



3i Infotech[®]
LIMITLESS EXCELLENCE

April 23, 2019

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 April 10, 2019 ("Postal Ballot Notice") which is being sent to the Members of the Company alongwith postal ballot form for their approval.

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 April 5, 2019 ("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 Thursday, April 25, 2019 (9:00 A.M. IST) and shall end on Friday, May 24, 2019 (6:00 P.M. IST) (both days inclusive). The results of the postal ballots will be announced on Monday, May 27, 2019.

The copy of the Postal Ballot Notice will also be made available on the website of the Company i.e. 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, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai - 400 703

Tel No: (91-22) 7123 8000 **Fax No:** (91-22) 7123 8310

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 the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) (the "Postal Ballot Rules") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking approval from the Members of 3i Infotech Limited (the "Company") for passing the following proposed Ordinary Resolution:

1. **Appointment of Ms. Anjoo Navalkar (DIN- 00270356) as a Director of the Company**

The resolution and the relevant explanatory statement pursuant to Section 102 of the Act, setting out the material facts and the reasons for the resolution is appended herewith along with a Postal Ballot Form for your consideration.

The Company has, in compliance with Rule 22(5) of the Postal Ballot Rules, appointed Mr. B. Narasimhan, Partner, BNP & Associates, Company Secretaries or failing him, Mr. Avinash Bagul, Partner, BNP & Associates, Company Secretaries or failing him Mr. K. Venkataraman, Senior Associate, BNP & 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 6:00 p.m. on Friday, May 24, 2019. 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 Company after completion of the scrutiny of votes. The results of the Postal Ballot will be announced at the registered office of the Company at 5:00 p.m. on Monday, May 27, 2019. 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 BSE Limited. The Resolution will be deemed to become effective on and from Friday, May 24, 2019, i.e. the last date specified above for receipt of Postal Ballots in accordance with Secretarial Standard-2 on General Meetings.

RESOLUTION:

SPECIAL BUSINESS

Item No. 1

Appointment of Ms. Anjoo Navalkar (DIN- 00270356) as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 (the "Act") and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, Ms. Anjoo Navalkar (DIN- 00270356), who was appointed as an Additional (Non-Executive) Director under Section 161(1) of the Act by the Board of Directors of the Company with effect from November 16, 2018 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Ms. Anjoo Navalkar as a candidate for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Padmanabhan Iyer, 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."

Notes:

- a) The explanatory statement pursuant to Section 102 of the Act with reasons for proposing the resolution 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 at the close of business hours on Friday, April 5, 2019.
- 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, April 5, 2019.
- d) In accordance with the provisions of Section 101 of the Companies Act, 2013, as amended and as 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 Speed Post / Registered 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 their email ids and 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 to the extent applicable and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), 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 remote 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 vote(s) cast through e-voting shall prevail and vote(s) cast 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 the 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 Saturday, Sunday and National Holidays) from the date hereof, up to Friday, May 24, 2019.

k) Instructions for Voting:**A. Through Physical Postal Ballot Form:**

- i. 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 postage prepaid Business Reply Envelope so as to reach the Scrutinizer before 6:00 p.m. on Friday, May 24, 2019. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received.
- ii. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot Form by courier or registered post or delivers it in person at his expense, such Postal Ballot Form will also be accepted.
- iii. 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:

- i. Open e-mail received from NSDL and open PDF file, viz. "3iinfotech 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.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on Shareholder - Login
- iv. Put user ID and password mentioned in step (i) above. Click Login.
- v. Password change menu appears. Change the password with new password of your choice containing minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. In case, you have already registered with NSDL for e-voting before and have an existing password corresponding to this user ID, ignore points i, iv and v above and login with your user ID.
- vii. Home page of e-voting opens. Click on e-voting: Active Voting Cycles
- viii. Select "EVEN" (E-Voting Event Number) of 3i Infotech Limited.
- ix. Now you are ready for e-voting as Cast Vote page opens.
- x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xii. 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.
- xiii. Institutional Members (i.e. other than individuals, HUFs, NRIs, 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.
- xiv. 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).

In case of Members receiving Postal Ballot Form by Speed Post / Registered Post / Courier:

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

EVEN (E-Voting Event Number)	USER ID	PASSWORD

- xv. 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 or call Ms. Pallavi Mhatre on +91 - 22 - 2499 4545.
 - xvi. The e-voting period will commence on Thursday, April 25, 2019 (9:00 a.m.) and end on Friday, May 24, 2019 (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.
- l) Pursuant to the requirements of Corporate Governance under SEBI (LODR), information about the Director proposed to be appointed/re-appointed has been given in the Annexure to this Notice.
 - m) The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

Registered Office:

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

April 10, 2019

By Order of the Board

**Sd/-
Rajeev Limaye
Company Secretary**

Explanatory Statement and reasons for proposing the Resolution as stated in the Notice

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

Item No. 1:

Ms. Anjoo Navalkar was appointed as an Additional (Non-Executive) Director on the Board of Directors of the Company vide resolution passed by the Nomination and Remuneration Committee and Board of Directors of the Company by circulation on November 16, 2018 pursuant to Section 161 of the Companies Act, 2013 (the "Act") and in accordance with the Articles of Association of the Company. Ms. Anjoo Navalkar would hold the office till the date of ensuing Annual General Meeting or the last date on which the Annual General Meeting should be held, whichever is earlier.

Keeping in view her experience and expertise, the Nomination and Remuneration Committee and the Board of Directors of the Company recommends her appointment as Non-Executive Director on the Board of the Company as per provisions of Regulation 17 (11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and approval from the Members is sought for the appointment of Ms. Anjoo Navalkar as a Director (Non-Executive) pursuant to Sections 152, 161 and other applicable provisions of the Act and the rules made thereunder (including any statutory

modifications or re-enactments thereof). Once appointed, Ms. Anjoo Navalkar shall be liable to retire by rotation pursuant to Section 152 of the Act.

Further, the Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Ms. Anjoo Navalkar for the office of Director.

Ms. Anjoo Navalkar had provided her consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and a declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act, prior to her appointment by the Board of Directors of the Company. Hence, in the opinion of the Board, she fulfills the conditions specified in the Act and the rules made thereunder and also under SEBI LODR for appointment as Non-Executive Director.

A brief profile of Ms. Anjoo Navalkar is given below:

Ms. Anjoo Navalkar holds Masters in Mathematics from Mumbai University. Her corporate career spans across 25 years. She has been professionally educated in Software Engineering and Process Management Systems. During her stint with KPMG QR, she has conducted Software Process Audits, ISO 9001, ISO 27000, ISO 20000. She has extensive experience of Software Process Consulting and CMM/CMMI assessments.

Anjoo worked as Director - Technology & Marketing at Rave Technologies, a Northgate Public Services UK Group Company. She was responsible for Technology, Usability, Testing, Business Analysis, Outsourcing, operations of the Off-shore Development Centre as well as Global Marketing and Pre-Sales.

Additionally, she has conceptualized and architected Enterprise Software platforms, BOSS (Business Operations Support System), EachOne EnrichOne (E1E1) - a Social Networking platform for the Social Eco-System and Corporate Social Responsibilities (CSR) and Estimology - the Software Estimation Framework.

Ms. Anjoo Navalkar is on the Board of the following companies/entities:

Name of the Company	Positions Held
DFX Systems Private Limited	Director

The details required to be given under Regulation 36 of SEBI LODR in respect of the person proposed to be appointed as Director are given below-

Age	61 years
Qualification	Masters in Mathematics
Brief resume of the director	As mentioned above.
Nature of her expertise in specific functional areas	As mentioned above.
Disclosure of relationships between inter-se	None
Names of the entities in which the person also holds the Directorship and the Membership of the Committees of the Board	DFX Systems Private Limited
Number of shares held in the Company as on date of this Notice	Nil
Number of Board Meetings attended during the year	1

Your Directors hereby place the proposal recommending appointment of Ms. Anjoo Navalkar as a Non-Executive Director, liable to retire by rotation, as set out in Item No. 1 of the Notice, by way of ordinary resolution. Please note that apart from the reimbursement of expenditure incurred for attending meetings of the Board and sitting fees payable in accordance with the Company's policies, no other remuneration will be paid by the Company to Ms. Anjoo Navalkar (if appointed as Non-Executive Director of the Company).

Except Ms. Anjoo Navalkar and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the Resolution.

By Order of the Board

Navi Mumbai
April 10, 2019

Sd/-
Rajeev Limaye
Company Secretary



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: 022 7123 8000 Fax No: 022 7123 8310

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

POSTAL BALLOT FORM

Name & Registered Address of :
the Sole / First named Member

Name(s) of the Joint Member(s), :
if any

Registered Folio No. / DP ID No.* / :
Client ID No.*
(*Applicable to Members holding
shares in dematerialized form)

Number of Equity Share(s) held :

I / We hereby exercise my / our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Notice dated April 10, 2019 of 3i Infotech Limited (the "Company") by sending my / our assent or dissent to the Resolution(s) by placing a tick (✓) mark in the appropriate column below:

Resolution No.	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.			

Place:

Date:

Signature of the Member

INSTRUCTIONS TO SHAREHOLDERS OPTING FOR VOTING THROUGH PHYSICAL MODE

- Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne by the Company. The envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
- The Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participant). In case of joint holding, this form should be completed and signed by the first named Member and in his / her absence, by the next named Joint Member. Unsigned Postal Ballot Form will be rejected. In case Postal Ballot Form is signed through a delegatee, a copy of the Power of Attorney attested by the Member should be annexed to the Postal Ballot Form.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6:00 p.m. on Friday, May 24, 2019. Postal Ballot Form(s) received after this date will be strictly treated as if reply from such Member(s) has not been received.
- In case of shares held by companies, trusts, societies, etc., a certified copy of board resolution / authority letter, etc. should accompany the duly completed Postal Ballot Form.
- Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date, i.e. Friday, April 5, 2019.
- Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the Scrutinizer will destroy the same.
- The Company is also offering e-voting facility as an alternative for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been given in the Notice.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD