Monga, the Board of Directors are of the opinion that his association as a Director on the Board would be of immense benefit to the Company and it is desirable to appoint him as an Independent Director for a period of 5 (five) years from April 1, 2021 to March 31, 2026.

The Company has received (i) consent in writing from Mr. Avtar Singh Monga to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Avtar Singh Monga to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, (iii) declaration from Mr. Avtar Singh Monga that he meets criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1)(b) of the SEBI LODR. The Company has also received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Mr. Avtar Singh Monga as a candidate for the office of Director of the Company.

Electronic copy of the draft letter for appointment of Mr. Avtar Singh Monga as an Independent Non-Executive Director setting out the terms and conditions shall be available under Investors Section of the website of the Company at [www.3i-infotech.com](http://www.3i-infotech.com).

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution as set out in item no. 1 of the accompanying notice for approval of the Members of the Company by way of a Special Resolution.

Except Mr. Avtar Singh Monga, being the appointee, 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. 1 of the notice.

Additional information in respect of Mr. Avtar Singh Monga pursuant to Regulation 36(3) of the SEBI LODR and the Secretarial Standard on General Meetings (SS-2) of ICSI is given separately in the Notice.

#### **Item no. 2**

The Board of Directors at their Meeting held on February 19, 2021 had approved the appointment of Mr. Thompson Gnanam as an Additional Whole-time Director (to be designated as CEO and MD Designate) on the Board of the Company for period of 5 (five) years with effect from March 18, 2021, subject to the approval of the Members of the Company. Later, in view of resignation of Mr. Padmanabhan Iyer, then Managing Director and Global CEO of the Company, the Board at its Meeting held on April 1, 2021, approved the appointment of Mr. Thompson Gnanam as Managing Director and Global CEO of the Company for a period of 5 (five) years with effect from April 1, 2021 subject to approval of the Members of the Company.

As per the proviso given in Section II of Part II of Schedule V of the Act, the Members of the Company may approve payment of remuneration to Whole-time Directors for a period not exceeding 3 (three) years by way of a special resolution.

Accordingly, approval from the Members is sought for appointment of Mr. Thompson Gnanam as a Managing Director and Global CEO of the Company for a period of 5 (five) years and for payment of his terms



of remuneration for a period of 3 years. The copy of the draft agreement to be entered into between the Company and Mr. Thompson Gnanam would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and Public Holidays upto and including the date of last date of e-voting as mentioned in this Notice.

A brief profile of Mr. Thompson Gnanam is given separately in Annexure to this Notice.

Considering the experience of Mr. Thompson Gnanam, the Board of Directors are of the opinion that his association as a Managing Director and Global CEO would be of immense benefit to the Company and it is desirable to appoint him as a Managing Director and Global CEO for a period of 5 (five) years effective April 1, 2021.

The Company has received from Mr. Thompson Gnanam (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

The Company has also received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Mr. Thompson Gnanam as a candidate for the office of Managing Director and Global CEO of the Company.

**Statement pursuant to clause (iv) 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 20-21 and FY 19-20-		
	Particulars	FY 2020-21(Rs. in Lakhs)	FY 2019-20 (Rs. in Lakhs)
	Total Income	22,787	21,018
	Total comprehensive income	32,160	12,931
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 19 wholly owned foreign subsidiaries and a joint venture abroad.		

<b>II. Information about the appointee:</b>	
Background details	Details are given in the profile of Mr. Thompson Gnanam as given in Annexure to the Notice
Past remuneration	Rs.458,327 paid from March 18, 2021 to March 31, 2021 as a Whole-time Director
Recognition or Awards	Not applicable since he has been appointed recently as an Executive Director on the Board.
Job profile and his suitability	Mr. Thompson Gnanam has vast experience in the IT, ITES and Telecom Industry. Taking into consideration his enriching experience in IT Industry, the Board has bestowed the leadership of the Company on Mr. Thompson Gnanam.
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 10,000 equity shares of ₹10 each in the Company, Mr. Thompson Gnanam does not have any other pecuniary relationship with the Company.
<b>III. Other information:</b>	
Reasons of loss or inadequate profits	In view of the accumulated losses prior to the approval of the DRS package in 2016, the profits of the Company as calculated in terms of Section 198 of the Act are inadequate.
Steps taken or proposed to be taken for improvement	The Company has posted a profit after tax for the last 5 years and the losses mentioned above are due to the past accumulated losses. In March 2021, the Company underwent a major restructuring of its operations by selling its products division as part of a slump sale. The proceeds of this sale were used to repay all the term loans and early redemption of all outstanding Class A preference shares and Class B preference shares (except for Class B preference shareholder and as of today, the company does not have any secured debt. The Company had also submitted a scheme for capital reduction which has been approved by the National Company Law Tribunal ("NCLT") and is expected to be implemented shortly. This will offset the accumulated losses to a large extent.
Expected increase in productivity and profits in measurable terms	The Company will now focus primarily on its Services business in India and overseas and plans to increase its revenue and profits substantially over the next 3-5 years. Details regarding the future plans of the company with regard to growth and profitability will be given in the Annual Report which will be published in due course.



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	Notice Period- 6 months He shall be compensated for loss of office to the extent permissible under the Companies Act 2013 and any other applicable law, in the event of discontinuation of his directorship with the Company.
Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Mr. Thompson Gnanam has been granted 75,00,000 Stock Options at Grant Price of Rs.10/- each on May 17, 2021.

Following are the additional disclosures under section 102 of the Companies Act, 2013-

Particulars	Remarks
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.	Nil, except Mr. Thompson Gnanam, Managing Director & Global CEO and his relatives.
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.	As above
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.	Nil
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.	Necessary documents are available for inspection of Members at the Registered Office of the Company during normal business hours [10:30 a.m. (IST) to 1:30 p.m.(IST)] on any working day, excluding Saturday and Sunday upto and including the date of the last date of e-voting as mentioned in this Notice.



Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution as set out in item no. 2 of the accompanying notice for approval of the Members of the Company by way of a Special Resolution.

Except Mr. Thompson Gnanam, being the appointee, 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. 2 of the notice.

Additional information in respect of Mr. Thompson Gnanam, pursuant to Regulation 36(3) of the SEBI LODR and the Secretarial Standard on General Meetings (SS-2) of ICSI is given separately in the Notice.

**By Order of the Board**

**Sd/-  
Rajeev Limaye  
Company Secretary**

Place: Navi Mumbai  
Date: August 10, 2021



Additional Information as required to be disclosed under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) regarding the Directors proposed to be appointed/re-appointed:

<b>Name of the Director</b>	<b>Avtar Singh Monga</b>	<b>Thompson Gnanam</b>
<b>Age</b>	61 years	49 years
<b>Qualification</b>	Master's Degree in Commerce, MBA in Marketing and Finance and also is a fellow Member of Institute of Directors.	Computer Science Engineer from College of Engineering Guindy, Chennai.
<b>Experience</b>	39 Years	27 years
<b>Date of first appointment on the Board of Directors</b>	April 1, 2021	March 18, 2021
<b>Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company</b>	None	None
<b>Expertise in specific functional Area</b>	As mentioned in brief resume given in Annexure to the Notice.	As mentioned in brief resume given in Annexure to the Notice.
<b>Brief Resume of the Director</b>	Given Separately as Annexure to this Notice	Given Separately as Annexure to this Notice
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>	<ol style="list-style-type: none"> <li>1. Devi Bhairavi Capital Private Limited</li> <li>2. Kashware Technologies Private Limited</li> <li>3. Iquippo Services Limited</li> <li>4. Stride Capital Consultants Private Limited</li> </ol>	-
<b>Disclosure of relationships between inter-se</b>	None	None
<b>Number of shares held in the Company as on date of this Notice</b>	Nil	10,000
<b>Details of remuneration last drawn</b>	NA	Rs.458,327 paid from March 18, 2021 to March 31, 2021 as a Whole-time Director
<b>Details of remuneration sought to be paid</b>	Sitting Fees for attending the Board and Committee Meetings as applicable	As mentioned in the Resolution for which approval from the Members is sought.
<b>Terms and conditions of appointment or re-appointment</b>	Appointment as an Independent Non- Executive Director for a term of 5 (five) years with effect from April 1, 2021.	Appointment as a Managing Director and Global CEO for a term of 5 (five) years with effect from April 1, 2021.
<b>Number of Board Meetings attended during the year</b>	4	5



**Brief profile of Directors seeking appointment by way of this Postal Ballot Notice**

**Mr. Avtar Singh Monga (DIN-00418477)**

Mr. Avtar Singh Monga has been associated with Financial/Banking industry for almost 38 years and has worked with some of the best global enterprises at the leadership positions both for India as well as Global level. He has spent considerable amount of time with Bank of America, first as part of their India business and later establishing and scaling their Global Delivery Centres of Expertise as its Managing Director. He has also been part of GE Capital India where he spearheaded SBI Card JV as well as transport Financial Services as CEO. More recently, he has been Chief Operating Officer/Executive Director/head Retail Bank with IDFC Bank and was instrumental in launching the bank and building it as a key player in the fintech space.

He has been closely involved while at IDFC and even in personal capacity to promote digital as well support Fintech and is also an Angel Investor.

He is passionate about building leadership and has been mentoring several successful industry leaders as well as advising few global and local start-ups.

He holds a Master's Degree in commerce as well as an MBA in Marketing and Finance and also is a Fellow member of Institute of Directors.

**Mr. Thompson Gnanam (DIN-07865431)**

Thompson is a computer science engineer from College of Engineering Guindy, Chennai with an overall experience of 27+ years in the IT, ITES and Telecom industry.

A natural entrepreneur-turned-corporate intrapreneur who has built various "Centre of Excellences", grew businesses globally and transformed business outcomes. He has successfully built people-centric business models based on the idea that people are the biggest assets and most important differentiators; he believes in the ideology that 'Customer is first; Customer is always right'.

An assertive problem-solver with a strong process reengineering and 'Design and Lean' thinking mindset, Thompson challenges status quo and has been a catalyst of change in various organizations by leading from the front through inclusive and collaborative leadership. He also strives to leverage the power of technology to drive business transformation.

He started as an entrepreneur in the 90's, established his IT infrastructure management, system integration & networking business and expanded to manufactured computer systems. He entered the corporate world in 2001 and has since worked with multiple global organizations such as *Danaher, Hewlett Packard, Vodafone, Hexaware, TATA BSS, LEBARA MOBILE, and Conneqt Business solutions.*

He has experience in various diverse roles in Global sales & marketing, Operations, Business transformation, Business Unit Management, Profit-and-Loss management, and Digital Business Services. He was the Chief Digital Business Officer in his last assignment with Conneqt.

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

By Order of the Board  
  
Sd/-  
Rajeev Limaye  
Company Secretary